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深圳中航集團股份有限公司 CATIC SHENZHEN HOLDINGS LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 00161)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of extraordinary general meeting of CATIC Shenzhen Holdings Limited (the “**Company**”) dated 4 November 2011 and the announcement of the Company dated 4 November 2011. The board (the “**Board**”) of directors (the “**Director**”) of the Company would like to announce that as per the written replies as of 2 December 2011 (the last day on which the shareholders are required to return their completed and signed confirmation slips) received from the shareholders who intend to attend the extraordinary general meeting (the “**EGM**”) of the Company to be held at Level 25, Hangdu Building, CATIC Zone, Shennan Road Central, Futian District, Shenzhen, the People’s Republic of China on Thursday, 22 December 2011 at 10:00 a.m., the number of shares carrying voting rights represented by the shareholders who intend to attend the EGM is less than one half of the total number of shares with voting rights at the EGM. According to Article 66 of the articles of association of the Company, in order to convene the EGM, the Company is required to inform the shareholders again by way of public notice the proposed matters for consideration, the date and venue of the EGM. In this regard, the Company would like to give notice to its shareholders as follows:

NOTICE IS HEREBY GIVEN that the EGM will be held at Level 25, Hangdu Building, CATIC Zone, Shennan Road Central, Futian District, Shenzhen, the People’s Republic of China on Thursday, 22 December 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the financial assistance framework agreement entered into between Aviation Industry Corporation of China (中國航空工業集團公司) and the Company dated 28 September 2011 (“**Aviation Industry Financial Framework Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and the annual caps in respect of the Aviation Industry Financial Framework Agreement for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, be and are hereby approved and confirmed, and any director of the Company be and is hereby authorised to do all such acts and things and execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Aviation Industry Financial Framework Agreement.”

2. “**THAT** the financial assistance framework agreement entered into between AVIC International Holdings Corporation (中國航空技術國際控股有限公司) and the Company dated 28 September 2011 (“**AVIC International Financial Framework Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and the annual caps in respect of the AVIC International Financial Framework Agreement for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, be and are hereby approved and confirmed, and any director of the Company be and is hereby authorised to do all such acts and things and execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the AVIC International Financial Framework Agreement.”
3. “**THAT** the financial assistance framework agreement entered into between Vanke Enterprise Company Limited (萬科企業股份有限公司) and the Company dated 28 September 2011 (“**Vanke Financial Framework Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and the annual caps in respect of the Vanke Financial Framework Agreement for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, be and are hereby approved and confirmed, and any director of the Company be and is hereby authorised to do all such acts and things and execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Vanke Financial Framework Agreement.”
4. “**THAT** the sale and purchase framework agreement entered into between Aviation Industry Corporation of China (中國航空工業集團公司) and the Company dated 28 September 2011 (“**Aviation Industry Sale and Purchase Framework Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and the annual caps in respect of the Aviation Industry Sale and Purchase Framework Agreement for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, be and are hereby approved and confirmed, and any director of the Company be and is hereby authorised to do all such acts and things and execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Aviation Industry Sale and Purchase Framework Agreement.”
5. “**THAT** the sale and purchase framework agreement entered into between AVIC International Holdings Corporation (中國航空技術國際控股有限公司) and the Company dated 28 September 2011 (“**AVIC International Sale and Purchase Framework Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and the annual caps in respect of the AVIC International Sale and Purchase Framework Agreement for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, be and are hereby approved and confirmed, and any director of the Company be and is hereby authorised to do all such acts and things and execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the AVIC International Sale and Purchase Framework Agreement.”

6. “**THAT** the agency services framework agreement entered into between Aviation Industry Corporation of China (中國航空工業集團公司) and the Company dated 28 September 2011 (“**Aviation Industry Agency Services Framework Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and the annual caps in respect of the Aviation Industry Agency Services Framework Agreement for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, be and are hereby approved and confirmed, and any director of the Company be and is hereby authorised to do all such acts and things and execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Aviation Industry Agency Services Framework Agreement.”
7. “**THAT** the agency services framework agreement entered into between AVIC International Holdings Corporation (中國航空技術國際控股有限公司) and the Company dated 28 September 2011 (“**AVIC International Agency Services Framework Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and the annual caps in respect of the AVIC International Agency Services Framework Agreement for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, be and are hereby approved and approved, and any director of the Company be and is hereby authorised to do all such acts and things and execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the AVIC International Agency Services Framework Agreement.”
8. “**THAT** the project management framework agreement entered into between Vanke Enterprise Company Limited (萬科企業股份有限公司) and the Company dated 28 September 2011 (“**Project Management Framework Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and the annual caps in respect of the Project Management Framework Agreement for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, be and are hereby approved and confirmed, and any director of the Company be and is hereby authorised to do all such acts and things and execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Project Management Framework Agreement.”

By Order of the Board
CATIC Shenzhen Holdings Limited
Wu Guang Quan
Chairman

Shenzhen, the PRC, 5 December 2011

As at the date of this announcement, the Board comprises a total of 13 Directors, Mr. Wu Guang Quan, Mr. You Lei, Mr. Lai Wei Xuan, Mr. Sui Yong, Mr. Liu Rui Lin and Mr. Xu Dong Sheng as executive Directors; Mr. Cheng Bao Zhong, Mr. Qiu Shen Qian, Mr. Li Cheng Ning and Mr. Wang Bin Bin as non-executive Directors; and Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Liu Xian Fa as independent non-executive Directors.