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# **AVIC International Holding (HK) Limited** **中國航空工業國際控股(香港)有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 232)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of the shareholders of AVIC International Holding (HK) Limited (the “**Company**”) will be held at Unit B, 15th Floor, United Centre, 95 Queensway, Hong Kong on Friday, 23 December 2011 at 10:00 a.m. (the “**SGM**”) for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

(1) “**THAT:**

- (a) the sale and purchase agreement dated 1 November 2011 (the “**Hangzhou Agreement**”), entered into by 杭州源和燃料有限公司 (Hangzhou Yuan He Fuel Co., Ltd.\*) (the “**Hangzhou Purchaser**”) and 中航技直升機技術服務(深圳)有限公司 (CATIC Helicopter Development (Shenzhen) Limited) (the “**Vendor**”), an indirect wholly-owned subsidiary of the Company, pursuant to which the Hangzhou Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell, 3% of the entire equity interest in 浙江海聯熱電股份有限公司 (Zhejiang Sealand Thermoelectric Share-Holding Co.) (the “**Operating Company**”) and the indebtedness owed by the Operating Company to the Vendor at a total consideration of RMB12,296,707.88 (equivalent to approximately HK\$15.0 million), details of the Hangzhou Agreement are set out in the circular of the Company dated 7 December 2011 (the “**Circular**”) (a copy of the Hangzhou Agreement and the Circular having been produced to the meeting marked “**A**” and “**B**” respectively and initialed for the purposes of identification by the chairman of the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

\* For identification purpose only

(b) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company and to take all steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the Hangzhou Agreement.”

(2) **“THAT:**

(a) the sale and purchase agreement dated 1 November 2011 (the **“Agreement”**), entered into by Hong Kong Yuanhe International Trade Group Limited (the **“Purchaser”**) and the Company, pursuant to which the Purchaser has conditionally agreed to acquire and the Company has conditionally agreed to sell the one issued and fully paid share of US\$1.00 nominal value in the share capital of the Polyson Investment Limited (the **“Target Company”**), a wholly-owned subsidiary of the Company, representing all of its issued and paid up share capital and the indebtedness owed by the Target Company to the Company at a total consideration of HK\$338,993,455.38, details of the Agreement are set out in the Circular (a copy of the Agreement having been produced to the meeting marked **“C”** and initialed for the purpose of identification by the chairman of the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company and to take all steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the Agreement.”

By Order of the Board  
**AVIC International Holding (HK) Limited**  
**Wu Guangquan**  
*Chairman*

Hong Kong, 7 December 2011

*Registered Office:*  
Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head Office and Principal Place of  
Business in Hong Kong:*  
Unit B, 15th Floor  
United Centre  
95 Queensway  
Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude a member from attending and voting at the SGM if the member so desires.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (4) The voting on the above resolutions at the SGM will be conducted by way of a poll.

*As at the date of this announcement, the Board of the Company comprises Mr. Wu Guangquan, Mr. Jiang Wei, Mr. Ji Guirong, Mr. Liu Rongchun, Mr. Pan Linwu and Mr. Zhang Chuanjun as executive Directors; Mr. Ip Tak Chuen, Edmond as non-executive Director; Mr. Chu Yu Lin, David, Mr. Li Ka Fai, David and Mr. Li Zhaoxi as independent non-executive Directors.*