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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 Monday, 5 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 resolution:

ORDINARY RESOLUTION

“THAT

- (a) the entering into of the sale and purchase agreement dated 21 September 2011 (the “**Agreement**”, a copy of which has been produced to the SGM marked “A” and initialed by the Chairman of the meeting for the purpose of identification) between 上海瑞爾通投資顧問有限公司 (Shanghai RET Investment Consulting Company Limited*), an indirect wholly-owned subsidiary of the Company (the “**Purchaser**”) and 吳曉綱 (Mr. Wu Xiaogang) (the “**Vendor**”), pursuant to which the Purchaser conditionally agreed to acquire and the Vendor conditionally agreed to sell his 51% equity interest in 浙江東陽金牛針織製衣有限公司 (Zhejiang Dongyang Jinniu Knitting and Garment Company Limited*) (the “**Acquisition**”) at a consideration of RMB7.0 million (equivalent to approximately HK\$8.5 million) to be satisfied in cash payment, be and is hereby approved, confirmed and ratified, and the performance by the Company of all the transactions contemplated under the Agreement be and are hereby approved, confirmed and ratified; and

* For identification purposes only

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorized to do all such acts and things, and to sign and execute all such further documents and to take all steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient or implement and/or give full effect to or in connection with the Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 17 November 2011

Registered Office:
Canon’s Court
22 Victoria Street
Hamilton HM 12
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) 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 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 of thereof.
- (4) The voting on the above resolution at the SGM will be conducted by way of a poll.

As at the date of this announcement, the Board 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.