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

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

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING, H SHARES CLASS MEETING AND DOMESTIC SHARES CLASS MEETING HELD ON 8 FEBRUARY 2012

The Board is pleased to announce that all the resolutions as set out in the EGM Notice and the H Shares Class Meeting Notice were duly passed at the EGM and the H Shares Class Meeting held on 8 February 2012, respectively.

Reference is made to the circular dated 23 December 2011 (the “**Circular**”), the notice of extraordinary general meeting dated 23 December 2011 (the “**EGM Notice**”), the notice of class meeting for holders of H shares dated 23 December 2011 (the “**H Shares Class Meeting Notice**”) and the notice of class meeting for holders of domestic shares dated 23 December 2011 (the “**Domestic Shares Class Meeting Notice**”) issued by CATIC Shenzhen Holdings Limited (the “**Company**”) in relation to, among other things, very substantial acquisitions and connected transactions involving issue of perpetual subordinated convertible securities of the Company. Terms used in this announcement shall have the same meaning as defined in the Circular unless the context requires otherwise.

POLL RESULTS OF EGM

At the EGM held at the conference room of the Company at Level 25, Hangdu Building, CATIC Zone, Shennan Road Central, Futian District, Shenzhen, Guangdong Province, the PRC on 8 February 2012 (Wednesday) at 10:00 a.m., poll voting was demanded by the Chairman for voting on the resolutions (the “**EGM Resolutions**”) set out in the EGM Notice. The Board is pleased to announce that all the EGM Resolutions were approved by

the Shareholders at the EGM and the poll results in respect of the EGM Resolutions are as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)		Total Votes
		FOR	AGAINST	
1.	To approve, confirm and ratify (1) the conditional Acquisition Agreement 1 entered into between the Company and AVIC International dated 16 November 2011 in relation to the proposed acquisition by the Company of 100% of the equity interest in Shanghai Company, 50% of the equity interest in Lutong Company, 90% of the equity interest in Guizhou CATIC Resources and 100% of the equity interest in Project Engineering Company and (2) the conditional Acquisition Agreement 2 entered into between the Company and Shenzhen Company dated 16 November 2011 in relation to the proposed acquisition by the Company of 55.91% of the equity interest in Chengdu Ya Guang and 51% of the equity interest in Bi Te Communication and all the transactions contemplated thereunder	34,057,190 (100%)	0 (0%)	34,057,190
2.	To approve, confirm and ratify the conditional Acquisition Agreement 3 entered into between the Company and Shenzhen Company dated 16 November 2011 in relation to the proposed acquisition by the Company of 316,257,000 shares of Rainbow Department Store, representing approximately 39.52% of the equity interest in Rainbow Department Store and all the transactions contemplated thereunder	34,057,190 (100%)	0 (0%)	34,057,190

As more than two-thirds of the votes were cast in favour of the EGM Resolutions, respectively, each of the EGM Resolutions was passed as a special resolution. Shareholders may refer to the EGM Notice and the Circular for details of the EGM Resolutions.

Notes:

- (a) The total number of Shares in issue as at the date of the EGM: 673,367,090 Shares, comprising 395,709,091 Domestic Shares and 277,657,999 H Shares.
- (b) The total number of Shares entitling the holders to attend and vote only against the EGM Resolutions at the EGM: Nil.

- (c) The total number of Shares entitling the holders to attend and to vote for or against the EGM Resolutions at the EGM: 277,657,999 Shares. The Vendors and their respective associates, which held an aggregate of 395,709,091 Domestic Shares as at the date of EGM, had abstained from voting at the EGM as a result of them having a material interest in the Acquisitions and the transactions contemplated under the Agreements.

POLL RESULTS OF H SHARES CLASS MEETING

At the class meeting for holders of H Shares (the “**H Shares Class Meeting**”) of the Company held at the conference room of the Company at Level 25, Hangdu Building, CATIC Zone, Shennan Road Central, Futian District, Shenzhen, Guangdong Province, the PRC on 8 February 2012 (Wednesday) immediately after conclusion of the EGM, poll voting was demanded by the Chairman for voting on the resolutions (the “**H Shares Class Meeting Resolutions**”) set out in the H Shares Class Meeting Notice. The Board is pleased to announce that all the H Shares Class Meeting Resolutions were approved by the holders of H Shares at the H Shares Class Meeting and the poll results in respect of the H Shares Class Meeting Resolutions are as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)		Total Votes
		FOR	AGAINST	
1.	To approve, confirm and ratify (1) the conditional Acquisition Agreement 1 entered into between the Company and AVIC International dated 16 November 2011 in relation to the proposed acquisition by the Company of 100% of the equity interest in Shanghai Company, 50% of the equity interest in Lutong Company, 90% of the equity interest in Guizhou CATIC Resources and 100% of the equity interest in Project Engineering Company and (2) the conditional Acquisition Agreement 2 entered into between the Company and Shenzhen Company dated 16 November 2011 in relation to the proposed acquisition by the Company of 55.91% of the equity interest in Chengdu Ya Guang and 51% of the equity interest in Bi Te Communication and all the transactions contemplated thereunder	34,057,190 (100%)	0 (0%)	34,057,190
2.	To approve, confirm and ratify the conditional Acquisition Agreement 3 entered into between the Company and Shenzhen Company dated 16 November 2011 in relation to the proposed acquisition by the Company of 316,257,000 shares of Rainbow Department Store, representing approximately 39.52% of the equity interest in Rainbow Department Store and all the transactions contemplated thereunder	34,057,190 (100%)	0 (0%)	34,057,190

As more than two-thirds of the votes were cast in favour of the H Shares Class Meeting Resolutions, respectively, each of the H Shares Class Meeting Resolutions was passed as a special resolution. Shareholders may refer to the H Shares Class Meeting Notice and the Circular for details of the H Shares Class Meeting Resolutions.

Notes:

- (a) The total number of H Shares in issue as at the date of the EGM: 277,657,999 H Shares.
- (b) The total number of H Shares entitling the holders to attend and vote only against the H Shares Class Meeting Resolutions at the H Shares Class Meeting: Nil.
- (c) The total number of H Shares entitling the holders to attend and to vote for or against the H Shares Class Meeting Resolutions at the H Shares Class Meeting: 277,657,999 H Shares.

POLL RESULTS OF DOMESTIC SHARES CLASS MEETING

As Shenzhen Company, the sole holder of the entire issued Domestic Shares, is one of the Vendors and is required to abstain from voting at the class meeting for holders of Domestic Shares (the “**Domestic Shares Class Meeting**”) of the Company as a result of having a material interest in the Acquisitions and the transactions contemplated under the Agreements, no other Shareholders would be entitled to vote at the Domestic Shares Class Meeting. Accordingly, the Domestic Shares Class Meeting had not been convened. According to the advice given by a firm of legal advisers as to PRC law engaged by the Company, as the resolutions approving the Acquisitions and the transactions contemplated under the Agreements had been passed at the EGM and the H Shares Class Meeting, it will not affect the legality of the internal approval in respect of the Acquisitions and the transactions contemplated under the Agreements, or create any impediment thereon.

Hong Kong Registrars Limited, the H share registrar of the Company, was appointed as the scrutineer for the vote taking.

By Order of the Board
CATIC SHENZHEN HOLDINGS LIMITED
Wu Guang Quan
Chairman

Shenzhen, the PRC, 8 February 2012

As at the date of this announcement, the Board comprises of 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.