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中航國際控股股份有限公司

AVIC INTERNATIONAL HOLDINGS LIMITED

(formerly known as CATIC Shenzhen Holdings Limited (深圳中航集團股份有限公司))
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00161)

FURTHER DEVELOPMENT IN RELATION TO

(A) MAJOR AND CONNECTED TRANSACTION:
ACQUISITION OF 70% EQUITY INTEREST
IN SHANGHAI TIANMA

(B) MAJOR AND CONNECTED TRANSACTION:
ACQUISITION OF 40% EQUITY INTEREST IN CHENGDU TIANMA
AND CHENGDU TIANMA BIDDING

(C) MAJOR TRANSACTION:
ACQUISITION OF 90% EQUITY INTEREST IN WUHAN TIANMA

(D) MAJOR AND CONNECTED TRANSACTION:
ACQUISITION OF THE ENTIRE EQUITY INTEREST
IN SHANGHAI OPTO-ELECTRONICS

(E) MAJOR AND CONNECTED TRANSACTION:
ACQUISITION OF THE ENTIRE EQUITY INTEREST
IN SHENZHEN OPTO-ELECTRONICS

(F) PROPOSED A SHARES PLACING OF TIAN MA
AND
VERY SUBSTANTIAL DISPOSAL:
DEEMED DISPOSAL OF INTEREST IN TIAN MA

The Board is pleased to announce that on 24 July 2014, Tian Ma has been informed by CSRC that the overall proposal of the Transactions and the Proposed A Shares Placing has been conditionally approved at the meeting of the Merger, Acquisition and Reorganisation Examination Committee of Listed Companies (上市公司併購重組委員會) of the CSRC held on 24 July 2014.

Reference is made to the announcements of AVIC International Holdings Limited (the "Company") dated 11 November 2013, 8 May 2014 and 26 May 2014, the circular of the Company dated 29 January 2014 (the "Circular") and the poll results announcement of the Company dated 17 March 2014, respectively. Capitalised terms used in this announcement shall have the meanings as ascribed to it in the Circular unless the context otherwise requires.

The Board is pleased to announce that on 24 July 2014, Tian Ma has been informed by the CSRC that the overall proposal of the Transactions and the Proposed A Shares Placing has been conditionally approved at the meeting of the Merger, Acquisition and Reorganisation Examination Committee of Listed Companies (上市公司併購重組委員會) of the CSRC held on 24 July 2014.

Tian Ma has not received the formal approval in writing as at the date of this announcement.

The Transactions and the Proposed A Shares Placing are conditional on fulfillment of all the conditions of the Framework Agreements and the formal agreements in respects of the Transactions (details of which are set out in the announcement of the Company dated 8 May 2014) and may or may not proceed. Shareholders and potential investors are reminded to exercise cautions when dealing in securities of the Company. Further announcement will be made by the Company as and when appropriate in accordance with the Listing Rules.

By Order of the Board
AVIC International Holdings Limited
Wu Guang Quan
Chairman

Shenzhen, PRC, 24 July 2014

As at the date of this announcement, the Board comprises a total of 9 Directors, Mr. Wu Guang Quan, Mr. You Lei, Mr. Lai Wei Xuan, Mr. Pan Lin Wu, Mr. Chen Hong Liang and Mr. Liu Jun as executive Directors; and Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Zhang Ping as independent non-executive Directors.