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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 limited company incorporated in the People's Republic of China)

(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 the Transactions have been completed, and as at the date of this announcement, the relevant procedures at relevant Administrations for Industry and Commerce for registering Tian Ma as shareholder in respect of 70% equity interests in Shanghai Tianma, 40% equity interests in Chengdu Tianma, 90% equity interests in Wuhan Tianma, 100% equity interests in Shanghai Opto-electronics and 100% equity interests in Shenzhen Opto-electronics, respectively, have been completed.

Reference is made to the announcements of AVIC International Holdings Limited (the “**Company**”) dated 11 November 2013, 17 March 2014, 8 May 2014, 26 May 2014, 24 July 2014 and 22 August 2014, the circular of the Company dated 29 January 2014 (the “**Circular**”),

respectively. Capitalised terms used in this announcement shall have the meanings as ascribed to it in the Circular unless the context otherwise requires.

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Each of Shanghai Tianma (whose equity interest was owned as to 30% by Tian Ma prior to the Shanghai Tianma Transaction), Wuhan Tianma (whose equity interest was owned as to 10% by Tian Ma prior to the Wuhan Tianma Transaction), Shanghai Opto-electronics and Shenzhen Opto-electronics has become indirectly wholly-owned subsidiary of the Company, and Chengdu Tianma has become an indirect 70%-owned subsidiary of the Company (whose equity interest was owned as to 30% by Tian Ma prior to the Chengdu Tianma Transaction).

As disclosed in the Circular, Shanghai Tianma had been entrusted to manage Shanghai Opto-electronics and Tian Ma has been entrusted to manage Shenzhen Opto-electronics. As each of Shanghai Opto-electronics and Shenzhen Opto-electronics has become a wholly-owned subsidiary of Tian Ma, both entrustments have been terminated following completion of the Transactions.

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

Shenzhen, PRC, 2 September 2014

As at the date of this announcement, the Board comprises a total of 9 Directors, Mr. Wu Guang Quan, Mr. Lai Wei Xuan, Mr. You Lei, 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.