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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of AVIC International Holdings Limited (the “Company”) will be held at Level 25, Hangdu Building, CATIC Zone, Shennan Road Central, Futian District, Shenzhen, the People's Republic of China on Monday, 20 April 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (a). the proposed issue by way of non-public offer of not more than 334,821,428 new A shares of Tian Ma Micro-electronics Company Limited (天馬微電子股份有限公司) (“**Proposed Share Issuance**”) to not more than ten investors which will be independent third parties independent of the Company and its connected persons to raise a maximum amount of proceeds of RMB6,000,000,000 be and is hereby approved; and
- (b). any one director of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Proposed Share Issuance and the transactions contemplated thereunder.”

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

Shenzhen, the People's Republic of China, 5 March 2015

Notes:

1. Eligibility for the EGM

Shareholders of the Company who intend to attend the EGM must deliver all instruments of transfer, accompanied by the relevant share certificates, to the legal address of the Company (for holders of domestic shares) or to the H share registrar of the Company, Hong Kong Registrars Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) on or before 4:30 p.m. on Friday, 20 March 2015.

Shareholders should note that the register of members of the Company will be closed from Monday, 23 March 2015 to Monday, 20 April 2015 (both days inclusive) for the purpose of ascertaining the shareholders of the Company entitled to attend the EGM.

Holders of shares whose names stand on the register of members of the Company at 4:30 p.m. on Friday, 20 March 2015 are entitled to attend and vote at the EGM.

In order to be qualified for attending and voting at the EGM, all instruments of transfer, accompanied by the relevant share certificates, must be delivered to the H share registrar before 4:30 p.m. on Friday, 20 March 2015.

2. Registration procedures for the EGM

- (a). A shareholder or his proxy should produce proof of identity when attending the EGM;
- (b). Shareholders of the Company who intend to attend the EGM should return the confirmation slip for the EGM to the Company on or before Tuesday, 31 March 2015; and
- (c). Shareholders of the Company may send the above confirmation slip to the legal address of the Company in person, by post or by facsimile.

3. Proxy

- (a). A shareholder of the Company eligible to attend the EGM is entitled to appoint one or more proxies to attend and vote on his behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company;
- (b). A proxy shall be appointed by a written instrument signed by the appointer or its attorney. If the proxy form is signed by the attorney of the appointer, the power of the attorney or other authorisation document(s) of such attorney should be notarised;
- (c). To be valid, the power of attorney or other authorisation document(s) which have been notarized together with the completed proxy form, must be delivered to the legal address of the Company (for holders of domestic shares) or to the H share registrar of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) not less than 24 hours before the time designed for the holding of the EGM or not less than 24 hours before the time appointed for taking the poll; and
- (d). A shareholder of the Company who has appointed more than one proxy shall only vote on a poll at the EGM.

4. **The EGM is expected not to last for more than half a day. Attendants shall bear their own traveling and accommodation expenses.**

Legal address of the Company:

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Websites: www.avic161.com

The board of directors of the Company 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. Wei Wei as independent non-executive directors.