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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)**

- (1) APPOINTMENT OF CHAIRMAN OF THE BOARD OF DIRECTORS AND CHAIRMAN OF THE BOARD OF SUPERVISORS;**
- (2) PROPOSED CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE;**
- (3) CHANGE OF AUTHORISED REPRESENTATIVE;**
- (4) PROPOSED APPOINTMENT OF ALTERNATE AUTHORISED REPRESENTATIVE; AND**
- (5) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Reference is made to the circular of the Company dated 4 May 2012 and the announcement of the Company dated 19 June 2012 in relation to, among other things, the re-election and election of Directors and Supervisors.

The Board is pleased to announce that,

1. Mr. Wu Guang Quan has been appointed to retain his position as the Chairman of the Board, and Mr. Huang Bin has been appointed by the board of Supervisors as the Chairman of the board of Supervisors, both for a term of 3 years with effect from 19 June 2012;
2. Mr. Zeng Jun has resigned as the Company Secretary and one of the Authorised Representatives of the Company due to change of work positions and following Mr. Zeng's resignation, the Board has resolved on 19 June 2012 that Mr. Huang Yong Feng be proposed to be appointed as the Company Secretary and the Authorised Representative of the Company to replace Mr. Zeng, and Mr. Zeng's resignation and the proposed change of Company Secretary and Authorised Representative will take effect subject to the approval of the Stock Exchange;
3. Mr. Sui Yong has resigned as executive Director of the Company due to change of work positions, and Mr. You Lei has been appointed to replace Mr. Sui Yong as one of the Authorised Representatives of the Company with effect from 19 June 2012;

4. the Board has also resolved that Mr. Zhong Si Jun be appointed as the alternate Authorised Representative of the Company to Mr. Huang Yong Feng under Rule 3.06(2) of the Listing Rules with effect from the date on which Mr. Huang Yong Feng's appointment as an Authorised Representative of the Company takes effect; and
5. the composition of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company has been changed with effect from 19 June 2012.

Reference is made to the circular of the Company dated 4 May 2012 and the announcement of the Company dated 19 June 2012 in relation to, among other things, the re-election and election of directors and supervisors of the Company.

#### **(1) APPOINTMENT OF CHAIRMAN OF THE BOARD AND CHAIRMAN OF THE BOARD OF SUPERVISORS**

The board (the “**Board**”) of directors (the “**Directors**”) of CATIC Shenzhen Holdings Limited (the “**Company**”) is pleased to announce that Mr. Wu Quang Quan (吳光權先生), following his re-appointment as an executive Director on 19 June 2012, has been appointed by the Board to retain his position as the Chairman of the Board for a term of 3 years with effect from 19 June 2012.

The Board further announces that Mr. Huang Bin (黃斌先生) has been appointed by the board of supervisors of the Company (the “**Supervisors**”) as the Chairman of the board of Supervisors for a term of 3 years with effect from 19 June 2012.

#### **(2) PROPOSED CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The Board also announces that Mr. Zeng Jun (曾軍先生) (“**Mr. Zeng**”) has resigned as the Company Secretary and one of the Authorised Representatives of the Company due to change of work positions. Mr. Zeng has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or/and the shareholders of the Company in relation to his resignation.

Following the resignation of Mr. Zeng, the Board has resolved that Mr. Huang Yong Feng (黃勇峰先生) (“**Mr. Huang**”) be proposed to be appointed to replace Mr. Zeng as the Company Secretary and one of the Authorised Representatives of the Company. Mr. Zeng's resignation and the above proposed change of Company Secretary and Authorised Representative will take effect subject to the approval of the Stock Exchange. The Company will make further announcement regarding the proposed change of Company Secretary and Authorised Representative of the Company when and as appropriate.

Mr. Huang, aged 38, is a senior engineer, a graduate of the executive master degree of business administration from China Europe International Business School (中歐國際工商學院), and a graduate of a master degree from Beijing University of Aeronautics and Astronautics (北京航空航天大學).

Mr. Huang has been the assistant to general manager of AVIC International Holding Corporation Limited (中國航空技術國際控股有限公司) since March 2012, the deputy general manager of China National Aero-Technology Shenzhen Company Limited (中國航空技術深圳有限公司) (“**CATIC Shenzhen Company**”) since November 2011, a director of Shennan Circuit Co., Ltd. (深南電路有限公司) since December 2008, Fiyta Holdings Limited (飛亞達(集團)股份有限公司) since May 2009, Shenzhen CATIC Resources Co., Ltd. (深圳中航資源有限公司) since January 2009, which are subsidiaries of the Company, and CATIC Real Estate Co., Ltd. (中航地產股份有限公司) since June 2010 and Shenzhen Aero Fasteners MFG Company Limited (深圳航空標準件有限公司) since February 2004, which are subsidiaries of the CATIC Shenzhen Company.

Mr. Huang joined CATIC Shenzhen Company in 1998 and has extensive experience in corporate strategy, operation and investment management. He had held the positions of deputy manager in the corporate strategy and management department of the CATIC Shenzhen Company from February 2004 to December 2007, the third and fourth session of secretary to the board of directors and the company secretary of the Company from August 2004 to September 2007, the manager in the corporate strategy and management department of the CATIC Shenzhen Company from December 2007 to July 2010, the assistant to general manager of CATIC Shenzhen Company from July 2010 to November 2011 and the managing director of Castic-SMP Machinery Corporation Limited (深圳中施機械設備有限公司) from January 2008 to December 2010.

### **(3) APPOINTMENT OF AUTHORISED REPRESENTATIVE**

Mr. Sui Yong (隋湧先生) (“**Mr. Sui**”) has resigned as an executive Director of the Company with effect from 19 June 2012 due to change of work positions. Mr. Sui was also one of the Authorised Representatives of the Company prior to his resignation.

Following the resignation of Mr. Sui, Mr. You Lei (由鐳先生) (“**Mr. You**”) has been appointed to replace Mr. Sui as one of the Authorised Representatives of the Company with effect from 19 June 2012.

### **(4) PROPOSED APPOINTMENT OF ALTERNATE AUTHORISED REPRESENTATIVE**

The Board has also resolved that Mr. Zhong Si Jun (鍾思均先生) (“**Mr. Zhong**”) be appointed as the alternate Authorised Representative of the Company to Mr. Huang under Rule 3.06(2) of the Listing Rules with effect from the date on which Mr. Huang’s appointment as an Authorised Representative of the Company takes effect.

Mr. Zhong, 35 years old, is an economist and has graduated from a master programme in management science and engineering and holds a bachelor's degree in aircraft design from Northwestern Polytechnical University in PRC and, is now the deputy manager of the corporate strategy and management department of the Company since June 2009. Mr. Zhong joined CATIC Shenzhen Company in April 2002, and has gained relatively rich experience in corporate strategy and investment management. He had served as the secretary to the board of directors of each of CATIC Shenzhen Real Estate Company, CATIC Shenzhen Hotel Management Company Limited and Shanghai Tianma Microelectronics Co., Ltd..

**(5) CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE OF THE COMPANY**

The Board further announces that:

Mr. Zhang Ping (“**Mr. Zhang**”), an independent non-executive director of the Company, has been appointed as a member in each of Audit Committee and Nomination Committee and the Chairman of the Remuneration Committee of the Company, with effect from 19 June 2012.

Mr. Wu Wei, an independent non-executive director of the Company, has been appointed as the Chairman of the Nomination Committee of the Company, with effect from 19 June 2012.

Mr. Wu Guang Quan and Mr. Chen Hong Liang, executive directors of the Company, have been appointed as members in each of the Remuneration Committee and Nomination Committee of the Company, with effect from 19 June 2012.

Following the aforesaid changes, the composition of the Audit Committee, Remuneration Committee and Nomination Committee of the Company are as follows:

<b>Committee</b> <b>Directors</b>	<b>Audit</b> <b>Committee</b>	<b>Remuneration</b> <b>Committee</b>	<b>Nomination</b> <b>Committee</b>
Mr. Wu Guang Quan		Member	Member
Mr. Chen Hong Liang		Member	Member
Ms. Wong Wai Ling	Chairman	Member	Member
Mr. Wu Wei	Member	Member	Chairman
Mr. Zhang Ping	Member	Chairman	Member

The Board would like to take this opportunity to express its sincere appreciation to Mr. Lai Wei Xuan, Mr. Sui Yong, Mr. Liu Rui Lin, Mr. Xu Dong Sheng, Mr. Cheng Bao Zhong, Mr. Qiu Shen Qian, Mr. Li Cheng Ning, Mr. Wang Bin Bin, Mr. Liu Xian Fa and Mr. Zeng Jun for their valuable contribution to the Company during their tenure of services and wish them every success. The Board also welcomes Mr. Pan Lin Wu, Mr. Chen Hong Liang, Mr. Liu Jun and Mr. Zhang Ping for their new appointments.

By Order of the Board  
**CATIC Shenzhen Holdings Limited**  
**Wu Guang Quan**  
*Chairman*

Shenzhen, the PRC, 19 June 2012

*As at the date of this announcement, the board of directors of the Company comprises a total of 8 directors, Mr. Wu Guang Quan, 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.*