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If you have sold all your shares in China Aerospace International Holdings Limited, you should at once hand this document and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

If you are in any doubt as to any aspect of this document or as to any action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.



CHINA AEROSPACE INTERNATIONAL HOLDINGS LIMITED

中國航天國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 31)

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SECURITIES,
RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Aerospace International Holdings Limited to be held at The Salon One, First Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong at 10:00 a.m. on Friday, 27 June 2025 is set out on pages 16 to 19 of this document.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on Wednesday, 25 June 2025. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

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DEFINITIONS

In this document, the following expressions have the following meanings, unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 27 June 2025, the notice of which is set out on pages 16 to 19 of this circular;
“Articles of Association”	the articles of association of the Company;
“Audit Committee”	the audit committee of the Company;
“Board”	the Board of Directors;
“Companies Ordinance”	the Companies Ordinance (Cap. 622 of the laws of Hong Kong);
“Company”	China Aerospace International Holdings Limited, a company incorporated in Hong Kong with limited liability, the securities of which are listed on the Stock Exchange;
“Deloitte”	Deloitte Touche Tohmatsu;
“Directors”	the directors of the Company;
“HK\$”	Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	25 April 2025, being the latest practicable date prior to the printing of this document for ascertaining certain information referred to in this document;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company;
“PKF Hong Kong”	PKF Hong Kong Limited;
“Register”	the Register of Members of the Company;
“Registrar”	the Company’s share registrar, Tricor Investor Services Limited, of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong;

DEFINITIONS

“Repurchase Proposal”	the general and unconditional mandate proposed to be granted to the Directors to empower the Directors to repurchase Shares, details of which are set out in the section headed “General Mandates to Issue Shares and Repurchase Securities”;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong);
“Share(s)”	share(s) in the share capital of the Company;
“Shareholders”	holders of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“treasury shares”	has the meaning ascribed to it under the Listing Rules.



CHINA AEROSPACE INTERNATIONAL HOLDINGS LIMITED

中國航天國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 31)

Executive Directors:

Mr Wang Hui (*Chairman*)

Mr Song Shuqing (*President*)

Non-executive Directors:

Mr Luo Zhenbang (*Independent*)

Ms Chen Jingru (*Independent*)

Ms Xue Lan (*Independent*)

Mr Teng Fangqian

Mr Peng Jianguo

Mr Liu Yong

Registered Office:

Room 1103–1107A,

One Harbourfront,

18 Tak Fung Street,

Hung Hom, Kowloon,

Hong Kong

6 May 2025

To Shareholders of the Company,

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SECURITIES,
RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

It is proposed that the Annual General Meeting of the Company be held on Friday, 27 June 2025, the notice of which is set out on pages 16 to 19 of this document, the Shareholders are requested to consider and, if appropriate, amongst others, to grant to the Directors general mandates to issue and repurchase securities of the Company, to re-elect Directors and to change the auditor of the Company.

In accordance with the Listing Rules, the Company is required to send to its Shareholders an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of a mandate to the Directors to exercise the powers of the Company to purchase its own securities.

LETTER FROM THE BOARD

The purpose of this document is to set out such information in relation to the proposed mandate, the re-election of Directors, the proposed change of auditor and the Annual General Meeting.

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SECURITIES

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders' approval whereby the Directors will be given a general and unconditional mandate to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares), representing up to 20 per cent of the issued Shares (excluding treasury shares) of the Company as at the date the resolution is passed. As of the Latest Practicable Date, the number of issued Shares of the Company is 3,085,021,882 and the Company did not hold any treasury shares.

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders' approval whereby the Directors will be given a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this document. An explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of a mandate to the Directors to exercise the powers of the Company to purchase its own securities is set out in Appendix 1 to this document.

In addition, conditional upon the proposed resolution to authorise the repurchase of securities as more particularly described under the paragraph headed "Shareholders' Approval" under the "Explanatory Statement on the Repurchase Proposal" in Appendix 1 being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares) up to a number equal to the Shares purchased under the authority to repurchase. In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase by it of Shares, whether on the Stock Exchange or otherwise, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which were outstanding prior to that purchase of its own securities, without the prior approval of the Stock Exchange.

RE-ELECTION OF DIRECTORS

According to Article 94 of the Company's Articles of Association, all directors appointed to fill casual vacancies must be elected by shareholders at the first annual general meeting after appointment. Mr Wang Hui and Mr Liu Yong will retire at the Annual General Meeting; Mr Luo Zhenbang, Mr Teng Fangqian and Mr Peng Jianguo, due to the expiry of their two-year term, will retire by rotation at the Annual General Meeting pursuant to Article 103(A) of the Company's Articles of Association. All, being eligible, offer themselves for re-election.

Mr Wang Hui, if being re-elected, will resume the office of Chairman of the Company.

LETTER FROM THE BOARD

The Company received a declaration of independence from Mr Luo Zhenbang pursuant to Rule 3.13 of the Listing Rules, in which no direct or indirect interest in the Company is being held by him and his immediate family members. At present, Mr Luo Zhenbang holds a directorship in two companies listed in Hong Kong, including the Company, and has confirmed with the Company that he has sufficient time to participate in the Company's business.

The Nomination Committee proposed to the Board to re-elect Mr Luo Zhenbang as Independent Non-Executive Director after reviewing his suitability for re-election in accordance with the Company's director nomination policy, director diversity policy, and the independence guidelines set out in Rule 3.13 of the Listing Rules, and considers that Mr Luo Zhenbang keeps demonstrate the characters of being Independent Non-Executive Director and is able to provide independent, professional and unique opinions, and bring new perspectives to the Board and make independent judgments. The Nomination Committee believes that the professional background, knowledge and experience of Mr Luo Zhenbang are conducive to promoting the diversity of the Board members. In addition, Mr Luo Zhenbang has in-depth understanding of the Company's operations and business, and has provided independent and objective opinions to the Company during his tenure.

After careful consideration of the opinions of the Nomination Committee, the Board believes that Mr Luo Zhenbang, being familiar with both the business of the Company and the accounting system of China and possesses extensive experience in various industries in China, is able to provide unique advice and analysis, as well as to balance differing opinions among various parties by adding diversity to the Board as the only China accountant on the Board.

The Board believes that Mr Luo Zhenbang continuously demonstrates the qualities of an Independent Non-Executive Director and is able to provide independent, professional and unique opinions. Although Mr Luo Zhenbang has been serving the Company for more than nine years, the Board believes that his length of tenure has no impact on his independence. Hence, he remains independent under the Listing Rules and continues to bring a fresh perspective and independent judgement to the Board. The Board believes that his re-election is in the best interests of the Company and Shareholders as a whole, and recommends the Shareholders to re-elect Mr Luo Zhenbang as Director of the Company at the Annual General Meeting.

The biographical details, the interests in the Shares (if any) of the Company and the remuneration of the retiring Directors are set out in Appendix 2 to this circular.

LETTER FROM THE BOARD

As at the Latest Practicable Date, one of the Independent Non-Executive Director of the Company has served for more than nine years. The first appointment dates of each Independent Non-Executive Director are as follows:

Independent Non-Executive Director	First Appointment Date	Length of Directorship (As at April 2025)
Mr Luo Zhenbang	29 December 2004	About 20 years and 4 months
Ms Chen Jingru	30 August 2022	About 2 years and 8 months
Ms Xue Lan	26 March 2024	About 1 year and 1 month

PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company on the proposed change of auditor dated 25 April 2025. Deloitte has served as the auditor of the Company for more than 20 years. Having regard to the length of Deloitte's tenure, the Board considers that the rotation of auditors after an appropriate period of time is a good corporate practice. The Board has resolved, with the recommendation of the Audit Committee, not to propose the re-appointment of Deloitte on the expiry of Deloitte's term of office as auditor of the Company and to propose the appointment of PKF Hong Kong as the new auditor of the Company upon the retirement of Deloitte to the members of the Company at the Annual General Meeting. Deloitte has agreed to and accepted its retirement at the Annual General Meeting. However, the proposed appointment of the new auditor is subject to the approval of members of the Company at the Annual General Meeting. The new auditor will hold an office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting of the Company.

The Audit Committee considered various factors when selecting the incoming auditor, including but not limited to: (i) fee quotation and audit proposal; (ii) the audit team's experience, industry knowledge, and technical competence in handling audits for companies listed on the Stock Exchange; (iii) resources and capabilities (including the manpower and composition of the audit team); (iv) independence and objectivity; and (v) the guidelines issued by the Accounting and Financial Reporting Council. Based on the above, the Audit Committee has assessed and considered that PKF Hong Kong is independent, competent and capable (including manpower, expertise, time and other resources) to perform a high-quality audit and is suitable to act as the new auditor of the Company.

The Company has received a letter from Deloitte confirming that there are no circumstances connected with their retirement that need to be brought to the attention of the Shareholders or creditors of the Company. The Board has confirmed that there is no disagreement between Deloitte and the Company, and there are no matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

VOTING PROCEDURE

Pursuant to Rules 13.39(4) and 13.39(5) of the Listing Rules, the vote of Shareholders at the Annual General Meeting will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the Annual General Meeting. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5).

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors are of the opinion that the general mandates to issue Shares and the Repurchase Proposal, the re-election of Directors and the proposed change of auditor are in the best interests of the Company and the Shareholders and therefore recommend that you vote in favour of all the resolutions to be proposed at the forthcoming Annual General Meeting.

ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 16 to 19 of this document.

A form of proxy is enclosed with this document for use at the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete and return the enclosed form of proxy to the Company's share registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not later than 10:00 a.m. on Wednesday, 25 June 2025. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

Yours faithfully,
Wang Hui
Chairman & Executive Director

Set out below further information of the Repurchase Proposal.

Shareholders' Approval

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders' approval whereby the Directors will be given a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this document.

The Directors believe that the grant of a general mandate to repurchase securities would give the Company additional flexibility that would be beneficial. The repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. A maximum of 10 per cent of the issued Shares (excluding treasury shares) as at the date the resolution is passed may be repurchased by the Company. As of the Latest Practicable Date, the number of Shares may be repurchased are 308,502,188 Shares. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company. On the basis of the consolidated financial position of the Company as at 31 December 2024 (being the date to which the latest published audited accounts of the Company have been made up) and in particular the working capital or gearing position of the Company at that time and the number of Shares in issue, the Directors consider that there may be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed purchases were to be carried out in full at any time during the proposed purchase period. However, no purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position as at 31 December 2024).

Under the Listing Rules and Companies Ordinance, the Company may cancel any Shares it repurchased and/or hold them as treasury shares subject to, among other things, market conditions and its capital management needs at the relevant time of repurchases.

Source of Funds

Purchase of Shares must be funded out of funds legally available for the purpose in accordance with the Company's Articles of Association and the laws of Hong Kong.

Directors and Connected persons

None of the Directors nor, to the best of their knowledge and belief and having made all reasonable enquiries, any of the associates (as defined in the Listing Rules) of any of the Directors have any present intention, in the event that the grant to the Directors of a repurchase mandate is approved by the Shareholders, to sell Shares to the Company.

No persons who are connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the

event that the Company is authorised to make purchases of Shares. In accordance with the Listing Rules, the Company shall not knowingly purchase Shares from a connected person on the Stock Exchange.

Undertaking to the Stock Exchange

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules, all applicable laws of Hong Kong, the jurisdiction in which the Company is incorporated, and in accordance with the Articles of Association of the Company.

Hong Kong Code on Takeovers and Mergers

If, as a result of a share repurchase, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change in control, may in certain circumstances give rise to an obligation to make a general offer for shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, and according to the register of substantial shareholders' interests maintained pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong, the following Shareholders were interested in 5 per cent or more of the issued share capital of the Company:

Name	Capacity	Direct Interest (Yes/No)	Number of Shares Interested (Long Position)	Percentage of Issued Share Capital
China Aerospace Science & Technology Corporation	Interests in controlled corporation	No	1,183,598,636	38.37%
Burhill Company Limited	Beneficial owner	Yes	1,183,598,636	38.37%

Note: Burhill Company Limited is a wholly-owned subsidiary of China Aerospace Science & Technology Corporation, the shares held by it form the total number of shares in which China Aerospace Science & Technology Corporation was deemed interested.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital or underlying shares of the Company as at 31 December 2024.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Proposal, then (if the above shareholdings otherwise remain the same) the attributable shareholdings of China Aerospace Science & Technology Corporation and Burhill Company Limited in the Company would be increased to approximately 42.63 per cent of the issued Shares of the Company. The increase would give rise to China Aerospace Science & Technology Corporation an obligation to make a mandatory

APPENDIX 1 EXPLANATORY STATEMENT OF THE REPURCHASE PROPOSAL

offer under Rule 26 of the Takeovers Code. As of the Latest Practicable Date, the Directors are not aware of any other consequence which would arise under the Takeovers Code as a result of any purchases by the Company of its Shares, and the Company does not have the intention to repurchase the Shares to such extent at present.

Shares Repurchased

During the 6 months preceding the Latest Practicable Date, no Shares were repurchased by the Company.

Trading Prices for Shares in the Past 12 Months

During the 12 months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	0.315	0.260
May	0.390	0.290
June	0.380	0.310
July	0.320	0.275
August	0.290	0.260
September	0.325	0.255
October	0.740	0.320
November	0.450	0.355
December	0.400	0.355
2025		
January	0.360	0.330
February	0.450	0.370
March	0.460	0.380
April (up to the Latest Practicable Date)	0.400	0.310

APPENDIX 2 DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The followings are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

(1) Mr Wang Hui, Chairman and Executive Director

Mr Wang Hui, aged 53, Master, Researcher, is the Chairman and Executive Director of the Company, graduated from the University of Science and Technology of China in 1995 with a Bachelor's degree in engineering majoring in engineering thermophysics. From 2008 to 2009, he completed postgraduate studies while on-the-job and obtained a Master's degree in science majoring in space studies from the International Space University. From August 1995 to June 2022, Mr Wang Hui held such positions in the China Academy of Launch Vehicle Technology as a Director Assistant of the Planning Division of the General Operation Department, the Deputy Director of the Secretariat of the Academy Office, the Director of the Scientific Research and Planning Division of the Scientific Research and Planning Department, the Deputy Director of the Scientific Research and Planning Department, the Director of the General Planning Department, and the Vice President of the Academy. From June 2022 to July 2024, he served as the Director of the Strategic Management Department of China Aerospace Science & Technology Corporation. Mr Wang Hui has extensive experience in corporate strategy management. He was appointed as the Chairman and Executive Director of the Company in July 2024.

Save as disclosed above, Mr Wang Hui did not hold directorships in any other listed public companies in the last three years and is not connected with any other directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Wang Hui has received a total of 2 hours of director's training from the Company's Hong Kong legal adviser on 22 July 2024. Mr Wang Hui has confirmed that he understands the requirements under the Listing Rules that are applicable to him as a director of a listed company and the possible consequences of making a false declaration or giving false information to the Stock Exchange.

Mr Wang Hui did not enter into any service contract with the Company except for an engagement letter entered into with the Company pursuant to the Listing Rules, terms of which, *inter alia*, are subject to the rotational retirement requirements under the Company's Articles of Association. Based on the Company's emolument policy, Mr Wang Hui is entitled to receive a monthly salary of HK\$110,000 and a bonus determined in accordance with the result performance of the Company and his contributions to the Company, and will not receive any director's remuneration.

Save as disclosed above, there is no other information that needs to be brought to the attention of the Shareholders or disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(2) Mr Luo Zhenbang, Independent Non-Executive Director

Mr Luo Zhenbang, aged 58, is an Independent Non-Executive Director of the Company and a director and managing partner of BDO China Shu Lun Pan Certified Public Accountants LLP. Mr Luo Zhenbang graduated from the School of Business of Lanzhou in 1991 majoring in Enterprise Management. He has been managing the audit works for many listed companies since 1994. He has been an expert supervisor of China Xinda Asset Management Corporation and China Great Wall Asset Management Corporation. He was also an independent director of Long March Vehicle Technology Company Limited, Orient Tantalum Industry Company Limited, Wuzhong Instrument Company Limited, Shengxue Company Limited, Avic Heavy Machinery Co. Ltd., Digital China Information Service Company Ltd., Xinjiang Goldwind Science & Technology Co., Ltd. And Cowell e Holdings Inc., as well as an internal audit expert of Northeast Securities Company Limited, shares of which are listed on Shenzhen Stock Exchange (stock code: 000686). From July 2013 to June 2023, he served as an independent non-executive director of Glory Health Industry Limited (formerly known as “Guorui Properties Limited”), shares of which are listed on The Stock Exchange of Hong Kong (stock code: 2329). He currently serves as independent non-executive director of BII Railway Transportation Technology Holdings Company Limited (formerly known as China City Railway Transportation Technology Holdings Company Limited), shares of which are listed on The Stock Exchange of Hong Kong Limited (stock code: 1522). On 16 January 2023, Mr Luo Zhenbang received a warning letter dated 29 December 2022 from the Tibet Bureau of the China Securities Regulatory Commission. For details, please refer to the announcement of the Company dated 18 January 2023. Mr Luo Zhenbang possesses several professional qualifications, such as Chinese certified public accountant, certified accountant in securities and futures industry, Chinese certified assets valuer and Chinese certified tax accountant and has in-depth experience in accounting, auditing and financial management. He is familiar with the audit of listed companies from various sectors and extensively participates in corporate restructuring for listing, listed company restructure and other business consultation services. He was appointed as an Independent Non-Executive Director of the Company in December 2004.

Save as disclosed above, Mr Luo Zhenbang did not hold directorships in any other listed public companies in the last three years and is not connected with any other directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Luo Zhenbang did not enter into any service contract with the Company except for an engagement letter entered into with the Company pursuant to the Listing Rules, terms of which, *inter alia*, have a fixed term of two years and is subject to the rotational retirement requirements under the Company’s Articles of Association. Pursuant to the Company’s standards on directors’ remuneration and special allowances, Mr Luo Zhenbang is entitled to receive an annual director’s fee of HK\$190,000, a remuneration to the member of audit committee of HK\$80,000 and that of to the member of environment, social & governance committee of HK\$10,000, and a meeting allowance of not more than HK\$28,000 per year, subject to the approval of the Shareholders at the Annual General Meeting.

Save as disclosed above, there is no other information that needs to be brought to the attention of the Shareholders or disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(3) Mr Teng Fangqian, Non-Executive Director

Mr Teng Fangqian, aged 62, Researcher, is a Non-Executive Director of the Company. He graduated from Shandong Institute of Chemical Technology with a bachelor's degree in chemical engineering and completed a postgraduate programme in corporate management at Zhongnan University of Economics and Law. He joined the Second Film Factory of the Ministry of Chemical Industry in 1983 and held such positions as the Section Head and Deputy Director of the PS plate workshop. From August 1996 to November 2012, he served as the Deputy Factory Director and Factory Director of the Second Film Factory of China Lucky Film Corporation; the General Manager of Lucky Huaguang Graphics Co., Ltd.; the Deputy General Manager of China Lucky Film Corporation and the General Manager of Lucky Huaguang Graphics Co., Ltd. From November 2012 to December 2019, he served as the Deputy General Manager of China Lucky Group Corporation and the General Manager of Lucky Huaguang Graphics Co., Ltd. and the Managing Director of China Lucky Group Corporation. During which, he was the Chairman of Baoding Lucky Innovative Materials Co., Ltd. (shares of which are listed on Shenzhen Stock Exchange (stock code: 300446)) from May 2013 to September 2015. From December 2019 to September 2022, he served as the Chairman of China Lucky Group Corporation. During which, he was the Chairman of Lucky Film Co., Ltd. (share of which are listed on Shanghai Stock Exchange (stock code: 600135)) from November 2014 to February 2020, the Executive Director of Beijing Lucky Technology Co., Ltd. from September 2015 to May 2020, the Chairman of Lucky Huaguang Graphics Co., Ltd. from September 2015 to December 2020. Mr Teng Fangqian has been a director of China Great Wall Industry Corporation and Aerospace Investment Holdings Limited since May 2023 and December 2023 respectively. Mr Teng Fangqian has extensive experience in corporate management. He was appointed as a Non-Executive Director of the Company in March 2023.

Save as disclosed above, Mr Teng Fangqian did not hold directorships in any other listed public companies in the last three years and is not connected with any other directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Teng Fangqian did not enter into any service contract with the Company except for an engagement letter entered into with the Company pursuant to the Listing Rules, terms of which, *inter alia*, have a fixed term of two years and is subject to the rotational retirement requirements under the Company's Articles of Association. Pursuant to the Company's standards on directors' remuneration and special allowances, Mr Teng Fangqian is entitled to receive an annual director's fee of RMB80,000 and an allowance of board meeting of RMB2,000 each and of committees' meeting of RMB1,000 each, subject to the approval of the Shareholders at the Annual General Meeting.

Save as disclosed above, there is no other information that needs to be brought to the attention of the Shareholders or disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(4) Mr Peng Jianguo, Non-Executive Director

Mr Peng Jianguo, aged 57, Doctor, Researcher, is a Non-Executive Director of the Company. He graduated from the National University of Defense Technology, Xi'an Jiaotong University and Northwestern Polytechnical University and obtained a bachelor's degree in engineering, a master's degree in public administration and a doctoral degree in management respectively. From July 1990 to April 2004, he held such positions as the Deputy Division Director, the Division Director of the Finance Division, and the Deputy Chief Accountant and Division Director of the Finance Division of the 11th Institute of China Aerospace. From April 2004 to March 2017, he served as the Deputy Division Director, the Division Director of Accounting and Finance Department, and the Chief Accountant and Division Director of Accounting and Finance Department of the Academy of Aerospace Propulsion Technology. From March 2017 to December 2021, he served as the Chief Accountant of the China Academy of Launch Vehicle Technology. He also served as a Director of Aerospace Science & Technology Finance Company Limited from April 2011 to March 2020, a Director of Western Metal Materials Co., Ltd. (shares of which are listed on Shenzhen Stock Exchange (stock code: 002149)) from July 2011 to April 2017, the Vice Chairman of China Chang Jiang Energy Corporation from November 2016 to August 2017, and concurrently served as a Director of Aerospace Times Real Estate Development Co., Ltd. during August 2017 and May 2019. He served as an associate-level researcher at the China Academy of Launch Vehicle Technology from December 2021 to March 2023 and has served as a Grade II Specialist of the Academy since March 2023. He has served as the Chairman of the Supervisory Board of Beijing Aerospace Medical Co., Ltd. since August 2022. He has held the positions of Chairman of the Supervisory Board of China Aerospace Investment Holdings Ltd. since January 2023, and Director of China Lucky Group Corporation since February 2023. Since July 2024, he has served as the President and legal representative of Changsha Aerospace Technology Innovation Institute. Mr Peng Jianguo has extensive experience in financial management. He was appointed as a Non-Executive Director of the Company in March 2023.

Save as disclosed above, Mr Peng Jianguo did not hold directorships in any other listed public companies in the last three years and is not connected with any other directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Peng Jianguo did not enter into any service contract with the Company except for an engagement letter entered into with the Company pursuant to the Listing Rules, terms of which, *inter alia*, have a fixed term of two years and is subject to the rotational retirement requirements under the Company's Articles of Association. Mr Peng Jianguo will not receive any director's remuneration from the Company as he is a senior officer of the subsidiary of the controlling shareholder of the Company, China Aerospace Science & Technology Corporation.

Save as disclosed above, there is no other information that needs to be brought to the attention of the Shareholders or disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(5) Mr Liu Yong, Non-Executive Director

Mr Liu Yong, aged 58, Master, is a Non-Executive Director of the Company. He graduated from the Shanghai University of Finance and Economics and the Renmin University of China with a Bachelor's degree in management and a Master's degree in Economics respectively. From July 1989 to July 1993, he served as a Deputy Staff Member of the Financial Office and a Principal Staff Member of the Enterprise Division of the Ministry of Aeronautics and Astronautics. From July 1993 to July 1999, he held positions as a Principal Staff Member of the Enterprise Division of the Finance Department and as a Principal Staff Member of the Enterprise Division of Finance Bureau of China Aerospace Corporation. From July 1999 to May 2003, he held such positions as a Deputy Director and the Director of the Fund Accounting Division, and the Director of the Finance Division of the Finance Department of China Aerospace Science & Technology Corporation. From May 2003 to February 2009, he held such positions as the Head of Finance, Deputy Chief Accountant, and Chief Accountant of China Aerospace Times Electronics Co., Ltd. (listed on the Shanghai Stock Exchange (Stock Code: 600879)). During which, he also served as the Director of the Finance Department from January 2005 to November 2008. From February 2009 to June 2016, he held the positions of Chief Accountant at both China Academy of Space Electronics Technology and Academy of Aerospace Solid Propulsion Technology, and from April 2009 to May 2014, he also served as a Supervisor at Long March Rocket (Avionics) Technology Co., Ltd. From June 2016 to September 2021, he held such positions as the General Manager, and the Director and General Manager of Aerospace Science & Technology Finance Company Limited. From September 2021 to September 2024, he served as the Head of the Finance Department of China Aerospace Science & Technology Corporation, and since September 2024, he has been serving as a Chief Specialist in the Finance Department. Since February and March 2025, he has served as a Non-Independent Director of China Satellite Communications Co., Ltd. (Stock Code: 601698) and Beijing Shenzhou Aerospace Software Technology Co., Ltd. (Stock Code: 688562) respectively, both of which are listed on the Shanghai Stock Exchange. Mr Liu Yong has extensive experience in financial management. He was appointed as a Non-Executive Director of the Company in February 2025.

Save as disclosed above, Mr Liu Yong did not hold directorships in any other listed public companies in the last three years and is not connected with any other directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Liu Yong has received a total of 2 hours of director's training from the Company's Hong Kong legal adviser on 14 February 2025. Mr Liu Yong has confirmed that he understands the requirements under the Listing Rules that are applicable to him as a director of a listed company and the possible consequences of making a false declaration or giving false information to the Stock Exchange.

Mr Liu Yong did not enter into any service contract with the Company except for an engagement letter entered into with the Company pursuant to the Listing Rules, terms of which, *inter alia*, have a fixed term of two years and is subject to the rotational retirement requirements under the Company's Articles of Association. Mr Liu Yong will not receive any director's remuneration from the Company as he is a senior officer of the controlling shareholder of the Company, China Aerospace Science & Technology Corporation.

Save as disclosed above, there is no other information that needs to be brought to the attention of the Shareholders or disclosed pursuant to Rule 13.51(2) of the Listing Rules.



CHINA AEROSPACE INTERNATIONAL HOLDINGS LIMITED

中國航天國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 31)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Aerospace International Holdings Limited (the “Company”) will be held at The Salon One, First Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong at 10:00 a.m. on Friday, 27 June 2025 for the following purposes:

1. To receive and adopt the Audited Accounts of the Company and the Reports of the Directors and the Auditor of the Company for the year ended 31 December 2024.
2. To consider the re-election of the retiring Directors and to approve the proposed Directors’ fee.
3. To consider the appointment of PKF Hong Kong Limited as the auditor of the Company and to authorise the Board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, passing the following resolutions as Ordinary Resolutions:

4. **“THAT:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of shares out of treasury that are held as treasury shares) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the end of the Relevant Period;
 - (iii) the aggregate amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of the Shares of the Company on the exercise of subscription rights attaching to any warrants of the Company or on the exercise of any options granted under

NOTICE OF ANNUAL GENERAL MEETING

the share option scheme of the Company or on the exercise of the conversion rights attaching to any convertible notes of the Company, shall not exceed 20 per cent of the Shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the Articles of Association of the Company to be held; and
- (c) the passing of an ordinary resolution of the Company in the general meeting revoking or varying the authority set out in this Resolution;

“Rights Issue” means an offer of Shares open for a period fixed by the Directors of the Company to holders of Shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares or any other rights to subscribe issued Shares of the Company in each case on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the Shares of the Company which are authorised to be repurchased by the Directors of the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the issued Shares of the Company (excluding treasury shares) as at the date of passing this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; and
 - (c) the passing of an ordinary resolution of the Company in the general meeting revoking or varying the authority set out in this Resolution.”
6. “**THAT** conditional on the passing of the Resolution No. 5 set out in the notice of the Annual General Meeting at which this Resolution is considered, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with new Shares (including any sale or transfer of treasury shares) pursuant to the Resolution No. 4 set out in the said notice be and is hereby extended by the addition to the share capital of the Company which may be allotted or agreed (including any sale or transfer of treasury shares) conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the Shares of the Company repurchased by the Company under the authority granted pursuant to the said Resolution No. 5, provided that such extended amount shall not exceed 10 per cent of the issued Shares of the Company in issue (excluding treasury shares) as at the date of passing this Resolution.”
7. Any other business.

By order of the Board
Wong Cho Ching
Company Secretary

Hong Kong, 6 May 2025

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Notes:

1. Any Shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's share registrar, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 10:00 a.m., Wednesday, 25 June 2025.
3. To ensure Shareholders the right to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed and details of which are as follows:

Latest time for lodging transfers of shares and related documents for registration : 4:30 p.m. on Monday, 23 June 2025

Closure of Register of Members : from Tuesday, 24 June 2025 to Friday, 27 June 2025 (both days inclusive)

Record Date : Friday, 27 June 2025

4. The Register of Members of the Company will be closed at the abovementioned periods. To ensure Shareholders the right to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration on or before 4:30 p.m., on Monday, 23 June 2025.