

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



# 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)**

## ANNOUNCEMENT SUPPLEMENTAL AGREEMENTS TO THE VERY SUBSTANTIAL ACQUISITIONS AND CONNECTED TRANSACTIONS INVOLVING ISSUE OF PERPETUAL SUBORDINATED CONVERTIBLE SECURITIES

Reference are made to the announcement dated 21 November 2011 and the circular dated 23 December 2011 (the “**Circular**”) of CATIC Shenzhen Holdings Limited (the “**Company**”) in relation to, among other things, the very substantial acquisitions and connected transactions involving issue of perpetual subordinated convertible securities by the Company. Unless otherwise defined, all terms defined in the Circular shall have the same meanings herein. The Acquisition Agreement 1 and the Acquisition Agreement 2 and the transactions contemplated thereunder had been approved by the Independent Shareholders at the EGM and the Class Meetings on 8 February 2012.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that, on 27 June 2012, the Company entered into a supplemental agreement with each of AVIC International and Shenzhen Company to amend certain terms of the Acquisition Agreement 1 and the Acquisition Agreement 2 respectively. Pursuant to the Acquisition Agreement 1 and the Acquisition Agreement 2, completion of the Acquisition Agreement 1 and the Acquisition Agreement 2 and the transactions contemplated thereunder are inter-conditional and shall take place simultaneously. Completion of the Acquisition Agreement 1 and the Acquisition Agreement 2 shall be on or before 31 December 2012 (or such later date as agreed by the parties). As at the date hereof, the Acquisition Agreement 1 and the Acquisition Agreement 2 have not yet completed.

## **1. Supplemental Agreement 1**

Date: 27 June 2012

Parties: Purchaser: the Company

Vendor: AVIC International

Pursuant to the Supplemental Agreement 1, the Company and AVIC International have agreed to cancel the inter-conditional and simultaneous completion requirement of the Acquisition Agreement 1 with the Acquisition Agreement 2.

## **2. Supplemental Agreement 2**

Date: 27 June 2012

Parties: Purchaser: the Company

Vendor: Shenzhen Company

Pursuant to the Supplemental Agreement 2, the Company and Shenzhen Company have agreed to cancel the inter-conditional and simultaneous completion requirement of the Acquisition Agreement 2 with the Acquisition Agreement 1.

## **Other Information**

Save and except the above amendments under the Supplemental Agreement 1 and the Supplemental Agreement 2, all other terms and conditions under each of the Acquisition Agreement 1 and the Acquisition Agreement 2 shall remain in full force and effect.

As confirmed by the PRC legal adviser to the Company, the entering into of the Supplemental Agreement 1 and the Supplemental Agreement 2 and the cancellation of the inter-conditional and simultaneous completion requirement of the Acquisition Agreement 1 and the Acquisition Agreement 2 as contemplated under the Supplemental Agreement 1 and the Supplemental Agreement 2 respectively are in accordance with the PRC laws and regulations and the Board is acting within its power and authorizations pursuant to the articles of the Company and the authorization of the Shareholders under the related resolutions passed at the EGM and the Class Meetings.

## **Reason for entering into the Supplemental Agreement 1 and the Supplemental Agreement 2**

The reason for entering into the Supplemental Agreement 1 and the Supplemental Agreement 2 is to expedite the progress of the completion of the related transactions under the Acquisition Agreement 1 and the Acquisition Agreement 2.

The Directors, including the independent non-executive Directors, believe that the Supplemental Agreement 1 and the Supplemental Agreement 2 and the transactions contemplated thereunder are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

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

Shenzhen, the PRC, 27 June 2012

*As at the date of this announcement, the Board comprises a total of 8 Directors, Mr. Wu Guang Quan, Mr. Pan Lin Wu, Mr. Liu Jun, Mr. You Lei and Mr. Chen Hong Liang as executive Directors; and Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Zhang Ping as independent non-executive Directors.*