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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 39/F, AVIC Center Building, No. 1018 Huafu Road, Futian District, Shenzhen, the People’s Republic of China on Monday, 11 November 2019 at 2:00 p.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 Tian Ma Micro-electronics Company Limited (天馬微電子股份有限公司) (“**Tian Ma**”) by way of non-public offer of not more than 409,624,610 new A shares of Tian Ma to not more than ten investors (the “**Proposed Non-Public Issuance**”) to raise a maximum amount of proceeds of RMB7,300,000,000 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 his/her opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Proposed Non-Public Issuance and the transactions contemplated thereunder.”

By Order of the Board
AVIC International Holdings Limited
Liu Hong De
Chairman

Shenzhen, the People’s Republic of China, 16 September 2019

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, Wan Chai, Hong Kong (for holders of H shares) on or before 4:30 p.m. on Friday, 11 October 2019.

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 Monday, 21 October 2019.
- (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/her 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 notarised 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, Hong Kong (for holders of H Shares) not less than 24 hours before the time designated for the holding of the EGM or not less than 24 hours before the time appointed for taking the poll.
- (d) A shareholder of the Company who has appointed more than one proxy shall only vote on a poll at the EGM.

4. Closure of Register of Members of the Company

The register of members of the Company will be closed from Friday, 11 October 2019 to Monday, 11 November 2019 (both days inclusive), during which no transfer of shares of the Company will be effected. Holders of shares whose names stand on the register of members of the Company at 4:30 p.m. on Friday, 11 October 2019 are entitled to attend and vote at the EGM.

5. 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:

39/F, AVIC Center Building
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Futian District, Shenzhen
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Postal code: 518031
Websites: www.avic161.com

The board of directors of the Company comprises a total of 9 directors, Mr. Liu Hong De, Mr. Lai Wei Xuan, Mr. You Lei, Mr. Liu Jun, Mr. Fu Fang Xing and Mr. Chen Hong Liang as executive directors; and Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Wei Wei as independent non-executive directors.