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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 CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of the H shareholders (the “**H Share Class Meeting**”) 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 Friday, 14 February 2020 at 9:30 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the holders of H shares of the Company which will be held at the same place and date) to consider and, if thought fit, to pass (with or without modifications) the following resolutions by at least 75% of the votes attaching to the H shares of the Company (the “**H Shares**”) held by the holders of H Shares (the “**H Shareholders**”) other than AVIC International Holding Corporation (“**AVIC International**”) and parties acting in concert with it (the “**Independent H Shareholders**”) that are cast by poll either in person or by proxy at the H Share Class Meeting, and with the number of votes cast by poll against the resolutions at the H Share Class Meeting amounting to not more than 10% of all the H Shares held by the Independent H Shareholders.

SPECIAL RESOLUTIONS

1. **THAT:**

- (a) subject to minimum valid acceptances of the voluntary conditional offer to be made by China International Capital Corporation Hong Kong Securities Limited on behalf of AVIC International to acquire all of the issued H Shares of the Company (the “**H Share Offer**”) being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Friday, 6 March 2020 (or such later time or date as AVIC International may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares in issue held by the Independent H Shareholders, the voluntary withdrawal of the listing of the H Shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Delisting**”) be and is hereby approved; and
- (b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any director of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting and/or any matters in relation thereto.

2. **THAT** subject to the passing of this same resolution by the shareholders of the Company in the extraordinary general meeting of the Company (the “**EGM**”) by more than two-thirds of the votes attaching to the shares of the Company held by the shareholders of the Company that are cast either in person or by proxy at the EGM:
- (a) the agreement entered into among AVIC International, the Company and AVIC International Shenzhen Company Limited (“**AVIC Shenzhen**”) on 2 October 2019 in relation to the proposed merger by absorption of the Company and AVIC Shenzhen by AVIC International pursuant to the Company Law of the PRC (as amended, supplemented or otherwise modified from time to time) and other applicable laws in the People’s Republic of China as contemplated thereunder (the “**Merger**”) (the “**Merger Agreement**”, which expression shall include all amendments and/or supplements made thereto from time to time), the execution of the Merger Agreement by the Company, and the Merger contemplated thereunder be and are hereby approved, ratified and confirmed; and
 - (b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any director of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Merger and all other transactions contemplated by the Merger Agreement.

Yours faithfully,
By order of the Company’s Board
AVIC International Holdings Limited
Liu Hong De
Chairman

Shenzhen, the PRC, 30 December 2019

Notes:

1. Eligibility for the H Share Class Meeting

H Shareholders of the Company who intend to attend the H Share Class Meeting must deliver all instruments of transfer, accompanied by the relevant share certificates, to the H share registrar of the Company, Hong Kong Registrars Limited, at Shops 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 14 January 2020 (Tuesday).

2. Registration procedures for the H Share Class Meeting

- (a) A shareholder or his proxy should produce proof of identity when attending the H Share Class Meeting;
- (b) Shareholders of the Company who intend to attend the H Share Class Meeting should return the confirmation slip for the EGM to the Company on or before 24 January 2020 (Friday); 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

- (d) A shareholder of the Company eligible to attend the H Share Class Meeting 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;
- (e) 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;
- (f) 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, 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
- (g) A shareholder of the Company who has appointed more than one proxy shall only vote on a poll at the H Share Class Meeting.

4. Closure of register of members of the Company

The register of members of the Company will be closed from 15 January 2020 (Wednesday) to 14 February 2020 (Friday) (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 14 January 2020 (Tuesday) are entitled to attend and vote at the H Share Class Meeting.

5. The H Share Class Meeting is expected not to last for more than half a day. Attendants shall bear their own traveling and accommodation expenses.

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Websites: www.avic161.com

As at the date hereof, the Company's Board comprises: 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.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this notice and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.