

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.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor shall there be any sale, purchase or subscription for securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver.

This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

中國航空技術國際控股有限公司

**AVIC International Holding
Corporation**

*(a limited liability company incorporated in
the People's Republic of China)*



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)

JOINT ANNOUNCEMENT

VOLUNTARY ANNOUNCEMENT IN RELATION TO THE LATEST ARRANGEMENT OF THE INTRODUCTION MEETINGS FOR SHAREHOLDERS

- (1) VOLUNTARY CONDITIONAL OFFER BY CHINA INTERNATIONAL
CAPITAL CORPORATION HONG KONG SECURITIES LIMITED ON
BEHALF OF AVIC INTERNATIONAL TO ACQUIRE ALL OF THE
ISSUED H SHARES IN THE COMPANY;**
 - (2) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H
SHARES OF THE COMPANY;**
- AND**
- (3) PROPOSED MERGER BY ABSORPTION OF THE COMPANY BY
AVIC INTERNATIONAL**

EXCLUSIVE FINANCIAL ADVISER TO AVIC INTERNATIONAL



Reference is made to (i) the composite document jointly issued by the Company and AVIC International Holding Corporation (“**AVIC International**”) dated 8 January 2020 (the “**Composite Document**”) in relation to, among other things, the H Share Offer, the Delisting and the Merger; and (ii) the announcement (the “**Announcement**”) jointly issued by the Company and AVIC International dated 20 January 2020 in relation to the two introduction meetings (the “**Introduction Meetings**”) to be held on 7 February 2020 (the “**First Introduction Meeting**”) and 21 February 2020 (the “**Second Introduction Meeting**”) for introducing and explaining the administrative and procedural matters in relation to the H Share Offer, the Delisting and the Merger to the Shareholders. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

As set out in the Announcement, the First Introduction Meeting is proposed to be held by way of physical meeting with telephone dial-in at 4:00 p.m. on Friday, 7 February 2020 at Taishan Room of Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong SAR.

Taking into account the outbreak of the coronavirus and the health concerns of the Shareholders, the Company and AVIC International have jointly determined that the First Introduction Meeting will only be held by way of telephone conference in lieu of physical meeting with telephone dial-in.

The date, time and dial-in details of the First Introduction Meeting shall remain unchanged and hereby restate as follows:

Date and time: Friday, 7 February 2020 at 4:00 p.m.

Dial-in details: Hong Kong: 852 3027 6500
Mainland China: 400 821 0623
Conference Code: 43120748#

Shareholders are welcome to attend the First Introduction Meeting at the prescribed date and time by telephone conference.

The arrangement of the Second Introduction Meeting currently remains the same as set out in the Announcement. The Company and AVIC International will keep the Shareholders update of any change to the arrangement of the Second Introduction Meeting by way of announcement subject to the latest development of the coronavirus.

For the avoidance of doubt, the Introduction Meetings cannot and will not provide any advice on the merits or risks of the H Share Offer, the Delisting and/or the Merger or give any financial or legal advice. If you are in doubt as to any aspect of this joint announcement or action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

WARNING

The H Share Offer is conditional upon the fulfilment of the Conditions and the Merger is conditional upon the fulfilment or waiver (where applicable) of the Merger Conditions, in each case as described in the Composite Document in all aspects. Accordingly, the H Share Offer may or may not become unconditional and the issue of this joint announcement does not imply that the H Share Offer or the Delisting will be completed. As the Merger Conditions (in respect of the Merger) are different from the Conditions (in respect of the H Share Offer), Shareholders and potential investors of the Company should be aware that even following the successful completion of the H Share Offer and the Delisting, there is no certainty that the Merger will proceed. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company (including the H Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

On behalf of the Board of
AVIC International Holding Corporation
(中國航空技術國際控股有限公司)
Liu Hong De
Chairman

On behalf of the Board of
AVIC International Holdings Limited
(中航國際控股股份有限公司)
Liu Hong De
Chairman

Shenzhen, the PRC, 31 January 2020

As at the date of this joint announcement, AVIC International Board comprises: Mr. Liu Hong De, Mr. Li Zong Shun, Mr. Yan Dong, Mr. Xiao Zhi Yuan, Mr. Lai Wei Xuan, Mr. Li Qi Feng, Mr. Fu Fang Xing, Ms. Kong Ling Fen and Mr. You Lei.

The directors of AVIC International jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Company's Board) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, 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 joint announcement (other than that relating to AVIC International and parties acting in concert with it (except for the Group)) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the AVIC International Board and parties acting in concert with AVIC International (except for the Company's Board)) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.