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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

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
AND**

**THE H SHARE CLASS MEETING HELD ON 14 FEBRUARY 2020
IN RELATION TO**

- (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 notice of the Extraordinary General Meeting (the “**EGM Notice**”) and the notice of the H Share Class Meeting (the “**HCM Notice**”) both dated 30 December 2019, and (ii) 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. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

RESULTS OF THE EXTRAORDINARY GENERAL MEETING

At the Extraordinary General Meeting held at 39/F, AVIC Center Building, No.1018 Huafu Road, Futian District, Shenzhen, the PRC on Friday, 14 February 2020 at 9:00 a.m., poll voting was adopted for the resolution (the “**EGM Resolution**”) set out in the EGM Notice as required by the Listing Rules.

The Board is pleased to announce that the EGM Resolution set out in the EGM Notice was duly approved by the Shareholders at the EGM and the poll results are as follows:

SPECIAL RESOLUTION		Number of Votes (%)		Total Votes
		FOR	AGAINST	
1.	<p>Subject to the passing of this same resolution by the holders of H Shares of the Company other than AVIC International Holding Corporation (“AVIC International”) and parties acting in concert with it (the “Independent H Shareholders”) in the extraordinary general meeting of the H shareholders of the Company (the “H Share Class Meeting”), as approved by way of poll by at least 75% of the votes attaching to the H shares of the Company (the “H Shares”) held by the Independent H Shareholders that are cast either in person or by proxy at the H Share Class Meeting and with the number of votes cast against the resolution by the Independent H Shareholders being not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders:</p> <p>(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</p>	<p>1,022,047,976 (99.97%) <i>Note (d)</i></p>	<p>330,000 (0.03%) <i>Note (d)</i></p>	1,022,377,976

SPECIAL RESOLUTION	Number of Votes (%)		Total Votes
	FOR	AGAINST	
(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.			

As more than two-thirds of the votes attaching to the Shares held by the Shareholders present in person or by proxy at the Extraordinary General Meeting were cast in favour of the EGM Resolution, the EGM Resolution was duly passed as a special resolution in accordance with the requirements of the PRC Company Law and the Articles.

The EGM Resolution set out above is by way of summary only. Shareholders may refer to the EGM Notice and the Composite Document for details of the EGM Resolution.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Hong Kong Registrars Limited, the Hong Kong H Share Registrar and Transfer Office of the Company, acted as the scrutineer for the poll voting at the Extraordinary General Meeting.

Notes:

- (a) The total number of Shares in issue as at the date of the Extraordinary General Meeting: 1,166,161,996 Shares at a nominal value of RMB1.00 each, of which 832,973,997 Shares are Domestic Shares and 333,187,999 Shares are H Shares.
- (b) There were no restrictions imposed on any Shareholders to cast votes on the EGM Resolution passed at the Extraordinary General Meeting. The total number of Shares entitling the holders to attend and to vote only against the EGM Resolution at the Extraordinary General Meeting or abstain from voting: Nil.
- (c) The total number of Shares entitling the holders to attend and to vote for or against the EGM Resolution at the Extraordinary General Meeting: 1,166,161,996 Shares.
- (d) Based on the total number of votes attaching to all the Shares held by the Shareholders cast in person or by proxy at the Extraordinary General Meeting.
- (e) The percentage figures included in the poll results in respect of the Extraordinary General Meeting have been subject to rounding adjustments.

RESULTS OF THE H SHARE CLASS MEETING

At the H Share Class Meeting held at 39/F, AVIC Center Building, No.1018 Huafu Road, Futian District, Shenzhen, the PRC on Friday, 14 February 2020 at 9:30 a.m. (or immediately after the conclusion or adjournment of the Extraordinary General Meeting which was held at the same place and on the same date), poll voting was adopted for the resolutions (the “**HCM Resolutions**”) set out in the HCM Notice as required by the Listing Rules.

The Board is pleased to announce that the HCM Resolutions set out in the HCM Notice were duly approved by the Independent H Shareholders at the HCM and the poll results are as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)		Total Votes
		FOR	AGAINST	
1.	<p>(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 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</p> <p>(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.</p>	<p>182,051,979 (99.86%) <i>Note (d)</i></p>	<p>258,000 (0.14%) <i>Note (d)</i></p> <p>(0.08%) <i>Note (e)</i></p>	182,309,979
2.	<p>Subject to the passing of this same resolution by the shareholders of the Company in the Extraordinary General Meeting 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 Extraordinary General Meeting:</p> <p>(a) the Merger Agreement, the execution of the Merger Agreement by the Company, and the Merger contemplated thereunder be and are hereby approved, ratified and confirmed; and</p> <p>(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.</p>	<p>188,889,979 (99.86%) <i>Note (d)</i></p>	<p>258,000 (0.14%) <i>Note (d)</i></p> <p>(0.08%) <i>Note (e)</i></p>	189,147,979

As more than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy at the H Share Class Meeting were cast in favour of each of the HCM Resolutions, and not more than 10% of the votes were cast against each of the HCM Resolutions, all of the HCM Resolutions were duly passed as special resolutions in accordance with the requirements of Rule 6.12 of the Listing Rules and Rule 2.2 of the Takeovers Code. The attendance rate of the Independent H Shareholders at the H Share Class Meeting is approximately 58%, which is the highest among all the general meetings and/or class meetings of the Company (which AVIC International and parties acting in concert with it are required to abstain) (the “**Independent Meetings**”) since 2009. Excluding the H Share Class Meeting, the highest attendance rate and the average attendance rate of the Independent Meetings since 2009 are approximately 30% and approximately 14%, respectively.

The HCM Resolutions set out above are by way of summary only. Shareholders may refer to the HCM Notice and the Composite Document for details of the HCM Resolutions.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Hong Kong Registrars Limited, the Hong Kong H Share Registrar and Transfer Office of the Company, acted as the scrutineer for the poll voting at the H Share Class Meeting.

Notes:

- (a) The total number of H Shares in issue as at the date of the H Share Class Meeting: 333,187,999 H Shares.
- (b) The total number of H Shares entitling the holders to attend and to vote only against the HCM Resolutions at the H Shares Class Meeting: Nil.
- (c) As at the date of the H Shares Class Meeting, AVIC International and parties acting in concert with it hold an aggregate of 6,876,000 H Shares and have abstained from voting in respect of all such H Shares in the H Share Class Meeting in accordance with the Listing Rules and the Takeovers Code. Accordingly, the total number of H Shares entitling the holders to attend and to vote for or against the HCM Resolutions at the H Shares Class Meeting: 326,311,999 H Shares.
- (d) Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Share Class Meeting.
- (e) Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders.
- (f) The percentage figures included in the poll results in respect of the H Shares Class Meeting have been subject to rounding adjustments.

FULFILLMENT OF THE CONDITIONS AND THE MERGER CONDITIONS

The Shareholders are reminded that (i) the H Share Offer is conditional upon the fulfilment of all the Conditions, which include but not limited to the minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdraw) by 4:00 p.m. on Friday, 6 March 2020 (or a later time or date as AVIC International may decide to extend the H Share Offer in accordance with the Takeovers Code with the consent of the Executive) amounting to at least 90% of the H Shares in issue held by the Independent H Shareholders; and (ii) the Merger is conditional upon the fulfilment (or waiver, as applicable) of the Merger Conditions, which include the completion of the H Share Offer and the Delisting.

As at the date of this joint announcement, as for the H Share Offer, save for Conditions (b) and (d) set out under the sub-section headed “THE H SHARE OFFER – 6. Conditions of the H Share Offer” in the “Letter from CICC” of the Composite Document, the other Conditions of the H Share Offer have been fulfilled. The Company is not aware of any events that would lead to the aforesaid unfulfilled Conditions not being fulfilled. None of the Conditions can be waived.

As at the date of this joint announcement, as for the Merger, save for Merger Conditions (c), (d), (e) and (f) set out under the sub-section headed “MERGER BY ABSORPTION OF THE COMPANY BY AVIC INTERNATIONAL – 5. Merger Conditions” in the “Letter from CICC” of the Composite Document, the other Merger Conditions under the Merger Agreement have been fulfilled. AVIC International reserves the right to waive the Merger Condition (c).

AVIC International and the Company will jointly issue an announcement stating whether the H Share Offer has been extended, expired or become or been declared unconditional (as to acceptances) by 7:00 p.m. on Friday, 6 March 2020.

WITHDRAWAL OF LISTING

Upon the H Share Offer becoming unconditional, the Company will make an application for the Delisting in accordance with Rule 6.12 of the Listing Rules. On the assumption that the H Share Offer becomes unconditional on or before Friday, 6 March 2020, it is currently expected that the voluntary withdrawal of listing of the H Shares from the Stock Exchange would happen at 9:00 a.m. on Friday, 17 April 2020, subject to the satisfaction of any conditions for the Delisting from the Stock Exchange, and receipt of any regulatory approvals required for such Delisting. H Shareholders will be notified by way of an announcement of the dates of the last day for dealing in the H Shares and on which the Delisting will become effective.

Accordingly, the Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Share Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Stock Exchange, this will result in the then Independent H Shareholders holding securities that are not listed on the Stock Exchange. In addition, the Company may not continue to be subject to the Takeovers Code after the completion of the H Share Offer depending on whether it remains as a public company in Hong Kong pursuant to the Takeovers Code.

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, 14 February 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.