

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy) :

29/02/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer **AVIC International Holdings Limited (the "Company")**

Date Submitted 02/03/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 00161 Description : Domestic Shares

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>832,973,997</u>	<u>1.00</u>	<u>832,973,997</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>832,973,997</u>	<u>1.00</u>	<u>832,973,997</u>

(2) Stock code : 00161 Description : H Shares

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>333,187,999</u>	<u>1.00</u>	<u>333,187,999</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>333,187,999</u>	<u>1.00</u>	<u>333,187,999</u>

2. Preference Shares

Stock code : _____ - _____	Description : _____ - _____		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____ - _____	_____ - _____	_____ - _____
Increase/(decrease)	_____ - _____		_____ - _____
Balance at close of the month	_____ - _____	_____ - _____	_____ - _____

3. Other Classes of Shares

Stock code : _____ - _____	Description : _____ - _____		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____ - _____	_____ - _____	_____ - _____
Increase/(decrease)	_____ - _____		_____ - _____
Balance at close of the month	_____ - _____	_____ - _____	_____ - _____

Total authorised share capital at the end of the month (State currency) : **1,166,161,996**

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	832,973,997	333,187,999	-	-
Increase/ (decrease) during the month	0	0	-	-
Balance at close of the month	832,973,997	333,187,999	-	-

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1.N/A _____ _____ _____ (/ /) _____ shares (Note 1)						
2. _____ _____ _____ (/ /) _____ shares (Note 1)						
3. _____ _____ _____ (/ /) _____ shares (Note 1)						
			Total A. (Ordinary shares)		-	
			(Preference shares)		-	
			(Other class)		-	
Total funds raised during the month from exercise of options (State currency)					-	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable)						
(dd/mm/yyyy) _____	(/ /)					
2.						
(/ /)						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable)						
(dd/mm/yyyy) _____	(/ /)					
3.						
(/ /)						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable)						
(dd/mm/yyyy) _____	(/ /)					
4.						
(/ /)						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable)						
(dd/mm/yyyy) _____	(/ /)					
Total B. (Ordinary shares) _____					-	
(Preference shares) _____					-	
(Other class) _____					-	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Ordinary Shares	RMB	2,781,672,739	0	2,781,672,739	0	801,634,795
<p>Note: Perpetual subordinated convertible securities in an aggregate principal amount of RMB\$2,781,672,739 convertible to 801,634,795 shares were issued on 5 September 2012 (Remarks)</p>						
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Domestic Shares					
Subscription price	RMB3.47					
EGM approval date (if applicable) (dd/mm/yyyy)	(16/02/2011)					
2.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
					Total C. (Ordinary shares)	-
					(Preference shares)	-
					(Other class)	-

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
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Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
(/ /)		
shares (Note 1)		
2.		
(/ /)		
shares (Note 1)		
3.		
(/ /)		
shares (Note 1)		
Total D. (Ordinary shares)	-	
(Preference shares)	-	
(Other class)	-	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A _____	_____
2. Open offer	At price :	State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A _____	_____
3. Placing	At price :	State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A _____	_____
4. Bonus issue			Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A _____	_____

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	N/A	
6.	Repurchase of shares		Class of shares _____ repurchased (<i>Note 1</i>) Cancellation date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	N/A	
7.	Redemption of shares		Class of shares _____ redeemed (<i>Note 1</i>) Redemption date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	N/A	
8.	Consideration issue	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	N/A	N/A

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	
10. Other (Please specify)	At price : _____ State currency _____ Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	
		Total E. (H shares)	-
		(Preference shares)	-
		(Other class)	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	0
	(2)	0
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		-
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		-
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

IV. Confirmations

<p>We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:</p> <p>(<i>Note 2</i>)</p> <p>(i) all money due to the listed issuer in respect of the issue of securities has been received by it;</p> <p>(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;</p> <p>(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;</p>	
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|--------|---|
| (iv) | all the securities of each class are in all respects identical (<i>Note 3</i>); |
| (v) | all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements; |
| (vi) | all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue; |
| (vii) | completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and |
| (viii) | the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies. |

Remarks (if any):

On 30 November 2010, the Company entered into three acquisition agreements (the "Agreements") with AVIC International Holding Corporation, AVIC International Shenzhen Company Limited and Beijing Raise Science Company Limited, pursuant to which, the Company agreed to acquire certain equity interests in 12 companies at an aggregate consideration of RMB4,159,057,193 (the "Acquisition"). Upon completion of the Acquisition and pursuant to terms and conditions of the Agreements, the Company allotted and issued 437,264,906 consideration shares and issued perpetual subordinated convertible securities ("PSCS") in the aggregate amount of RMB2,781,672,739 convertible into 801,634,795 conversion shares on 5 September 2012. For details of the Acquisition, please refer to the circular dated 31 December 2010 and the announcement dated 5 September 2012 of the Company. On 26 October 2017, Beijing Raise Science Company Limited and AVIC International Holding Corporation entered into the PSCS transfer agreement, pursuant to which all of the PSCS issued by the Company held by Beijing Raise Science Company Limited were assigned to AVIC International Holding Corporation. As at the date of this monthly return, 801,634,795 outstanding conversion shares may be issued subject to the minimum public float requirement under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

Submitted by: Xiao Zhang Lin

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *"Identical" means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings*

and rank pari passu in all other respects.

- 4. If there is insufficient space, please append the prescribed continuation sheet.*