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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

VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF THE COMPANY AND THE MERGER EFFECTIVE DATE

**(1) VOLUNTARY UNCONDITIONAL 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) VOLUNTARY WITHDRAWAL OF LISTING OF
THE H SHARES OF THE COMPANY;**

AND

**(3) MERGER BY ABSORPTION OF
THE COMPANY BY AVIC INTERNATIONAL**

EXCLUSIVE FINANCIAL ADVISER TO AVIC INTERNATIONAL



INTRODUCTION

Reference is made to, among others, (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; (ii) the announcement jointly issued by the Company and AVIC International dated 14 February 2020 in relation to the poll results of the Extraordinary General Meeting and the H Share Class Meeting; (iii) the announcement jointly issued by the Company and AVIC International dated 6 March 2020 in relation to the H Share Offer becoming unconditional in all respects; (iv) the announcement jointly issued by the Company and AVIC International dated 10 March 2020 in relation to the Delisting of the H Shares has been approved by the Stock Exchange; (v) the circular jointly issued by the Company and AVIC International dated 16 March 2020 in relation to, among other things, the Final Closing Date and the Merger; and (vi) the announcement jointly issued by the Company and AVIC International dated 3 April 2020 in relation to closing of the H Share Offer and the results of the H Share Offer.

Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document. All references to dates and times contained in this joint announcement refer to Hong Kong dates and times.

VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF THE COMPANY

Listing of the H Shares has been withdrawn from the Stock Exchange with effect from 9:00 a.m. on Friday, 17 April 2020.

MERGER EFFECTIVE DATE

AVIC International and the Company jointly announce that as at the date of this joint announcement, all of the Merger Conditions under the Merger Agreement have been fulfilled or otherwise waived.

The Merger Effective Date is **Friday, 17 April 2020**, and the posting of the amounts due under the Merger Agreement to the then existing H Shareholders as at the Merger Effective Date shall be made within seven business days (as defined under the Takeovers Code) of the Merger Effective Date, and thereby the relevant rights attaching to such H Shares shall be deemed cancelled.

Further details in relation to the Merger are set out in the section headed “Merger by Absorption of the Company by AVIC International” in the “Letter from CICC” of the Composite Document.

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, 17 April 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.