THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Continental Aerospace Technologies Holding Limited**, you should at once hand this circular and proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Continental Aerospace Technologies Holding Limited
大陸航空科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 232)

(1) PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED FINAL DIVIDEND;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of Continental Aerospace Technologies Holding Limited to be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 28 May 2026 at 11:00 a.m. is set out on pages 15 to 20 of this circular. Whether or not you are able to attend the meeting in person, you are requested to read the notice and to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting i.e. Tuesday, 26 May 2026 at 11:00 a.m. (Hong Kong time) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the meeting should you so wish.

Hong Kong, 29 April 2026

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In this circular, the following expressions have the following meanings unless the context requires otherwise:

"AGM"	the annual general meeting of the Company to be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 28 May 2026 at 11:00 a.m., notice of which is set out on pages 15 to 20 of this circular
"Board"	the board of Directors
"Bye-laws"	the amended and restated bye-laws of the Company as may be amended from time to time, and the "Bye-law" shall mean a bye-law of the Bye-laws
"close associate(s)"	has the meaning ascribed thereto in the Listing Rules
"CG Code"	the Corporate Governance Code set out in Part 2 to Appendix C1 of the Listing Rules
"Company"	Continental Aerospace Technologies Holding Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange (stock code: 232)
"Director(s)"	the director(s) of the Company
"Final Dividend"	the proposed final dividend of HK0.5 cents per Share for the year ended 31 December 2025 to the Shareholders whose names appear on the register of members of the Company on the Record Date
"General Mandate"	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new shares not exceeding 20% of the total number of issued shares as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
"Group"	the Company and its subsidiaries

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	16 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Record Date"	Friday, 12 June 2026, being the record date for determining entitlements of the Shareholders to the Final Dividend
"Repurchase Mandate"	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"treasury shares"	has the meaning ascribed to it under the Listing Rules

Continental Aerospace Technologies Holding Limited
大陸航空科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 232)

Executive Directors:
Mr. Huang Yongfeng *(Chairman)*
Mr. Zhang Zhibiao *(Chief Executive Officer)*
Mr. Yu Xiaodong
Ms. Hu Min
Mr. Huang Kai

Non-executive Director:
Mr. Chow Wai Kam

Independent Non-executive Directors:
Mr. Chu Yu Lin, David
Mr. Li Ka Fai, David
Mr. Zhang Ping

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Head office and principal place of business in Hong Kong:
Unit B, 15th Floor
United Centre
95 Queensway
Hong Kong

29 April 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) PROPOSED FINAL DIVIDEND; AND (4) NOTICE OF ANNUAL GENERAL MEETING

The Directors will seek the approval of the Shareholders at the AGM for, among other things; (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) the declaration and payment of the Final Dividend. The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and Repurchase Mandate, the re-election of Directors, the declaration and payment of the Final Dividend and the notice of the AGM.

1. REPURCHASE MANDATE

At the annual general meeting of the Company held on 30 May 2025, a repurchase mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares and securities, if any, which carry a right to subscribe or purchase Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of an ordinary resolution to be proposed at the AGM to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase on the Stock Exchange the Shares up to a maximum number equal to 10% of the total number of issued Shares (excluding treasury shares) as at the date of the Repurchase Resolution. If the Company conducts a Share consolidation or subdivision after the Repurchase Mandate is granted, the maximum number of Shares that may be repurchased under the Repurchase Mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

As at the Latest Practicable Date, the Company has an aggregate of 9,303,374,783 Shares in issue. Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 930,337,478 Shares.

The Repurchase Mandate shall continue in force during the period from the date of passing of the Repurchase Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Bermuda or Bye-laws to be held; or

(iii) the date on which the authority set out in such resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

The explanatory statement required by the Listing Rules to provide the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the relevant resolution to approve the Repurchase Mandate is set out in Appendix I hereto.

2. GENERAL MANDATE

The Directors will also propose at the AGM an ordinary resolution granting the Directors a general and unconditional mandate to allot, issue and deal with new Shares of up to a maximum 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution. Subject to the passing of the resolution approving the General Mandate and assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under such General Mandate to allot, issue and deal with not more than 1,860,674,956 new Shares.

In addition, a separate ordinary resolution will be proposed to extend the General Mandate by adding to the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

If the Company conducts a Share consolidation or subdivision after the General Mandate is granted, the maximum number of Shares that may be issued under the General Mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

The General Mandate shall continue in force during the period from the date of passing of the resolution for the approval of the General Mandate until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Bermuda or Bye-laws to be held; or

(iii) the date on which the authority set out in such resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

3. RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. Huang Yongfeng, Mr. Zhang Zhibiao, Mr. Yu Xiaodong, Ms. Hu Min, Mr. Huang Kai, Mr. Chow Wai Kam, Mr. Chu Yu Lin, David, Mr. Li Ka Fai, David and Mr. Zhang Ping.

Under code provision B.2.2 set out in the CG Code, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Pursuant to Bye-law 99(A), Mr. Zhang Zhibiao, Mr. Li Ka Fai, David and Mr. Zhang Ping will retire by rotation from office at the AGM. Mr. Zhang Zhibiao, being eligible, will offer himself for re-election as executive Director and each of Mr. Li Ka Fai, David and Mr. Zhang Ping, being eligible, will offer himself as independent non-executive Director at the AGM. Pursuant to Bye-law 102(A), Ms. Hu Min and Mr. Huang Kai, whom were appointed by the Board as executive Directors on 15 December 2025 and 30 March 2026, respectively, shall hold office only until the AGM. Ms. Hu Min and Mr. Huang Kai will offer themselves for re-election as executive Directors.

When identifying suitable candidates for directorship, the nomination committee of the Board (the "**Nomination Committee**") carries out the selection process by making reference to the skills, experience, background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

In considering the re-election of Mr. Zhang Zhibiao, Mr. Li Ka Fai, David, Mr. Zhang Ping, Ms. Hu Min and Mr. Huang Kai as executive Director, independent non-executive Director, independent non-executive Director, executive Director and executive Director, respectively, the Board, with the assistance and recommendation from the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to gender, age, cultural and ethnic background, professional qualification, skills, knowledge and length of service. The Nomination Committee has also assessed and reviewed each individual independent non-executive Director's annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Li Ka Fai, David and Mr. Zhang Ping, the independent non-executive Directors, remained independent. The Board considers that Mr. Zhang Zhibiao, Mr. Li Ka Fai, David, Mr. Zhang Ping, Ms. Hu Min and Mr. Huang Kai possess rich experience in their industries and are able to provide valuable advices in areas of accounting, finance, legal and/or business to the Company, thus contributing to better corporate governance of the Company.

The Board and the Nomination Committee have considered that Mr. Li Ka Fai, David has served as an independent non-executive Director for more than nine years since his appointment in December 2007. Pursuant to the code provision B.2.3 of the CG Code, if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

In considering the re-election of Mr. Li Ka Fai, David as independent non-executive Director, the Board, with the assistance and recommendation from the Nomination Committee, has specifically reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to gender, age, cultural and ethnic background, professional qualification, skills, knowledge and length of service and taken into account the following:

- Mr. Li Ka Fai, David has confirmed that he is independent having regard to the factors as set out in Rule 3.13 of the Listing Rules. Other than serving as an independent non-executive Director, Mr. Li Ka Fai, David has no relationship with any Directors, controlling Shareholders and senior management of the Company. The Board and the Nomination Committee consider that he possesses the character, integrity, independence and experience required to perform his duties as an independent non-executive Director. There are also no circumstances giving rise to concern as to Mr. Li Ka Fai, David's independent judgement that came to the attention of the Board and the Nomination Committee.

- Mr. Li Ka Fai, David is a fellow of the Association of Chartered Certified Accountants with a background in science and chemistry from his Bachelor of Science honours degree in Chemistry and Administration. The Board and the Nomination Committee believe that, in view of the breadth and depth of Mr. Li Ka Fai, David's experience, qualification and skills, it is desirable for the Board, the Company and the Shareholders to be able to continue to benefit from the independent and professional judgment and opinion of Mr. Li Ka Fai, David as the only independent non-executive Director with an accounting qualification.

- Over the years during which he served the Company as an independent non-executive Director and a member of the audit committee and remuneration committee of the Board, Mr. Li Ka Fai, David has been providing insightful and professional judgment and objective opinion and value adding guidance on matters that came to the attention of the Board and the relevant board committees. During the process, Mr. Li Ka Fai, David has also gained a thorough understanding of the business, finance and operation of the Group, which in turn enabled him to provide relevant and specific independent advice to the Board. The Board has been grateful for and satisfied of the contribution of Mr. Li Ka Fai, David over the years.

- Mr. Li Ka Fai, David has devoted sufficient time to his duties as an independent non-executive Director and demonstrated a good track record of attendance at the meetings of the Board and the relevant board committees. The Board and the Nomination Committee believe that Mr. Li Ka Fai, David will be able to continue to devote sufficient time for his duties as an independent non-executive Director in the future.

In view of the above, the Board and the Nomination Committee believe that it is in the best interest of the Company and Shareholders as a whole to re-elect Mr. Li Ka Fai, David as an independent non-executive Director.

Taking into account of the above, the Nomination Committee considered Mr. Zhang Zhibiao, Mr. Li Ka Fai, David, Mr. Zhang Ping, Ms. Hu Min and Mr. Huang Kai to be suitable candidates and nominated them to the Board for its consideration. Based on the nomination of the Nomination Committee, the Board, after reviewing the backgrounds of the Directors who are proposed for re-election at the AGM, recommended each of them to stand for re-election as Directors at the AGM.

Details of the Directors who are proposed for re-election at the AGM are set out in Appendix III to this circular.

4. FINAL DIVIDEND

As disclosed in the Company's annual results announcement dated 27 March 2026, the Board has resolved to recommend the payments of the proposed final dividend of HK0.5 cents per Share for the year ended 31 December 2025 to the Shareholders whose names appear on the register of members of the Company on the Record Date. The declaration and payment of the Final Dividend are subject to the approval by the Shareholders at the AGM and the respective resolutions will be proposed to the Shareholders for voting at the AGM as an ordinary resolution.

5. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Friday, 22 May 2026. In order to be entitled to attend and vote at the AGM, unregistered holders of Shares should ensure that all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 21 May 2026.

For determining the entitlements of the Final Dividend, the register of members of the Company will be closed from Wednesday, 10 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the Final Dividend, unregistered holders of Shares should ensure that all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 9 June 2026. The Final Dividend is expected to be distributed on Wednesday, 24 June 2026, if approved by the Shareholders at the AGM.

6. ANNUAL GENERAL MEETING

The notice convening the AGM, which contains, inter alia, ordinary resolutions to approve the Repurchase Mandate, the General Mandate, the declaration and payment of the Final Dividend and the re-election of Directors, is set out in Appendix II on pages 15 to 20 of this circular.

7. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM i.e. Tuesday, 26 May 2026 at 11:00 a.m. (Hong Kong time) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at AGM should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

8. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in accordance with Rule 13.39(5) of the Listing Rules after the AGM.

9. RECOMMENDATION

The Directors believe that the Repurchase Mandate, the General Mandate (including the extended General Mandate), the re-election of the Directors and the proposed declaration and payment of the Final Dividend are all in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the AGM. So far as the Directors are aware, as at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of any of the resolutions to be proposed at the AGM.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

11. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Continental Aerospace Technologies Holding Limited
Huang Yongfeng
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to enable the Shareholders to make an informed decision on whether to vote for or against the Repurchase Resolution.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 9,303,374,783 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 930,337,478 Shares representing approximately 10% of the total number of issued Shares as at the Latest Practicable Date. If the Company conducts a Share consolidation or subdivision after such mandate is granted, the maximum number of Shares that may be repurchased under the mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

REASON FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase or hold them as treasury shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. On the other hand, Shares repurchased and held by the Company as treasury shares maybe resold on the market at the market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Bye-laws, and the laws of Bermuda. Share repurchase will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System ("**CCASS**") pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the applicable laws of Bermuda. The Companies Act 1981 of Bermuda provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company. Further, the Company cannot purchase its own shares if on the date on which the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2025 in the event that the Repurchase Mandate were to be carried out in full. However, the Directors do not propose to exercise the repurchase of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
April 2025	0.120	0.089
May 2025	0.130	0.102
June 2025	0.131	0.115
July 2025	0.157	0.122
August 2025	0.210	0.139
September 2025	0.161	0.127
October 2025	0.145	0.127
November 2025	0.137	0.126
December 2025	0.155	0.125
January 2026	0.184	0.143
February 2026	0.173	0.154
March 2026	0.165	0.134
April 2026 (up to the Latest Practicable Date)	0.157	0.134

UNDERTAKING

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders. The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to sell any of the Shares to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Aviation Industry Corporation of China, Ltd ("**AVIC**"), the ultimate holding company of the Company, and its associates are interested in 4,316,900,390 Shares, representing approximately 46.40% of the issued share capital of the Company. Based on such shareholding and in the event that the Repurchase Mandate is exercised in full, the interests of AVIC and its associates will be increased to approximately 51.55% of the issued Shares, which will give rise to an obligation on the part of AVIC to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to the extent that would trigger such obligation. Save as disclosed above, the Directors are not aware of any other consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

In the event that the power to repurchase Shares pursuant to the Repurchase Resolution is exercised in full, the number of Shares held by the public would not fall below 25%.

SHARES REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Continental Aerospace Technologies Holding Limited
大陸航空科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 232)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Continental Aerospace Technologies Holding Limited (the "**Company**") will be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 28 May 2026 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the report of the directors (the "**Directors**") and the independent auditor's report of the Company for the year ended 31 December 2025.

2. (a) To re-elect Mr. Zhang Zhibiao as executive Director;

   (b) To re-elect Mr. Li Ka Fai, David as independent non-executive Director;

   (c) To re-elect Mr. Zhang Ping as independent non-executive Director;

   (d) To re-elect Ms. Hu Min as executive Director;

   (e) To re-elect Mr. Huang Kai as executive Director; and

   (f) To authorise the board (the "**Board**") of Directors to fix the remuneration of Directors.

3 To approve the declaration and payment of recommended final dividend of HK0.5 cents (the "**Final Dividend**") per ordinary share(s) of HK$0.10 each in the share capital of the Company (the "**Share(s)**").

4. To re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix the remuneration of auditor.

5. As a special business, to consider and, if thought fit, pass with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

A. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be purchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and the maximum number of Shares that may be repurchased pursuant to the powers granted under such approval shall be adjusted to such extent accordingly; and

(c) for the purposes of this Resolution,

"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Bermuda or the bye-laws of the Company to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

references to repurchase Shares include buy-back or purchases by agents or nominees on behalf of the Company or subsidiary of the Company."

B. "**THAT**:

(a) subject to paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and dispose of additional (i) Shares; (ii) securities convertible into Shares; or (iii) options, warrants or similar rights to subscribe for Shares or such convertible securities, and to make or grant offers, agreements and options which would or might require such securities to be issued, allotted or disposed of, in exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares, shall not exceed 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing this Resolution;

(c) if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as may be extended by Resolution No. 5C set out in the notice convening this meeting if so passed, as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and the maximum number of Shares that may be allotted or issued under the powers granted under such approval shall be adjusted to such extent accordingly; and

(d) the approval in this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers to allot, issue or dispose of such securities as referred to in paragraph (a) above after the end of the Relevant Period and to make such allotment, issue and disposal under such offers, agreements and options;

(e) for the purpose of this Resolution,

"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Bermuda or the bye-laws of the Company to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

"Rights Issue" means an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company); and

(f) any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

C. "**THAT** subject to the passing of Resolutions No. 5A and No. 5B set out in the notice convening this meeting, the powers granted to the Directors to allot, issue and dispose of additional Shares and other securities of the Company pursuant to Resolution No. 5B set out in the notice convening this meeting be and is hereby extended by the addition thereto at such number of Shares repurchased under the powers granted pursuant to Resolution No. 5A set out in the notice convening this meeting, provided that the maximum number of shares of the Company so repurchased shall not exceed the limits in the said Resolution No. 5A."

By order of the Board
Continental Aerospace Technologies Holding Limited
Kwok Chi Ho
Company Secretary

Hong Kong, 29 April 2026

As at the date hereof, the Board comprises Mr. Huang Yongfeng, Mr. Zhang Zhibiao, Mr. Yu Xiaodong, Ms. Hu Min, and Mr. Huang Kai as executive Directors; Mr. Chow Wai Kam as non-executive Director; Mr. Chu Yu Lin, David, Mr. Li Ka Fai, David and Mr. Zhang Ping as independent non-executive Directors.

Notes:

1. For the purposes of holding the AGM, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both days inclusive, during which period no transfer of shares will be registered, in order to determine the entitlement to attend and vote at the AGM. The record date for determining the entitlement of the shareholders to attend and vote at the meeting will be Friday, 22 May 2026. In order to be entitled to attend and vote at the AGM, unregistered holders of Shares should ensure that all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 21 May 2026.

2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.

3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting i.e. Tuesday, 26 May 2026 at 11:00 a.m. (Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting at the meeting if the member so desires.

4. For determining the entitlements of the Final Dividend, the register of members of the Company will be closed from Wednesday, 10 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the Final Dividend, unregistered holders of Shares should ensure that all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 9 June 2026. The Final Dividend is expected to be distributed on Wednesday, 24 June 2026, if approved by the shareholders of the Company at the AGM.

5. With regard to item 2 in this notice, the particulars of all retiring directors of the Company are set out in Appendix III of the circular to shareholders of the Company dated 29 April 2026.

6. With regard to item 5 in this notice, an explanatory statement containing details of Resolution No. 5 above is set out in Appendix I of the circular to shareholders of the Company dated 29 April 2026.

7. The voting on the above resolutions at the meeting will be conducted by way of a poll.

8. Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

(A) Mr. Zhang Zhibiao

Mr. Zhang Zhibiao, aged 52, has been appointed as an executive Director on 3 April 2023 and a member of the remuneration committee of the Board and the Chief Executive Officer from 6 June 2025. He obtained a master's degree in business administration from Nankai University, the People's Republic of China (the "**PRC**") and a bachelor degree from Jiangxi University of Finance and Economics, the PRC. Mr. Zhang is currently a director and chief executive officer of AVIC Innovation (HK) Group Limited (formerly known as AVIC International (HK) Group Limited) and a director of Tacko International Limited. Mr. Zhang served as an executive Director from August 2018 to August 2021, and the director and general manager of Rainbow Digital Commercial Co., Ltd. until April 2022. Mr. Zhang has over 25 years of experience in areas of management, aviation business, strategic development, industry research, securities, investment and initial public offerings.

The Company has entered into service agreement with Mr. Zhang for a term of three years. Mr. Zhang is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Zhang's emoluments, which are reviewed and approved by the remuneration committee of the Board (the "**Remuneration Committee**") in accordance with the Company's remuneration policy in consideration of his duties and responsibilities within the Group, the Group's performance and profitability and the market benchmark, comprising a director's fee subject to review by the Board from time to time pursuant to the power conferred on it at annual general meetings of the Company. Mr. Zhang is entitled to receive a director's fee of HK$36,000 annually.

Save as disclosed above, Mr. Zhang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company and he did not hold any directorship in other listed public companies in the last three years. Mr. Zhang does not hold any other position with the Company and other members of the Group.

Save as set out above, there is no other matter regarding the re-election of Mr. Zhang which needs to be brought to the attention of the Shareholders and there is no other information needs to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rules.

(B) Mr. Li Ka Fai, David

Mr. Li Ka Fai, David, aged 71, has been an independent non-executive Director since December 2007. He is also a member of the audit committee of the Board (the "**Audit Committee**") and the Remuneration Committee. Mr. Li holds a Bachelor of Science honours degree in Chemistry and Administration. Mr. Li is also a fellow of the Association of Chartered Certified Accountants, UK. He is an independent non-executive director of China-Hongkong Photo Products Holdings Limited, Cosmopolitan International Holdings Limited, Goldlion Holdings Limited, Shanghai Industrial Urban Development Group Limited, and Wai Yuen Tong Medicine Holdings Limited. He served as an independent non-executive director of China Merchants Port Holdings Company Limited until July 2025, and of CR Construction Group Holdings Limited until June 2021, all being listed on the main board of the Stock Exchange.

The Company has entered into service agreement with Mr. Li. There is no length of service specified in the said service agreement. Mr. Li is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Li's emoluments, which are reviewed and approved by the Remuneration Committee in accordance with the Company's remuneration policy in consideration of his duties and responsibilities within the Group, the Group's performance and profitability and the market benchmark, comprising a director's fee subject to review by the Board from time to time pursuant to the power conferred on it at annual general meetings of the Company. Mr. Li is entitled to receive a director's fee of HK$400,000 annually.

Save as disclosed above, Mr. Li does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Li did not hold any directorship in other listed public companies in the last three years and does not hold any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Li did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as set out above, there is no other matter regarding the re-election of Mr. Li which needs to be brought to the attention of the Shareholders and there is no other information needs to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rules.

(C) Mr. Zhang Ping

Mr. Zhang Ping, aged 61, has been an independent non-executive Director since May 2017. He is also a chairman of the Nomination Committee and the member of Audit Committee. He received a doctoral degree in Economics from Chinese Academy of Social Science Graduate School. Mr. Zhang started working at the Institute of Economics under Chinese Academy of Social Science since July 1988 and retired in July 2024. He has served as Yunshan senior professor at Guangdong University of Foreign Studies, mainly engaged in macro-policy and financial research since January 2025. Mr. Zhang has been acting as the independent director of Wanxiang Trust Co., Ltd. since July 2025. Mr. Zhang served as the non-independent director of Guangdong Shunkong Development Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 003039.SZ), until December 2025. He once led and organized key national research project on economics. He published several essays based on theory research and surveys. His major research fields are the growth of China economy and macroeconomic policies.

The Company has entered into service agreement with Mr. Zhang for a term of three years. Mr. Zhang is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Zhang's emoluments, which are reviewed and approved by the Remuneration Committee in accordance with the Company's remuneration policy in consideration of his duties and responsibilities within the Group, the Group's performance and profitability and the market benchmark, comprising a director's fee subject to review by the Board from time to time pursuant to the power conferred on it at annual general meetings of the Company. Mr. Zhang is entitled to receive a director's fee of HK$320,000 annually.

Save as disclosed above, Mr. Zhang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Zhang did not hold any directorship in other listed public companies in the last three years and does not hold any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Zhang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as set out above, there is no other matter regarding the re-election of Mr. Zhang which needs to be brought to the attention of the Shareholders and there is no other information needs to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rules.

(D) Ms. Hu Min

Ms. Hu Min, aged 40, is the chief auditor and head of audit and legal department of AVIC Innovation Holding Limited ("**AVIC Innovation**") since January 2025 and the deputy general counsel of AVIC Innovation since October 2025. She obtained a Master of Business Administration from Missouri State University, the United States in July 2020, a Master of Law from the Peking University in July 2009 and a Bachelor of Law from China University of Political Science and Law in July 2007. Ms. Hu has over 6 years of experience in the aviation business industry. From 2019 to December 2020, she acted as the general counsel at China National Aero-Technology International Engineering Company Limited. From October 2021 to October 2024, she served as a director of Shenzhen AVIC Commerce & Trade Company Limited. Since February 2025, she has been acting as the supervisor of AVIC East China Optoelectronic Company Limited. Since March 2025, she has been acting as a director of AVIC International Supply Chain Technology Company Limited. Since May 2025, she has been acting as a director of China National Aero-Technology Beijing Company Limited. Since September 2025, she has been acting as a director of Rainbow Digital Commercial Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002419.SZ).

The Company has entered into service agreement with Ms. Hu for a term of three years. Ms. Hu is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Ms. Hu's emoluments, which are reviewed and approved by the Remuneration Committee in accordance with the Company's remuneration policy in consideration of his duties and responsibilities within the Group, the Group's performance and profitability and the market benchmark, comprising a director's fee subject to review by the Board from time to time pursuant to the power conferred on it at annual general meetings of the Company. Ms. Hu is entitled to receive a director's fee of HK$36,000 annually.

Save as disclosed above, Ms. Hu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company and he did not hold any directorship in other listed public companies in the last three years. Ms. Hu does not hold any other position with the Company and other members of the Group.

Save as set out above, there is no other matter regarding the re-election of Ms. Hu which needs to be brought to the attention of the Shareholders and there is no other information needs to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rules.

(E) Mr. Huang Kai

Mr. Huang Kai, aged 34, is the deputy director of the financial management department of AVIC Innovation since June 2025, prior to which he was the assistant to the director of financial management department of AVIC Innovation since October 2024. Mr. Huang has also been acting as a director of (a) Shenzhen Aero-Fasteners MFG Company Limited since December 2024; (b) Shenzhen Grand Skylight Hotel Management Company Limited since January 2025; (c) AVIC-INTL Project Engineering Company since April 2025 and; (d) Castic-SMP Machinery Corporation since August 2025. Mr. Huang obtained a Master of Science in International Accounting, Management Control and Auditing from ESC Rennes School of Business, French in May 2014. Mr. Huang has over 11 years of experience in the financial management of the aviation business industry. From January 2014 to October 2024, he served as the budgeting manager for the finance department, taxation manager, finance manager for the resource sector and assistant of director at AVIC International Holdings Limited, where he was involved in the exit strategies of multiple investment companies in the resource and bulk commodity trading sectors for project financial planning, auditing, valuation and tax planning.

The Company has entered into service agreement with Mr. Huang for a term of three years. Mr. Huang is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Huang's emoluments, which are reviewed and approved by the Remuneration Committee in accordance with the Company's remuneration policy in consideration of his duties and responsibilities within the Group, the Group's performance and profitability and the market benchmark, comprising a director's fee subject to review by the Board from time to time pursuant to the power conferred on it at annual general meetings of the Company. Mr. Huang is entitled to receive a director's fee of HK$36,000 annually.

Save as disclosed above, Mr. Huang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Huang did not hold any directorship in other listed public companies in the last three years and does not hold any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Huang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as set out above, there is no other matter regarding the re-election of Mr. Huang which needs to be brought to the attention of the Shareholders and there is no other information needs to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rules.