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# **AVIC International Holding (HK) Limited**

## **中國航空工業國際控股(香港)有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 232)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of the shareholders of AVIC International Holding (HK) Limited (the “**Company**”) will be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 23 January 2018 at 3:00 p.m. (the “**SGM**”) for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- a. the Acquisition Agreement (as defined in the circular of the Company dated 29 December 2017 (the “**Circular**”), a copy of which is marked “A” and initialed by the chairman of the meeting for the purpose of identification) dated 19 September 2017 entered into between the Company, AVIC International (HK) Group Limited (“**AVIC HK**”) and AVIC International Holding Corporation relating to the acquisition of the entire issued share capital of Motto Investment Limited (“**Target Company**”) and the shareholder’s loan note(s) owing by the Target Company to AVIC HK as at the Acquisition Completion (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- b. the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (“**Specific Mandate**”) to exercise the powers of the Company to allot and issue the Consideration Shares (as defined in the Circular) pursuant to the terms and conditions of the Acquisition Agreement. Such Consideration Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;
- c. subject to the Executive (as defined in the Circular) granting the Whitewash Waiver (as defined in the Circular) to AVIC HK and the satisfaction of any conditions attached to the Whitewash Waiver granted, the waiver pursuant to Note 1 on the dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation on the part

of AVIC HK to make a mandatory general offer for all of the shares of the Company not already owned or agreed to be acquired by the Concert Group (as defined in the Circular) as a result of the allotment and issuance of the Consideration Shares to AVIC HK be and is hereby approved; and

- d. any one director of the Company be and is hereby authorised to do all acts and things and to execute all such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deem necessary, are desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Acquisition Agreement and Whitewash Waiver.”

2. **“THAT:**

- a. the Sale Framework Agreement (as defined in the Circular, a copy of which is marked “B” and initialed by the chairman of the meeting for the purpose of identification), the transaction contemplated thereunder, the proposed annual caps thereunder and all other transactions in connection therewith and any other ancillary documents, be and are hereby confirmed, approved and ratified, subject to such addition or amendment as any Director(s) may consider necessary, desirable or appropriate; and
- b. any one director of the Company be and is hereby authorised to do all acts and things and to execute all such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deem necessary, are desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Sale Framework Agreement.”

3. **“THAT:**

to re-elect Mr. Zhang Ping as an independent non-executive director of the Company (the “INED”) and to authorise the board of directors of the Company to fix the INED’s remuneration.”

By order of the Board  
**AVIC International Holding (HK) Limited**  
**Liu Hongde**  
*Chairman*

Hong Kong, 29 December 2017

*Registered office:*  
Canon's Court  
22 Victoria Street  
Hamilton, HM 12  
Bermuda

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

*Notes:*

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. 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 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.
3. 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.
4. The voting on the above resolutions at the SGM will be conducted by way of a poll.
5. The register of members of the Company will be closed from Thursday, 18 January 2018 to Tuesday, 23 January 2018, 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 SGM. In order to be entitled to attend and vote at the SGM, 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 Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Wednesday, 17 January 2018.

*As at the date of this notice, the Board comprises of Mr. Liu Hongde, Mr. Pan Linwu, Mr. Lai Weixuan, Ms. Zhou Chunhua and Mr. Xu Hongge 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.*