



CHINA AEROSPACE INTERNATIONAL HOLDINGS LIMITED

中國航天國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 31)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of China Aerospace International Holdings Limited (the “Company”) will be held at the Salon One, First Floor, Harbour Plaza, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong, on Friday, 10 October 2008 at 11:00 a.m. to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

Ordinary Resolutions

- (1) **THAT** the proposed development of the land of the Complex Zone of the Launching Site in Hainan Province pursuant to the Land Development Agreement dated 20 August 2008 between CASIL Hainan Holdings Limited and the Wenchang Government and transactions contemplated thereunder, as more particularly set out in the Circular of the Company dated 10 September 2008, be and are hereby approved **AND THAT** the Directors of the Company be and are hereby authorized to take such action and execute such documents as they may deem appropriate and expedient in respect of the completion of the proposed transaction contemplated under the Land Development Agreement;
- (2) **THAT** subject to the passing of resolution numbered (1),
 - (a) the proposed establishment of the Joint Venture Company pursuant to the Promoters’ Agreement dated 20 August 2008 between CASIL Hainan Holdings Limited and 航天時代置業發展有限公司 (Aerospace Times Properties Development Limited)* and transactions contemplated thereunder, as more particularly set out in the Circular of the Company dated 10 September 2008, be and are hereby approved;
 - (b) the proposed implementation of land development activities under the Land Development Agreement pursuant to the Implementation Agreement to be entered into between CASIL Hainan Holdings Limited and the Joint Venture Company and transactions contemplated thereunder, as more particularly set out in the Circular of the Company dated 10 September 2008, be and are hereby approved; and

- (c) the Directors of the Company be and are hereby authorized to take such action and execute such documents as they may deem appropriate and expedient in respect of the completion of the proposed transaction contemplated under the Promoters' Agreement and the Implementation Agreement.
- (3) **THAT** the appointment of Mr Chen Xuechuan as a Non-Executive Director of the Company be and is hereby approved and that a director's fee of HK\$150,000 per annum and a remuneration as member of Remuneration Committee of HK\$30,000 per annum be and are hereby approved.

By order of the Board
Chan Ka Kin, Ken
Company Secretary

Hong Kong, 10 September 2008

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the share registrar of the Company, Tricor Standard Limited, of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. Resolutions numbered (1) and (3) will be proposed to be passed by a show of hands. Resolution numbered (2) is required to be approved by way of a poll.

* *This PRC entity does not have an English name, the English name sets out in herein is for identification purpose only.*

As of the date of this announcement, the Board of Directors of the Company comprises:

Executive Directors	Non-Executive Directors	Independent Non-Executive Directors
Mr Zhao Liqiang (<i>President</i>)	Mr Wu Zhuo (<i>Chairman</i>)	Mr Chow Chan Lum, Charles
Mr Zhou Qingquan	Mr Chen Xuechuan	Mr Luo Zhenbang
Mr Wu Hongju	Mr Li Hongjun	Mr Wang Junyan
Mr Guo Xianpeng	Ms Chan Ching Har, Eliza	
	Mr Xu Jianhua	
	Mr Jin Xuesheng	