



CHINA AEROSPACE INTERNATIONAL HOLDINGS LIMITED

中國航天國際控股有限公司

(於香港註冊成立的有限公司)

(股份代號：31)

## **The Procedures for Shareholders to Requisite an Extraordinary General Meeting**

Pursuant to the Hong Kong Companies Ordinance and the Articles of Association of the Company, the shareholders of the Company may base on the following rules to convene an Extraordinary Ordinary Meeting:

1. The Board shall, notwithstanding anything in these Articles, on the requisition of shareholders of the Company holding at the date of the deposit of the requisition not less than one-twentieth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company. For this purpose, if at any time there are not within Hong Kong sufficient directors capable of acting to form a quorum, any director of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
2. The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company (for the attention of the Chairman of the Board/ the Company Secretary), and may consist of several documents in like form, each signed by one or more requisitionists.
3. If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene an extraordinary general meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from the said date.
4. A meeting convened under the Articles of Association of the Company by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.
5. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to convene a meeting shall be repaid to the requisitionists by the Company, and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to the Directors as were in default.
6. For the purposes of the Articles of Association of the Company, the Board shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by Hong Kong Companies Ordinance.

23 March 2012