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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 Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong, on Friday, 10 September 2010 at 11:00 a.m. to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

Ordinary Resolutions

- (1) **“THAT** the acquisition of the 35% interests of the equity capital in 海南航天投資管理有限公司 (Hainan Aerospace Investment Management Company Limited)* pursuant to the property right transfer agreement (the “Property Right Transfer Agreement”) entered into between 航科新世紀科技發展(深圳)有限公司 (CASIL New Century Technology Development (Shenzhen) Company Limited)* (the “Purchaser”) (a direct wholly-owned subsidiary of the Company) and 航天時代置業發展有限公司 (Aerospace Times Properties Development Limited)* (the “Vendor”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purpose) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed and the directors of the Company be and are hereby authorised to take all actions and to sign, execute and deliver all such agreements, deeds and documents for and on behalf of the Company as they may deem appropriate and expedient for the purpose of effecting the Property Right Transfer Agreement and the transactions contemplated thereunder.”
- (2) **“THAT** the appointment of Mr Shi Weiguo 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 be and is hereby approved.”

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

Hong Kong, 24 August 2010

As at the date of this announcement, the Board comprises:

Executive Directors

Mr Li Hongjun (*President*)
Mr Jin Xuesheng

Non-Executive Directors

Mr Wu Zhuo (*Chairman*)
Mr Chen Xuechuan
Mr Shi Weiguo
Dr Chan Ching Har, Eliza
Mr Zhou Qingquan

***Independent Non-Executive
Directors***

Mr Chow Chan Lum, Charles
Mr Luo Zhenbang
Mr Wang Junyan

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