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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, 25 March 2011 at 10:00 a.m. to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

#### Ordinary Resolutions

- (1) **THAT** the Main Contractor Contract with 中國建築股份有限公司 (China State Construction Engineering Corporation Limited) for the construction of the Shenzhen Aerospace Science & Technology Plaza at the tender price of RMB931,996,000, as more particularly set out in the Circular of the Company dated 25 January 2011, 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 transaction contemplated under the Main Contractor Contract, including the approval of variation orders provided that the aggregate consideration payable under the Main Contractor Contract shall not exceed 120% of the original tender price;
- (2) **THAT** (a) the entering into of the syndicate loan agreement and the supplemental agreement both dated 14 January 2011 with 航天科技財務有限責任公司 (Aerospace Science & Technology Finance Company Limited)<sup>#</sup>, 中國工商銀行股份有限公司深圳深圳灣支行 (Industrial and Commercial Bank of China, Shenzhen Shenzhen Bay Sub-branch) and 中國銀行股份有限公司深圳南頭支行 (Bank of China, Shenzhen Nantou Sub-branch) by 深圳市航天高科投資管理有限公司 (Shenzhen Aerospace Technology Investment Company Limited)<sup>#</sup> for a RMB1,500 million facility for a period of 5 years, which will include a bank guarantee of up to RMB150 million and advances of up to RMB1,350 million; (b) the provision of a mortgage over the land use right of a parcel of land in Shenzhen in favour of the Finance Syndicate; and (c) the payment of the arranger fee of 0.1% of the amount of the Facilities to 航天科技財務有限責任公司 (Aerospace Science & Technology Finance Company Limited)<sup>#</sup> and the transaction contemplated thereunder, as more particularly set out in the Circular of the Company dated 25 January 2011, 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 proposed transaction contemplated thereunder; and

(3) **THAT** the appointment of Mr Rui Xiaowu 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, 25 January 2011

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

<b>Executive Directors</b>	<b>Non-Executive Directors</b>	<b>Independent Non-Executive Directors</b>
Mr Li Hongjun ( <i>President</i> ) Mr Jin Xuesheng	Mr Rui Xiaowu ( <i>Chairman</i> ) Mr Wu Zhuo ( <i>Vice Chairman</i> ) Mr Chen Xuechuan Mr Shi Weiguo Dr Chan Ching Har, Eliza Mr Zhou Qingquan	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.
3. Resolutions numbered (1) to (3) are required to be approved by way of a poll, and CASC and its associates shall abstain from voting on resolution numbered (2).

# *These PRC entities do not have an official English name, the English names set out herein are for identification purpose only.*