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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)**

**ANNOUNCEMENT**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that, at the Extraordinary General Meeting held on 25 March 2011, the ordinary resolutions to approve the main contractor contract regarding the construction of the Shenzhen Aerospace Science & Technology Plaza and the re-election of a Director and his director's fee were duly passed by way of a poll by the Shareholders, and the ordinary resolution to approve the provision of land mortgage under the facility agreement to the Finance Syndicate was duly passed by way of a poll by the Independent Shareholders.

References are made to the announcements of China Aerospace International Holdings Limited (the "Company") dated 14 January 2011 and 23 January 2011 and the circular to its shareholders dated 25 January 2011 (the "Circular") in matters in relation to a major transaction of main contractor contract regarding the construction of the Shenzhen Aerospace Science & Technology Plaza, a connected transaction of the provision of land mortgage under the syndication loan agreement with a syndicate of financial institutions and the re-election of Director.

The Board is pleased to announce that, at the Extraordinary General Meeting held on 25 March 2011, the ordinary resolutions to approve the main contractor contract regarding the construction of the Shenzhen Aerospace Science & Technology Plaza and the re-election of a Director and his director's fee were duly passed by way of a poll by the Shareholders, and the ordinary resolution to approve the provision of land mortgage under the facility agreement to the Finance Syndicate was duly passed by way of a poll by the Independent Shareholders. Voting results are as follows:

| Resolutions* |  | Number of Votes Cast and Percentage of Total Number of Votes Cast |                       |
|--------------|--|---|-----------------------|
|              |  | For   | Against               |
| 1            | To approve the main contractor contract regarding the construction of the Shenzhen Aerospace Science & Technology Plaza. | 1,266,202,403<br>(100%)   | 0<br>(0%)             |
| 2            | To approve the provision of land mortgage under the syndication loan agreement to the Finance Syndicate.                 | 122,836,287<br>(100%)   | 0<br>(0%)             |
| 3            | To re-elect Mr Rui Xiaowu as a Director of the Company and approve his director's fee.                                   | 1,180,766,632<br>(93.26%)   | 85,337,571<br>(6.74%) |

\* Full text of the resolutions were set out in the notice of the Extraordinary General Meeting dated 25 January 2011.

As more than half of the votes were cast in favour of each of the above resolutions, each of the resolutions proposed at the Extraordinary General Meeting was duly passed as an ordinary resolution.

As at the date of the Extraordinary General Meeting, the total issued share capital of the Company was 3,085,021,882 shares. Since Aerospace Finance, being a subsidiary of CASC, which in turn is the controlling shareholder of the Company, is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the mortgage of the land use right of the Shenzhen Aerospace Science & Technology Plaza in favour of the Finance Syndicate as security constitutes a connected transaction of the Company. Hence, the three wholly-owned subsidiaries of CASC, namely Jetcote Investments Limited, Burhill Company Limited and Sin King Enterprises Company Limited (which together hold 1,143,330,636 shares, approximately 37.06% equity interest in the Company), and their respective associates (as defined under the Listing Rules) have abstained from voting at the Extraordinary General Meeting in respect of the ordinary resolution in relation to the provision of land mortgage to the Finance Syndicate. A total of 1,941,691,246 shares, representing approximately 62.94% of the total issued share capital of the Company, were entitled to attend and vote at the Extraordinary General Meeting in respect of the ordinary resolution in relation to the provision of land mortgage to the Finance Syndicate. In relation to the ordinary resolutions regarding the main contractor contract regarding the construction of the Shenzhen Aerospace Science & Technology Plaza and the re-election of Mr Rui Xiaowu as a Director of the Company and approval of his director's fee, a total of 3,085,021,882 shares, being the entire issued share capital of the Company, were entitled to vote. There was no shareholder who was entitled to attend but was only entitled to vote against the resolutions at the Extraordinary General Meeting.

Tricor Standard Limited, the Company's share registrar, was appointed as scrutineer for the vote-taking of the polls at the Extraordinary General Meeting.

Unless otherwise stated, terms used herein shall have the same meanings as defined in the Circular dated 25 January 2011.

By order of the Board  
**Wu Zhuo**  
*Vice Chairman*

Hong Kong, 25 March 2011

*As of 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 Rui Xiaowu ( <i>Chairman</i> )   | Mr Chow Chan Lum, Charles                  |
| Mr Jin Xuesheng                    | Mr Wu Zhuo ( <i>Vice Chairman</i> ) | Mr Luo Zhenbang                            |
|                                    | Mr Chen Xuechuan                    | Mr Wang Junyan                             |
|                                    | Mr Shi Weiguo                       |  |
|                                    | Dr Chan Ching Har, Eliza            |  |
|                                    | Mr Zhou Qingquan                    |  |