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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)**

### **PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

The Directors intend to put forward to the Shareholders a proposal to amend the Memorandum and Articles of Association in order to bring the constitution of the Company in line with current amendments made to the Listing Rules that came into effect on 1 January 2012 and 1 April 2012 respectively. Serving of notices and documents by electronic means is also proposed to be incorporated into the Articles of Association. In addition, the object clause of the Memorandum of Association is proposed to tidy up.

The amendments to the Memorandum and Articles of Association are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the Annual General Meeting.

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Accordingly, the Directors propose to seek the approval of the Shareholders of the Company by way of special resolution for the amendments to the Memorandum and Articles of Association at the Annual General Meeting of the Company to be held on 8 June 2012, so as to bring the constitution of the Company in line with current amendments made to the Listing Rules.

A circular containing further information in respect of the proposed amendments to the Memorandum and Articles of Association and a notice of Annual General Meeting will be dispatched to the Shareholders as soon as practicable. Notwithstanding the adoption of the new Articles will only take place at the Annual General Meeting, the Board intends to adhere to the proposed amendments so far as possible.

By order of the Board  
**Li Hongjun**  
*Executive Director & President*

Hong Kong, 26 March 2012

At the time of publication of this Announcement, the Board of Directors of the Company comprises:

***Executive Directors***

Mr Li Hongjun (*President*)  
Mr Jin Xuesheng

***Non-Executive Directors***

Mr Zhang Jianheng (*Chairman*)  
Mr Wu Zhuo (*Vice Chairman*)  
Mr Chen Xuechuan  
Mr Shi Weiguo

***Independent Non-Executive  
Directors***

Mr Luo Zhenbang  
Mr Wang Junyan  
Ms Leung Sau Fun, Sylvia