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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual 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 at 10:00 a.m. on Friday, 8 June 2012 for the following purposes:

1. To receive and adopt the Audited Accounts of the Company and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2011.
2. To approve the payment of a final dividend.
3. To consider the re-election of the retiring Directors and to approve the proposed Directors’ fee.
4. To consider the re-appointment of Messrs. Deloitte Touche Tohmatsu (德勤•關黃陳方會計師行) as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, passing the following resolutions as Ordinary Resolutions:

5. **“THAT:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;

- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or on the exercise of any options granted under the share option scheme of the Company or on the exercise of the conversion rights attaching to any convertible notes of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the Articles of Association of the Company to be held; and
- (c) the passing of an ordinary resolution of the Company in the general meeting revoking or varying the authority set out in this Resolution;

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares or any other rights to subscribe shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of share capital of the Company which are authorised to be repurchased by the Directors of the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(iii) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; and
 - (c) the passing of an ordinary resolution of the Company in the general meeting revoking or varying the authority set out in this Resolution.”
7. “**THAT** conditional on the passing of the Resolution No. 6 set out in the notice of the annual general meeting at which this Resolution is considered, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with new shares pursuant to the Resolution No. 5 set out in the said notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the said Resolution No. 6, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

As special business, to consider and, if thought fit, passing the following resolutions as Special Resolution:

8. “**THAT** the Memorandum and Articles of Association of the Company be and are hereby amended in the following respects:

(a) by deleting the first, second and third object clauses of the Memorandum of Association and substituting therefor the following:

First: The name of the Company is China Aerospace International Holdings Limited (中國航天國際控股有限公司)*.

* The name of the Company was “Conic Investment Company Limited (康力投資有限公司)” upon its establishment and by a special resolution passed on 25th June 1993, the name of the Company was changed to “China Aerospace International Holdings Limited (航天科技國際集團有限公司)” and by a special resolution passed on 30th November 2007, the name of the Company was changed to “China Aerospace International Holdings Limited(中國航天國際控股有限公司)”.

Second: The registered office of the Company will be situate in the Hong Kong Special Administrative Region of the People’s Republic of China.

Third: The Company has the capacity and the rights, powers and privileges of a natural person and the objects of the Company are unrestricted.

- (b) by adding the following definitions in Article 2 immediately after the definition of “capital” and rearranging the definitions in Article 2 in alphabetical order:

“electronic communication”	A communication sent by electronic transmission in any form through any medium;
“entitled person”	Words in Ordinance to bear same meaning in these Articles;
“relevant financial documents”	Words in Ordinance to bear same meaning in these Articles;
“summary financial report”	Words in Ordinance to bear same meaning in these Articles;

- (c) by deleting the definitions of “the Company”, “this Company”, “Hong Kong”, “writing” and “printing” in Article 2 and substituting therefor the following:

“the Company” or “this Company” shall mean China Aerospace International Holdings Limited (中國航天國際控股有限公司) (formerly known as “Conic Investment Company Limited (康力投資有限公司)” and “China Aerospace International Holdings Limited (航天科技國際集團有限公司)”);

“Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;

“in writing”, “written” and “printing” shall include writing, printing, lithography, xerography, photography or other modes of representing or reproducing words in a permanent visible form or, to the extent permitted by and in accordance with the Companies Ordinance and other applicable laws, rules and regulations, any visible substitute for writing (including an Electronic Communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form”

- (d) by adding the words “in particular, expressions of “entitled person”, “relevant financial documents” and “summary financial report” immediately “Ordinance” in the first line under paragraph “Words in Ordinance to bear same meaning in Articles” in Article 2;

- (e) by adding the following paragraph with margin note to the end of Article 2:

References to execution, document and notice	References to a document being executed include references to its being executed under hand or under seal or, to the extent permitted by and in accordance with the Companies Ordinance and other applicable laws, rules and regulations, by electronic signature or by any other method. References to a document or notice, to the extent permitted by and in accordance with the applicable laws, rules and regulations, include references to any information in visible form whether having physical substance or not.
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(f) by deleting the content of Article 66 and substituting therefor the following:

66. The Board may, whenever it thinks fit, convene an extraordinary general meeting.

(g) by appending the following new Article 66A with margin note immediately after Article 66:

66A. (1) The Board shall, notwithstanding anything in these Articles, on the requisition of members 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.

Convening of
extraordinary general
meeting on
requisition

(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 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 this Article 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 this Article, 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 Companies Ordinance.
- (h) by deleting the words “and except (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director together with any of his associates own 5 per cent. or more (as defined in paragraph (I) of this Article)” in the ninth line of Article 102(E);
 - (i) by deleting the words “Save as otherwise provided by these Articles” in the first line of Article 102(H) and substituting therefor the words “So long as the securities of the Company remain listed on the Stock Exchange, notwithstanding any provision to the contrary in these Articles” and by deleting Article 102(H)(v) and renumbering the existing Article 102(H)(vi) as the new Article 102(H)(v) and the existing Article 102(H)(vii) as the new Article 102(H)(vi);
 - (j) by deleting Articles 102(I) and (J) and renumbering the existing Article 102(K) as the new Article 102(I) and the existing Article 102(L) as the new Article 102(J);

(k) by deleting Article 167(B) with margin note and substituting therefor the following:

(B) Subject to Article 167(C), a copy of the Relevant Financial Documents and/or a copy of the Summary Financial Report (if the Board has so resolved and the recipient has, in accordance with and if required by the Companies Ordinance and other applicable laws, rules and regulations, consented or is deemed to have consented to receiving the Summary Financial Report in place of the Relevant Financial Documents) shall, not less than twenty-one clear days before the date of the relevant general meeting, be delivered or sent by post to the registered address of every Entitled Person and to the Auditors and the required number of copies of each of the Relevant Financial Documents and the Summary Financial Report, if published, shall at the same time be forwarded to the Stock Exchange.

Relevant Financial Documents to be sent to members

(C) If so resolved by the Board, subject to the Company complying with the Companies Ordinance and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from any Entitled Person (a "Consenting Person") and/or for giving a Notice of Publication (as defined in Article 171) to any such Consenting Person, the Company may treat the publication of the Relevant Financial Documents and/or the Summary Financial Report (as the case may be) on the Company's computer network, to which such person may have access, throughout the period beginning not less than twenty-one clear days before the relevant General Meeting, as discharging the Company's obligation to send to him a copy of such documents under Article 167(B).

(l) by deleting the content of Article 171 and substituting therefor the following:

171.(1) Subject to Article 171(2), any notice, document or other publication by the Company (including any "corporate communication" as defined in the Listing Rules) may be given or issued by the following means:

(A) by serving it personally on the relevant person;

(B) by sending it through the post in a prepaid envelope or wrapper addressed to a member at his registered address as appears in the Register (or in the case of other person, to such address as he may provide under Article 172);

(C) by delivering or leaving it at such address as aforesaid;

- (D) by placing an advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper for such period as the Board may think fit;
 - (E) if resolved by the Board, by sending or transmitting it as an Electronic Communication to the relevant person at such electronic address as he may provide under Article 172, subject to the Company complying with the applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;
 - (F) if resolved by the Board, by publishing it on the Company's computer network to which the relevant person may have access, subject to the Company complying with the applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network (a "Notice of Publication"); or
 - (G) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the applicable laws, rules and regulations.
- (2) Any Notice of Publication may be given or issued by any of the means mentioned in Article 171(1), other than the means specified in paragraph (F) thereof.
- (m) by deleting the content of Article 172 and substituting therefor the following:
172. Every member of and holder of debentures of the Company or a person who is entitled to receive notice from the Company under the provisions of the Companies Ordinance or these Articles shall register with the Company an address either in Hong Kong or elsewhere and/or an electronic address to which notices can be served upon him and if any such person shall fail to do so, notice may be served on such person by sending the same in any of the manners mentioned to his last known registered address or electronic address, or if there is none, a notice displayed at the registered office and shall have remained there for the space of twenty-four hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.
- (n) by deleting the content of Article 173 and substituting therefor the following:
173. Any notice, document or other publication (including any "corporate communication" as defined in the Listing Rules) given or issued by or on behalf of the Company:
- (A) if served by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service or delivery it shall be sufficient to prove that the envelope

or wrapper containing the notice, document or publication was properly addressed, prepaid and put into such post office and a certificate in writing signed by the Secretary or other officer of the Company that the envelope or wrapper containing the notice, document or publication was so addressed, prepaid and put into the post office shall be conclusive evidence thereof;

- (B) if sent or transmitted as an Electronic Communication, shall be deemed to have been served at the time when the notice, document or publication is transmitted electronically provided that no notification that the Electronic Communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice, document or publication being served;
 - (C) if published on the Company's computer network, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's computer network to which the relevant person may have access or the day on which the Notice of Publication is deemed to have been served or delivered to such person under these Articles, whichever is later;
 - (D) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery and in proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company that the notice, document or publication was so served or delivered shall be conclusive evidence of the service or delivery; or
 - (E) if published as an advertisement in a newspaper permitted under Article 171(1)(D), shall be deemed to have been served on the day on which the advertisement first so appears.
- (o) by deleting the words "through the post in a prepaid letter, envelope or wrapper addressed" in the third line of Article 174 and substituting therefor the words "in such manner as provided in Article 171", and by adding immediately after the word "address" in the fifth line of Article 174 the words "(including electronic address)";
 - (p) by adding immediately after the word "address" in the third line of Article 175 the words "(including electronic address)";
 - (q) by deleting the words "by post to, or left at the registered address of any member" in the first line of Article 176 and substituting therefor the words "to any member in such manner as provided in Article 171"; and

(r) by adding immediately after Article 177 the following new Article 177A and margin note:

177A. Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to any “corporate communication” as defined in the Listing Rules, may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language.”

Language version of corporate information

9. Any other business.

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

Hong Kong, 25 April 2012

As of the date 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 Fan, Sylvia

Notes:

1. Any Shareholder 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 Company's share registrar, 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. To ensure Shareholders the right to attend and vote at the Annual General Meeting and to qualify to receive the distribution of final dividend, the Register of Members of the Company will be closed and details of which are as follows:

(1) To ensure Shareholders the right to attend and vote at the Annual General Meeting:

Latest time for lodging transfers of shares and related documents for registration	:	4:30 p.m. on Tuesday, 5 June 2012
Closure of Register of Members	:	From Wednesday, 6 June 2012 to Friday, 8 June 2012 (both days inclusive)
Record Date	:	Friday, 8 June 2012

(2) To ensure Shareholders the right to qualify for the distribution of final dividend:

Latest time for lodging transfers of shares and related documents for registration	:	4:30 p.m. on Wednesday, 13 June 2012
Closure of Register of Members	:	From Thursday, 14 June 2012 to Monday, 18 June 2012 (both days inclusive)
Record Date	:	Monday, 18 June 2012

4. To ensure Shareholders the right to attend and vote at the Annual General Meeting and to qualify for the distribution of final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration. Subject to approval by the Shareholders at the Annual General Meeting, dividend warrants are expected to be despatched to Shareholders by post on or around Thursday, 12 July 2012.