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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, 4 January 2013 at 11:00 a.m. to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

Ordinary Resolution

“**THAT** the subscription agreement dated 5 November 2012 (“Subscription Agreement”) entered into between CASIL Hainan Holdings Limited, CASIL New Century Technology Development (Shenzhen) Company Limited* (航科新世紀科技發展(深圳)有限公司), Hainan Expressway Co., Ltd.* (海南高速公路股份有限公司) (“Hainan Expressway”) and China Great Wall Industry Corporation* (中國長城工業集團有限公司) (“CGWIC”) in respect of the subscription by each of Hainan Expressway and CGWIC of 25% of the enlarged registered capital of Hainan Aerospace Investment Management Company Limited* (海南航天投資管理有限公司) at RMB312,720,000 and the granting of a right to Hainan Expressway to further subscribe for up to RMB300,000,000 of the registered capital (a copy of the Subscription Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder, as more particularly set out in the Circular of the Company dated 11 December 2012, 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 transactions contemplated under the Subscription Agreement.”

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

Hong Kong, 11 December 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 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. The resolution is required to be approved by way of a poll, and CASC and its associates shall abstain from voting on the resolution.
- * *These PRC entities do not have an official English name, the English names set out herein are for identification purpose only.*