
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

If you have sold all your shares in China Aerospace International Holdings Limited, you should at once hand this document and the accompanying 2019 Annual Report and the form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

If you are in any doubt as to any aspect of this document or as to any action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.



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 GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SECURITIES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Aerospace International Holdings Limited to 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 Wednesday, 24 June 2020 is set out on pages 14 to 18 of this document.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Standard Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on Monday, 22 June 2020. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Measures will be taken to prevent and control the spread of the novel coronavirus at the Annual General Meeting, including:

- **compulsory body temperature checks and health declarations**
- **recommended wearing of a surgical face mask for each attendee**
- **no distribution of corporate gift or refreshment**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. Details of which please refer to page 3 of this document.

The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

Due to the constant evolving novel coronavirus situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company's website at <https://www.casil-group.com> for the latest announcements and information.

CONTENTS

	<i>Page</i>
Definitions	1
Precautionary Measures for the Annual General Meeting	3
Letter from the Board	
Introduction	4
General Mandates to Issue Shares and Repurchase Securities	5
Re-election of Directors	5
Final Dividend	6
Voting Procedure	6
Recommendation	6
Annual General Meeting	6
Appendix 1 — Explanatory Statement of the Repurchase Proposal	7
Appendix 2 — Details of Directors Proposed to be Re-elected	10
Notice of Annual General Meeting	14

DEFINITIONS

In this document, the following expressions have the following meanings, unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 24 June 2020, the notice of which is set out on pages 14 to 18 of this circular;
“Board”	the Board of Directors;
“Companies Ordinance”	the Companies Ordinance (Cap. 622 of the laws of Hong Kong);
“Company”	China Aerospace International Holdings Limited, a company incorporated in Hong Kong with limited liability, the securities of which are listed on the Stock Exchange;
“Directors”	the directors of the Company;
“HK\$”	Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	17 April 2020, being the latest practicable date prior to the printing of this document for ascertaining certain information referred to in this document;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Register”	the Register of Members of the Company;
“Registrar”	the Company’s share registrar, Tricor Standard Limited, of Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“Repurchase Proposal”	the general and unconditional mandate proposed to be granted to the Directors to empower the Directors to repurchase Shares, details of which are set out in the section headed “General Mandates to Issue Shares and Repurchase Securities”;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong);

DEFINITIONS

“Share(s)”	share(s) in the share capital of the Company;
“Shareholders”	holders of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers.

* *This PRC entity does not have an English name, the English name sets out in this Circular is for identification purpose only.*

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

We care the health of our shareholders, staff and stakeholders and that is of paramount importance. In view of the ongoing novel coronavirus pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at the meeting venue entrance. Any person whose body temperature over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee shall declare whether (a) he/she has traveled outside Hong Kong within the 14-day period immediately before the date of Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions or is wearing a wristband for compulsory quarantine may be denied entry into the meeting venue or be required to leave the meeting venue.
- (iii) The Company encourages each attendee inside the meeting venue to wear self-prepared surgical face mask throughout the meeting, and to maintain a safe distance between seats.
- (iv) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting for the purpose of exercising voting rights is not necessary. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board of Directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at comsec@casil-group.com.

If any shareholder has any question relating to precautionary measures of the meeting, please contact the Company's Registrar, Tricor Standard Limited, as follows:

Address: Level 54, Hopewell Centre 183 Queen's Road East, Wan Chai, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Tel: (852) 2980-1333

Fax: (852) 2861-1465



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)

Executive Directors:

Mr Liu Meixuan (*Chairman*)

Mr Jin Xuesheng (*President*)

Non-executive Directors:

Mr Liu Xudong

Mr Hua Chongzhi

Mr Mao Yijin

Mr Luo Zhenbang (*Independent*)

Ms Leung Sau Fan, Sylvia (*Independent*)

Mr Wang Xiaojun (*Independent*)

Registered Office:

Room 1103–1107A,
One Harbourfront,
18 Tak Fung Street,
Hung Hom, Kowloon,
Hong Kong

27 April 2020

To Shareholders of the Company,

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SECURITIES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

It is proposed that at the Annual General Meeting of the Company be held on Wednesday, 24 June 2020, the notice of which is set out on pages 14 to 18 of this document, the Shareholders are requested to consider and, if appropriate, amongst others, to grant to the Directors general mandates to issue and repurchase securities of the Company, and to re-elect Directors.

LETTER FROM THE BOARD

In accordance with the Listing Rules, the Company is required to send to its Shareholders an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of a mandate to the Directors to exercise the powers of the Company to purchase its own securities.

The purpose of this document is to set out such information in relation to the proposed mandate, the re-election of Directors and the Annual General Meeting.

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SECURITIES

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders' approval whereby the Directors will be given a general and unconditional mandate to allot, issue and otherwise deal with new Shares representing up to 20 per cent. of the issued Share of the Company as at the date the resolution is passed. As of the Latest Practicable Date, the number of issued Shares of the Company is 3,085,021,882.

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders' approval whereby the Directors will be given a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this document. An explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of a mandate to the Directors to exercise the powers of the Company to purchase its own securities is set out in Appendix 1 to this document.

In addition, conditional upon the proposed resolution to authorise the repurchase of securities as more particularly described under the paragraph headed "Shareholders' Approval" under the "Explanatory Statement on the Repurchase Proposal" in Appendix 1 being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to a number equal to the Shares purchased under the authority to repurchase. In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase of Shares, whether on the Stock Exchange or otherwise, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which were outstanding prior to that purchase of its own securities, without the prior approval of the Stock Exchange.

RE-ELECTION OF DIRECTORS

Mr Jin Xuesheng will retire by rotation at the Annual General Meeting pursuant to Code A4.2 of Appendix 14 of the Listing Rules and Article 94 of the Company's Articles of Association that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointments. Ms Leung Sau Fun, Sylvia and Mr Mao Yijin, due to expiry of their two-year term, will retire by rotation at the Annual General Meeting in accordance with Article 103(A) of the Company's Articles of Association. All, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

On 16 April 2020, the Board of Directors announced that Mr Hua Chongzhi was appointed as a Non-Executive Director and member of Remuneration Committee of the Company.

Pursuant to Code A.4.2 of Appendix 14 of the Listing Rules and Article 94 of the Company's Articles of Association, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. As such, an ordinary resolution will be proposed at the Annual General Meeting to approve the re-election of Mr Hua Chongzhi.

The biographical details, the interests in the Shares (if any) and the remuneration of the retiring Directors are provided in Appendix 2 to this document.

FINAL DIVIDEND

Subject to approval by Shareholders at the Annual General Meeting, the Board has recommended a final dividend of HK2 cents per Share for the year ended 31 December 2019 payable to the Shareholders whose names appeared on the Register of Members of the Company on Monday, 6 July 2020.

VOTING PROCEDURE

Pursuant to Rules 13.39(4) and 13.39(5) of the Listing Rules, the vote of Shareholders at the Annual General Meeting will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the Annual General Meeting. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5).

RECOMMENDATION

The Directors are of the opinion that the general mandates to issue Shares and the Repurchase Proposal, and the re-election of Directors are in the best interests of the Company and its Shareholders and therefore recommend that you vote in favour of all the resolutions to be proposed at the forthcoming Annual General Meeting.

ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 14 to 18 of this document.

A form of proxy is enclosed with this document for use at the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete and return the enclosed form of proxy to the Company's share registrar, Tricor Standard Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not later than 10:00 a.m. on Monday, 22 June 2020. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

Yours faithfully,
Liu Meixuan
Chairman & Executive Director

Set out below further information of the Repurchase Proposal.

SHAREHOLDERS' APPROVAL

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders' approval whereby the Directors will be given a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this document.

The Directors believe that the grant of a general mandate to repurchase securities would give the Company additional flexibility that would be beneficial. The repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. A maximum of 10 per cent. of the issued Share as at the date the resolution is passed may be repurchased by the Company. As of the Latest Practicable Date, the number of Shares may be repurchased are 308,502,188 Shares. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company. On the basis of the consolidated financial position of the Company as at 31 December 2019 (being the date to which the latest published audited accounts of the Company have been made up) and in particular the working capital or gearing position of the Company at that time and the number of Shares in issue, the Directors consider that there may be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed purchases were to be carried out in full at any time during the proposed purchase period. However, no purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position as at 31 December 2019).

SOURCE OF FUNDS

Purchase of Shares must be funded out of funds legally available for the purpose in accordance with the Company's Articles of Association and the laws of Hong Kong.

DIRECTORS AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of the associates (as defined in the Listing Rules) of any of the Directors have any present intention, in the event that the grant to the Directors of a repurchase mandate is approved by the Shareholders, to sell Shares to the Company.

No persons who are connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make purchases of Shares. In accordance with the Listing Rules, the Company shall not knowingly purchase Shares from a connected person on the Stock Exchange.

UNDERTAKING TO THE STOCK EXCHANGE

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules, all applicable laws of Hong Kong, the jurisdiction in which the Company is incorporated, and in accordance with the Articles of Association of the Company.

HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a share repurchase, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change in control, may in certain circumstances give rise to an obligation to make a general offer for shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, and according to the register of substantial shareholders' interests maintained pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong, the following Shareholders were interested in 5 per cent. or more of the issued share capital of the Company:

Name	Capacity	Direct interest (Yes/No)	Number of shares interested (Long Position)	Percentage of issued share capital
China Aerospace Science & Technology Corporation	Interests in controlled corporation	No	1,183,598,636	38.37%
Burhill Company Limited	Beneficial owner	Yes	1,183,598,636	38.37%

Note: Burhill Company Limited is a wholly-owned subsidiary of China Aerospace Science & Technology Corporation, the shares held by it form the total number of shares in which China Aerospace Science & Technology Corporation was deemed interested.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital or underlying shares of the Company as at 31 December 2019.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Proposal, then (if the above shareholdings otherwise remain the same) the attributable shareholdings of China Aerospace Science & Technology Corporation and Burhill Company Limited in the Company would be increased to approximately 42.63 per cent. of the issued Share of the Company. The increase would give rise to China Aerospace Science & Technology

APPENDIX 1 EXPLANATORY STATEMENT OF THE REPURCHASE PROPOSAL

Corporation an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. As of the Latest Practicable Date, the Directors are not aware of any other consequence which would arise under the Takeovers Code as a result of any purchases by the Company of its Shares, and the Company does not have the intention to repurchase the Shares to such extent at present.

SHARES REPURCHASED

During the 6 months preceding the Latest Practicable Date, no Shares were repurchased by the Company.

TRADING PRICES FOR SHARES IN THE PAST 12 MONTHS

During the 12 months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.620	0.520
May	0.540	0.470
June	0.510	0.470
July	0.520	0.470
August	0.480	0.395
September	0.460	0.420
October	0.490	0.430
November	0.460	0.415
December	0.495	0.420
2020		
January	0.435	0.420
February	0.470	0.415
March	0.445	0.330
April (up to the Latest Practicable Date)	0.405	0.355

The followings are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

(1) Mr Jin Xuesheng, Executive Director & President

Mr Jin Xuesheng, aged 57, a Senior Engineer, is the Executive Director and President of the Company. He graduated from Harbin Institute of Technology with an engineering bachelor degree and the University of Lancaster in the United Kingdom with a MBA degree. From 1984, he held such positions as Deputy Division Director and Division Director of the Planning and Operation Division, Engineer and Deputy Factory Director at Capital Engineering Factory under China Academy of Launch Vehicle Technology, as well as Managing Director of Langfang Hangxing Packaging Machinery Company Limited, the Vice President and Financial Controller of China Spacesat Company Limited (stock code: 600118), the shares of which are listed on Shanghai Stock Exchange, Deputy General Manager of Beijing Aerospace Satellite Applications Company and Deputy General Manager of Aerospace Technology Investment Holdings Limited, and the Director, Deputy General Manager and Financial Controller of Shanghai Aerospace Technology Investment Management Company Limited, a subsidiary of the Company, from November 2006. Among which, he was the Executive Director and Vice President of the Company from September 1999 to May 2001. Mr Jin possesses extensive corporate management experience, especially the experience in financial management. He was appointed as a Non-Executive Director in March 2008 and was re-designated as an Executive Director and appointed as Executive Vice President in May 2010. He resigned the position of Executive Director in December 2018 but remained the position of Executive Vice President. In December 2019, he was appointed as the Executive Director and President.

Save as disclosed above, Mr Jin did not hold directorships in any other listed public companies in the last three years and is not connected with any other directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Jin did not enter into any service contract with the Company but entered into an engagement letter with the Company pursuant to the Listing Rules, terms of which, *inter alia*, are subject to the rotational retirement requirements under the Company's Articles of Association. Based on the Company's emolument policy, Mr Jin is entitled to receive a monthly salary of HK\$123,220, payable on a 13-month basis per annum, and a bonus determined in accordance with the result performance of the Company and his contributions to the Company.

Save as disclosed above, there is no other information that needs to be brought to the attention of the Shareholders or disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(2) Ms Leung Sau Fan, Sylvia, Independent Non-Executive Director

Ms Leung Sau Fan, Sylvia, aged 56, is an Independent Non-Executive Director of the Company. Ms Leung holds a bachelor's degree of arts in accountancy from City University of Hong Kong and had studied as an external student and passed the approved examinations and obtained a bachelor of laws degree from the University of London. Ms Leung was an independent non-executive director of Prosper Construction Holdings Limited (stock code: 6816), shares of which is listed on The Stock Exchange of Hong Kong Limited. Ms Leung is currently a Responsible Officer of a company licensed to conduct, among others, type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance and is also an independent non-executive director of Poly Property Group Co., Limited (stock code: 119), shares of which is listed on The Stock Exchange of Hong Kong Limited. She has over 20 years of experience in company secretarial and corporate finance advisory. She was appointed as an Independent Non-Executive Director of the Company in March 2012.

Save as disclosed above, Ms Leung did not hold directorships in any other listed public companies in the last three years and is not connected with any other directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms Leung did not enter into any service contract with the Company but entered into an engagement letter with the Company pursuant to the Listing Rules, terms of which, *inter alia*, have a fixed term of two years and is subject to the rotational retirement requirements under the Company's Articles of Association. Ms Leung is entitled to receive a director's fee of HK\$150,000, a remuneration to the member of audit committee of HK\$50,000 and that of remuneration committee of HK\$30,000, and a meeting allowance of not more than HK\$30,000 per year, subject to the approval of the Shareholders at the Annual General Meeting. The amount of the director's fee is based on her previous experience, professional qualifications, the operation situation of the Company and the prevailing market condition.

Save as disclosed above, there is no other information that needs to be brought to the attention of the Shareholders or disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(3) Mr Hua Chongzhi, Non-Executive Director

Mr Hua Chongzhi, aged 59, is a Research Fellow (associate dean grade) of Shanghai Academy of Spaceflight Technology, mainly responsible for international business. Graduated from Harbin Institute of Technology in 1985 with a master degree of Mechanical Engineering and from Tsinghua University with an EMBA degree in 2012, he has been working in aerospace industry field for 35 years. He had been appointed as a Deputy Director of an institute under China Aerospace Corporation in 1994, the Deputy Director of Foreign Affairs Department of China National Space Administration in 1996, Deputy Director of Administration Department of China Aerospace Science and Technology Corporation in 1999 and a Director and Vice President of China Great Wall Industry Cooperation in 2004. He was the Vice President of Shanghai Academy of Spaceflight Technology from October 2013. He has been a Research Fellow (associate dean grade) of Shanghai Academy of Spaceflight Technology since November 2019. Mr Hua was appointed as a Non-Executive Director of the Company in April 2020.

Save as disclosed above, Mr Hua did not hold directorships in any other listed public companies in the last three years and is not connected with any other directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Hua did not enter into any service contract with the Company but entered into an engagement letter with the Company pursuant to the Listing Rules, terms of which, *inter alia*, have a fixed term of two years and is subject to the rotational retirement requirements under the Company's Articles of Association. Mr Hua will not receive any remuneration from the Company as he is being a senior officer of China Aerospace Science & Technology Corporation's research academy.

Save as disclosed above, there is no other information that needs to be brought to the attention of the Shareholders or disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(4) Mr Mao Yijin, Non-Executive Director

Mr Mao Yijin, aged 57, is a Non-Executive Director of the Company. He graduated from the Faculty of Industrial Economics, Hubei Institute of Finance and Economics in 1985. He joined No. 1 Research Academy under China Aerospace Science & Technology Corporation shortly after graduation and held such posts as staff of the Planning Department, a Deputy Division Director and Senior Engineer of the Planning Division, a Division Director of the Finance Division, a Deputy Director General of the General Business Department; a Deputy Director General of No. 18 Research Institute, the Chief Accountant of No. 11 Research Academy, and the Chief Accountant and Deputy Head of Shanghai Academy of Spaceflight Technology. Since June 2016, he has served as a Consultant of Shanghai Academy of Spaceflight Technology and a director of both China Lucky Group Corporation and China Great Wall Industry Corporation. Mr Mao has ample experience in administration management and financial management. Mr Mao was appointed as a Non-Executive Director of the Company in August 2016.

Save as disclosed above, Mr Mao did not hold directorships in any other listed public companies in the last three years and is not connected with any other directors, senior management, substantial or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Mao did not enter into any service contract with the Company but entered into an engagement letter with the Company pursuant to the Listing Rules, terms of which, *inter alia*, have a fixed term of two years and is subject to the rotational retirement requirements under the Company's Articles of Association. Mr Mao will not receive any remuneration from the Company as he is being a senior officer of China Aerospace Science & Technology Corporation's subsidiary.

Save as disclosed above, there is no other information that needs to be brought to the attention of the Shareholders or disclosed pursuant to Rule 13.51(2) of the Listing Rules.



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 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 Wednesday, 24 June 2020 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 2019.
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;

NOTICE OF ANNUAL GENERAL MEETING

(iii) the aggregate amount of Shares 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 any issue of the Shares of the Company on the exercise of subscription rights attaching to any warrants of the Company 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 Shares 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 issued Shares 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

NOTICE OF ANNUAL GENERAL MEETING

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 Shares 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 issued Shares of the Company 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 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 Shares 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 issued Shares of the Company in issue as at the date of passing this Resolution.”
8. Any other business.

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

Hong Kong, 27 April 2020

NOTICE OF ANNUAL GENERAL MEETING

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 needs 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 Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 10:00 a.m., Monday, 22 June 2020.
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 Thursday, 18 June 2020

Closure of Register of Members: from Friday, 19 June 2020 to Wednesday, 24 June 2020 (both days inclusive)

Record Date: Wednesday, 24 June 2020

- (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 Tuesday, 30 June 2020

Closure of Register of Members: from Thursday, 2 July 2020 to Monday, 6 July 2020 (both days inclusive)

Record Date: Monday, 6 July 2020

NOTICE OF ANNUAL GENERAL MEETING

4. The Register of Members of the Company will be closed at the abovementioned periods. 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration on or before 4:30 p.m. on Thursday, 18 June 2020 and Tuesday, 30 June 2020 respectively. Subject to approval by the Shareholders at the Annual General Meeting, dividend warrants are expected to be despatched to the Shareholders by post on or around Monday, 20 July 2020.