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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 OF RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND WITHDRAWAL OF A RESOLUTION AT THE ANNUAL GENERAL MEETING**

#### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board of Directors (the “Board”) of China Aerospace International Holdings Limited (the “Company”) hereby announces that Ms Leung Sau Fan, Sylvia (“Ms Leung”), an Independent Non-Executive Director of the Company, will not offer herself for re-election at the Company’s annual general meeting (the “Annual General Meeting”) to be held on Friday, 24 June 2022 at 10:00 a.m. due to her intention to leave more time to deal with her personal matters. Accordingly, Ms Leung will retire as an Independent Non-Executive Director and will also cease to be the Chairman of the Remuneration Committee and member of both Audit Committee and Nomination Committee of the Company upon conclusion of the Annual General Meeting.

Ms Leung has confirmed that she has no disagreement with the Board and there are no matters with respect to her retirement that needs to be brought to the attention of the shareholders of the Company (the “Shareholders”) and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board would like to express its sincere appreciation and gratitude to Ms Leung for her valuable contributions to the Board during her tenure of services with the Company.

Following the retirement of Ms Leung upon conclusion of the Annual General Meeting, (i) the number of Independent Non-Executive Directors will fall below the minimum number required under Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and one-third of the Board as required under Rule 3.10A; (ii) the number of members of the Audit Committee will fall below the minimum number required under Rule 3.21 of the Listing Rules; (iii) the Remuneration Committee does not comprise a majority of Independent Non-Executive Director and the office of the Chairman of the Remuneration Committee will become vacant, which does not fulfil the requirement under Rule 3.25 of the Listing Rules; and (iv) the Nomination Committee does not comprise a majority of Independent Non-Executive Director as required under Rule 3.27A of the Listing Rules.

The Board is identifying a suitable candidate with appropriate background and qualification for appointment as an Independent Non-Executive Director and will fill the vacancy as soon as possible and within three months from the effective date of the retirement of Ms Leung as required by the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

## **WITHDRAWAL OF A RESOLUTION AT THE ANNUAL GENERAL MEETING**

As Ms Leung will not offer herself for re-election at the Annual General Meeting, the resolution no. 3A(ii) in respect of the re-election of Ms Leung as Director as set out in the circular (the “Circular”), the notice of the annual general meeting (the “AGM Notice”) and the proxy form (the “Proxy Form”) of the Company all dated 29 April 2022 are no longer applicable and will not be put forward for consideration and approval by the Shareholders at the Annual General Meeting. Save for the foregoing, all information and contents as set out in the Circular, the AGM Notice and the Proxy Form remains unchanged. The Proxy Form shall remain valid except that no poll will be conducted or counted for resolution no. 3A(ii) at the Annual General Meeting.

By order of the Board

**Zhou Limin**

*Chairman & Executive Director*

Hong Kong, 17 June 2022

*At the date of this Announcement, the Board of Directors of the Company comprises:*

***Executive Directors***

Mr Zhou Limin (*Chairman*)

Mr Jin Xuesheng (*President*)

***Non-Executive Directors***

Mr Liu Xudong

Mr Hua Chongzhi

Mr Mao Yijin

***Independent Non-Executive Directors***

Mr Luo Zhenbang

Ms Leung Sau Fan, Sylvia

Mr Wang Xiaojun