
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in AVIC Joy Holdings (HK) Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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AVIC Joy Holdings (HK) Limited

幸福控股(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 260)

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening the annual general meeting of the Company to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 28 May 2020 at 9:30 a.m. is set out on pages 17 to 21 of this circular. A proxy form for use at the annual general meeting is enclosed with this circular. Such proxy form is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying proxy form, in accordance with the instructions printed thereon and return the same to the share registrar of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

17 April 2020

PRECAUTIONARY MEASURES FOR THE AGM

Please see pages 1 to 2 of this circular for precautionary measures being taken to prevent and control the spread of the novel coronavirus at the AGM, including:

- compulsory body temperature checks and health declarations;
- compulsory wearing of surgical face masks, maintain safe distance between seats; and
- no refreshment will be served.

Any person who does not comply with the above precautionary measures may be denied entry into the AGM venue. The Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the AGM at all times, and reminds the Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

CONTENTS

| | <i>Page</i> |
|--|-------------|
| Precautionary measures for the AGM | 1 |
| Definitions | 3 |
| Letter from the Board | |
| Introduction | 5 |
| General Mandate and Buy-back Mandate | 6 |
| Re-election of Directors | 7 |
| AGM | 8 |
| Responsibility statement | 8 |
| Recommendation | 8 |
| General | 9 |
| Appendix I — Explanatory statement | 10 |
| Appendix II — Details of Directors proposed to be re-elected at the AGM | 14 |
| Notice of AGM | 17 |

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing novel coronavirus (COVID-19) epidemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect the Shareholders, staff and other stakeholders who attend the AGM from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) all Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a health declaration form providing their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had close contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines published on the website of the Centre for Health Protection of Department of Health of Hong Kong at www.chp.gov.hk/en/features/102742.html) at any time in the preceding 14 days;
- (iii) the Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the AGM at all times, and to maintain a safe distance between seats; and
- (iv) no refreshment will be served at the AGM.

Any person who does not comply with above requirements may be denied entry into the AGM venue or be required to leave the AGM venue. To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of other attendees at the AGM. In our case, denied entry to the AGM venue also means that person will not be allowed to attend the AGM.

In the interest of all stakeholders' health and safety and in accordance with recent guidelines for prevention and control of the spread of novel coronavirus, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, the Shareholders may complete the proxy forms and appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy forms were despatched to the Shareholders together with this circular, and can otherwise be downloaded from the websites of the Company at www.avicjoyhk.com or the Stock Exchange at www.hkexnews.hk. If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

PRECAUTIONARY MEASURES FOR THE AGM

If you have any questions relating to the AGM, please contact the Company's share registrar, Tricor Tengis Limited, via the following:

Address : Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Email : is-enquiries@hk.tricorglobal.com
Telephone : +852 2980 1333
Fax : +852 2810 8185

DEFINITIONS

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

| | |
|----------------------------|---|
| “AGM” | the annual general meeting of the Company to be convened and held on Thursday, 28 May 2020 at 9:30 a.m. at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong or any adjournment thereof, the notice of which is set out on pages 17 to 21 of this circular |
| “Articles” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of Directors |
| “Buy-back Mandate” | the general mandate proposed to be granted to the Directors at the AGM to buy back Shares up to 10% of the number of issued Shares as at the date of the passing of the relevant resolution |
| “close associate(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Companies Ordinance” | Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time |
| “Company” | AVIC Joy Holdings (HK) Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange |
| “core connected person(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “General Mandate” | the general mandate proposed to be granted to the Directors at the AGM to issue new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | 8 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Listing Rules” | Rules Governing the Listing of Securities on the Stock Exchange |

DEFINITIONS

| | |
|------------------------------|--|
| “PRC” | the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan) |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time |
| “Share(s)” | ordinary share(s) of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary(ies)” | has the meaning ascribed thereto under the Listing Rules |
| “substantial shareholder(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Takeovers Code” | the Code on Takeovers and Mergers |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

LETTER FROM THE BOARD



AVIC Joy Holdings (HK) Limited

幸福控股(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 260)

Executive Directors:

Mr. WU Xiaodong (*Chairman and Chief Executive Officer*)
Mr. ZHANG Zhibiao
Ms. WANG Ying
Ms. MU Yan

Registered office:

Room A02, 35/F
United Centre
No. 95 Queensway
Hong Kong

Independent non-executive Directors:

Mr. JIANG Ping
Ms. WU Rui
Mr. GUO Wei

17 April 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for, among other things, the granting of the General Mandate and the Buy-back Mandate, the re-election of Directors and the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE AND BUY-BACK MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant the General Mandate and the Buy-back Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with additional Shares (other than by way of rights offering or pursuant to a share option scheme for employees and/or directors of the Company and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate number of Shares not exceeding 20% of the total number of Shares in issue as at the date of the granting of the General Mandate.

As at the Latest Practicable Date, the Company had an aggregate of 5,943,745,741 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Directors would be allowed under the General Mandate to allot, issue and deal with a maximum of 1,188,749,148 Shares.

Buy-back Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to buy back Shares (i.e. the Buy-back Mandate) on the Stock Exchange of an aggregate number of Shares not exceeding 10% of the total number of Shares in issue as at the date of the granting of the Buy-back Mandate.

Subject to the passing of the resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Directors would be allowed under the Buy-back Mandate to buy back a maximum of 594,374,574 Shares.

The General Mandate and the Buy-back Mandate shall continue to be in force during the period from the date of the passing of the resolutions for the approval of the General Mandate and the Buy-back Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Ordinance or any other applicable laws to be held; or (iii) the revocation or variation of the General Mandate or the Buy-back Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

LETTER FROM THE BOARD

An explanatory statement in connection with the Buy-back Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Buy-back Mandate.

RE-ELECTION OF DIRECTORS

According to Article 87 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In accordance with Article 87 of the Articles, Mr. WU Xiaodong, Mr. ZHANG Zhibiao and Mr. JIANG Ping shall retire from office by rotation at the AGM and, being eligible, each of Mr. WU Xiaodong and Mr. ZHANG Zhibao will offer himself for re-election as executive Director and Mr. JIANG Ping will offer himself for re-election as independent non-executive Director at the AGM.

At the AGM, separate ordinary resolutions will be proposed to re-elect each of Mr. WU Xiaodong and Mr. ZHANG Zhibiao as executive Director and Mr. JIANG Ping as independent non-executive Director.

The biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

On 30 March 2020, the nomination committee of the Company, after having reviewed the profiles and the contributions of the retiring independent non-executive Director, Mr. JIANG Ping, who has offered himself for re-appointment at the AGM, reported to the Board for it to propose the re-election of Mr. JIANG Ping as independent non-executive Director at the AGM.

In proposing Mr. JIANG Ping to stand for re-election as an independent non-executive Director at the AGM, the Board has considered his experience, his contribution to the Board and his commitment to the role and that Mr. JIANG Ping has extensive experiences in private equity investment and company operations.

The Board considers that in view of the educational background and professional knowledge and experience as mentioned above and set out in Appendix II to this circular, Mr. JIANG Ping, if re-elected as an independent non-executive Director, will continue to bring valuable perspectives, knowledge, skills and experience to the Board for its efficient and effective functioning. The Board also believes that the re-appointment of Mr. JIANG Ping as an independent non-executive Director will contribute to the diversity (in particular in terms of skills) of the Board.

LETTER FROM THE BOARD

The Board also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules of Mr. JIANG Ping, and is satisfied with his independence and recommends Mr. JIANG Ping to be re-elected as an independent non-executive Director at the AGM.

AGM

A notice convening the AGM to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 28 May 2020 at 9:30 a.m. is set out on pages 17 to 21 of this circular. Resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate and the Buy-back Mandate and the proposed re-election of Directors.

A proxy form for use at the AGM is enclosed with this circular and such proxy form is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 59(A) of the Articles, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed grant of the General Mandate and the Buy-back Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
AVIC Joy Holdings (HK) Limited
WU Xiaodong
Chairman, Executive Director and Chief Executive Officer

This Appendix serves as an explanatory statement which contains all the information required under Rule 10.06(1)(b) of the Listing Rules and also constitutes a memorandum required under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, 5,943,745,741 Shares were in issue.

Subject to the passing of the resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Directors will be allowed under the Buy-back Mandate to buy back a maximum of 594,374,574 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date.

2. REASONS FOR BUY-BACKS

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY-BACKS

Buy-backs made pursuant to the Buy-back Mandate would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of Hong Kong and the Articles for such purpose. The Companies Ordinance provides that a company may make a payment in respect of a share buy-back out of the company's distributable profits and/or the proceeds of a fresh issue of shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

An exercise of the Buy-back Mandate in full may have a material adverse impact on the working capital and the gearing position of the Company as compared with those as at 31 December 2019, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any buy-back to such extent as would, in the opinion of the Directors, have a material adverse impact on the working capital or the gearing position of the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2019 | | |
| April | 0.065 | 0.049 |
| May | 0.053 | 0.039 |
| June | 0.052 | 0.036 |
| July | 0.063 | 0.029 |
| August | 0.046 | 0.032 |
| September | 0.060 | 0.035 |
| October | 0.052 | 0.042 |
| November | 0.048 | 0.036 |
| December | 0.039 | 0.030 |
| 2020 | | |
| January | 0.038 | 0.030 |
| February | 0.037 | 0.027 |
| March | 0.045 | 0.025 |
| April (up to the Latest Practicable Date) | 0.027 | 0.025 |

5. BUY-BACK OF SECURITIES FROM DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell to the Company any of the Shares if the Buy-back Mandate is approved at the AGM.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Companies Ordinance and any other applicable laws of Hong Kong.

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company's buy-back of Shares pursuant to the Buy-back Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as the aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares.

As at the Latest Practicable Date, the following Shareholders were interested in more than 10% of the Shares then in issue:

| Name | Number of Shares | Approximate percentage holding |
|---|---------------------|--------------------------------------|
| Billirich Investment Limited | 1,031,595,000 | 17.36% |
| AVIC International Holding (HK) Limited | 1,031,595,000 | 17.36% |
| Tacko International Limited | 1,031,595,000 | 17.36% |
| AVIC International (HK) Group Limited | 1,535,618,891 | 25.84% |
| AVIC International Holding Corporation | 1,596,428,891 | 26.86% |
| Aviation Industry Corporation of China, Ltd. (formerly known as Aviation Industry Corporation of China) | 1,596,428,891 | 26.86% |

In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the total interests of the above Shareholders in the Shares would be increased to:

| Name | Approximate percentage holding |
|--|--------------------------------------|
| Billirich Investment Limited | 19.28% |
| AVIC International Holding (HK) Limited | 19.28% |
| Tacko International Limited | 19.28% |
| AVIC International (HK) Group Limited | 28.71% |
| AVIC International Holding Corporation | 29.84% |
| Aviation Industry Corporation of China, Ltd. | 29.84% |

On the basis of the current shareholdings of the above Shareholders, an exercise of the Buy-back Mandate in full may not result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Buy-back Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

8. SHARE BUY-BACKS MADE BY THE COMPANY

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

This Appendix sets out details of the Directors who will retire from office at the AGM and, being eligible, will offer themselves for re-election at the AGM as below:

Mr. WU Xiaodong (“Mr. Wu”)

Mr. Wu, aged 46, has been appointed as an executive Director, the chief executive officer and the chairman of the Board with effect from 9 January 2020. Mr. Wu holds a bachelor degree in accounting from Shanxi University of Finance and Economics (山西財經大學) (formerly known as Shanxi College of Finance and Economics (山西財經學院)) and a master degree in accounting from Chinese Academy of Fiscal Sciences (中國財政科學研究院). He has over 20 years of working experience in the fields of finance and corporate finance.

Mr. Wu has been appointed as the chief financial officer of the Company since December 2017. He is also a director of nine subsidiaries of the Company. Mr. Wu is currently the chief accountant of AVIC International Beijing Company Limited (中國航空技術北京有限公司) and was previously the chief accountant of AVIC International Trade & Economic Development Ltd. (中航技國際經貿發展有限公司), deputy chief accountant of Joy Air Holdings Limited (幸福航空控股有限公司) and the deputy department head of the finance department of AVIC International Holding Corporation (中國航空技術國際控股有限公司) (“**AVIC International**”).

As at the Latest Practicable Date, Mr. Wu holds 800,000 shares of the Company, representing approximately 0.01% of the total number of issued shares of the Company.

Save as disclosed above, Mr. Wu (i) has not previously held any position with the Company or any of its subsidiaries, and has not been a director in any other listed companies in the last three years; (ii) does not have any relationship with other directors, senior management or substantial shareholders or controlling shareholders of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between Mr. Wu and the Company and Mr. Wu is not appointed for any specified length of service. He is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles. Mr. Wu is entitled to an annual remuneration of HK\$520,000, which was determined by the remuneration committee of the Company and approved by the Board in accordance with the Company’s remuneration policy in consideration of his duties and responsibilities within the Group, the Group’s performance and profitability and the market benchmark.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of Listing Rules, nor there are other matters relating to the standing for re-election of Mr. Wu that need to be brought to the attention of the shareholders of the Company.

Mr. ZHANG Zhibiao (“Mr. Zhang”)

Mr. Zhang, aged 46, has been an executive Director since July 2017. Mr. Zhang obtained a master’s degree in Business Administration from the Nankai University (南開大學) in the PRC, and a bachelor’s degree from Jiangxi University of Finance and Economics (江西財經大學) in the PRC. Mr. Zhang is currently the head of the operations management department of AVIC International. He previously served as the head of the planning and development department, the head of the administrative management department, the deputy head of the strategic development department, the office manager of international aviation business and the deputy office manager of the capital operation office of AVIC International. Prior to joining AVIC International, Mr. Zhang was the president assistant of SouthChina Securities Co., Ltd. (江南證券有限責任公司) (now known as AVIC Securities Co., Ltd. (中航證券有限公司)) and the head of 江南金融研究所 (SouthChina Financial Research Institute). Mr. Zhang has over 23 years of working experience in the areas of management, aviation business, strategic development, industries research, securities, investment and initial public offerings.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang (i) had not held any position with the Company or any of its subsidiaries, and did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; and (iii) did not have any interests in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Zhang and the Company, and Mr. Zhang is not appointed for any specific length of service. Mr. Zhang is entitled to an annual emolument of HK\$36,000. The emoluments of Mr. Zhang were determined by the Remuneration Committee of the Company in accordance with the Company’s remuneration policy in consideration of his duties and responsibilities within the Group, the Group’s performance and profitability and the market benchmark. Mr. Zhang is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor there are other matters relating to the standing for re-election of Mr. Zhang that need to be brought to the attention of the Shareholders.

Mr. JIANG Ping (“Mr. Jiang”)

Mr. Jiang, aged 43, has been an independent non-executive Director since December 2017. He is the Chairman of the Remuneration Committee, and a member of each of the Audit Committee and Nomination Committee. Mr. Jiang holds a Bachelor’s degree in Thermal Engineering from Tsinghua University, and a Master’s degree in Mechanical Engineering from University of California at Berkley. Mr. Jiang has extensive experiences in private equity investment and company operations. Currently, Mr. Jiang is a founding partner of iVision Ventures, a venture capital fund focused on AI investment, responsible for investment, fundraising and management matters including compliance, structuring, and investor relations. Previously he served as an Executive Director of Flamingo Capital, ERP Director of Xiaomi Group and product director of Best Logistics.

As at the Latest Practicable Date, save as disclosed above, Mr. Jiang (i) had not held any position with the Company or any of its subsidiaries, and did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; and (iii) did not have any interests in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Jiang and the Company, and Mr. Jiang is not appointed for any specific length of service. Mr. Jiang is entitled to an annual emolument of HK\$60,000. The emoluments of Mr. Jiang were determined by the Board in accordance with the Company’s remuneration policy in consideration of his duties and responsibilities within the Group, the Group’s performance and profitability and the market benchmark, comprise a director’s fee which was recommended by the Remuneration Committee of the Company pursuant to the power conferred on it by the Board. Mr. Jiang is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor there are other matters relating to the standing for re-election of Mr. Jiang that need to be brought to the attention of the Shareholders.

NOTICE OF AGM



AVIC Joy Holdings (HK) Limited

幸福控股(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 260)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of AVIC Joy Holdings (HK) Limited (the “**Company**”) will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 28 May 2020 at 9:30 a.m. for the following purposes:

AS ORDINARY BUSINESS AND ORDINARY RESOLUTIONS:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2019.
2.
 - (a) To re-elect Mr. WU Xiaodong as an executive Director;
 - (b) To re-elect Mr. ZHANG Zhibiao as an executive Director;
 - (c) To re-elect Mr. JIANG Ping as an independent non-executive Director; and
 - (d) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

AS ORDINARY RESOLUTIONS:

4. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to grant rights to subscribe for, or convert any security into, the Shares (including the issue of any securities

NOTICE OF AGM

convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and to make, or grant offers, agreements and options, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) the grant of options or rights to acquire Shares or an issue of Shares upon exercise of options or rights granted under the existing share option scheme of the Company or similar arrangement for the time being adopted and approved by the shareholders of the Company; or
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time (the “**Articles**”); or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of:

- (aa) 20% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”) after the passing of this resolution); and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares in issue as at the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Ordinance or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or issue of warrants, options or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors 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 outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Ordinance and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares in accordance with section 170(2)(e) of the Companies Ordinance after the passing of this resolution) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Ordinance or any other applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (iv)(bb) of paragraph (c) of such resolution.”

By order of the Board
AVIC Joy Holdings (HK) Limited
WU Xiaodong
Chairman, Executive Director and Chief Executive Officer

Hong Kong, 17 April 2020

Registered office:
Room A02, 35/F
United Centre
No. 95 Queensway
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy need not be a member of the Company. In light of the epidemic situation of COVID-19, shareholders may consider appointing the Chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person. Due to concerns over large gatherings during the COVID-19 epidemic, the upcoming AGM will not serve beverages or distribute souvenirs. Any person who does not comply with the precautionary measures to be taken at the AGM, or is subject to any HKSAR Government prescribed quarantine may be denied entry into the meeting venue.
2. In the case of joint holders of a Share, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Shares.

NOTICE OF AGM

3. To be valid, the completed proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, at the office of the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the annual general meeting or any adjournment thereof, should he so wish. In such event, the proxy form shall be deemed to be revoked.
4. The register of members of the Company will be closed from Monday, 25 May 2020 to Thursday, 28 May 2020, both days inclusive, during which period no transfer of Shares will be registered. To be eligible to attend and vote at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2020.
5. In relation to the proposed resolution no. 2 above, the details of all retiring Directors are set out in Appendix II to the circular of the Company dated 17 April 2020.
6. In relation to the proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules.
7. In relation to the proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy back Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 17 April 2020.
8. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions after super typhoons" announced by the HKSAR Government is/are in force at or at any time between 9:00 a.m. and 12:00 noon on the date of the Meeting, or in the event that the COVID-19 situation requires the date of the AGM to be changed, the Meeting will be automatically postponed or adjourned. The Company will post an announcement on the Company's website (www.avicjoyhk.com) and the Stock Exchange's website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.
9. As at the date of this notice, the board of Directors comprises Mr. WU Xiaodong (Chairman and Chief Executive Officer), Mr. ZHANG Zhibiao, Ms. WANG Ying and Ms. MU Yan as executive Directors; and Mr. JIANG Ping, Ms. WU Rui and Mr. GUO Wei as independent non-executive Directors.