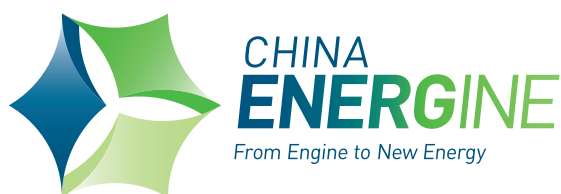

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold all your shares in China Engerine International (Holdings) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank manager, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

If you are in any doubt as to any aspect of this circular 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 adviser.



CHINA ENGERINE INTERNATIONAL (HOLDINGS) LIMITED

中國航天萬源國際（集團）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1185)

**(i) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

**(ii) PROPOSED RE-ELECTION OF RETIRING DIRECTORS INCLUDING
RE-APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR
WHO HAS SERVED MORE THAN NINE YEARS**

AND

(iii) NOTICE OF 2019 AGM

A notice convening the annual general meeting of China Engerine International (Holdings) Limited to be held at Conference Hall 1, G/F, Core Building 1E, Phase 1, No. 1 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Friday, 31 May 2019 at 11:30 a.m. is set out on pages 13 to 17 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 branch registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting in person if you so wish.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
1. Introduction	3
2. Proposed Grant of General Mandate to Issue New Shares	4
3. Proposed Share Repurchase Mandate	4
4. Proposed Re-election of Retiring Directors Including Re-appointment of Independent Non-executive Director Who Has Served More Than Nine Years	4
5. 2019 AGM	5
6. Voting by Poll	5
7. Responsibility Statement	6
8. Recommendation	6
APPENDIX I — EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE	7
APPENDIX II — PARTICULARS OF THE DIRECTORS SUBJECT TO RE-ELECTION	10
NOTICE OF 2019 AGM	13

DEFINITIONS

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

“2019 AGM”	the annual general meeting of the Company to be held at Conference Hall 1, G/F, Core Building 1E, Phase 1, No. 1 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 31 May 2019 at 11:30 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Astrotech”	Astrotech Group Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of CALT
“Board” or “Director(s)”	the board of Directors of the Company, or where the context so admits, the directors of the Company
“CALT”	中國運載火箭技術研究院 (China Academy of Launch Vehicle Technology), a company established in the PRC which is wholly-owned by 中國航天科技集團公司 (China Aerospace Science and Technology Corporation), the ultimate controlling shareholder of the Company
“CASC”	中國航天科技集團公司 (China Aerospace Science and Technology Corporation), a company established in the PRC and the ultimate controlling Shareholder of the Company
“Company”	China Engine International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Main Board of the Stock Exchange (Stock Code: 01185)
“Companies Law”	The Companies Law (Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands) as amended, supplemented or otherwise modified from time to time
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Group”	the Company and its subsidiaries

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the powers of the Company to allot, issue, and deal with Shares with an aggregate number not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution approving such mandate
“Latest Practicable Date”	23 April 2019, being the latest practicable date prior to the printing of this document for ascertaining certain information referred to this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the Company’s branch registrar in Hong Kong, Tricor Standard Limited, Share Registration Public Office, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the 2019 AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the Share Repurchase Resolution
“Share Repurchase Resolution”	the ordinary resolution referred to in item 5 of the notice of the 2019 AGM
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers of the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED

中國航天萬源國際（集團）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1185)

Executive Directors:

Mr. Liu Xiaowei (*Chairman*)
Mr. Wang Xiaodong (*Vice-Chairman*)
Mr. Li Guang (*Chief Executive Officer*)
Mr. Xu Jun (*Financial Controller*)

Independent Non-executive Directors:

Ms. Kan Lai Kuen, Alice
Mr. Gordon Ng
Mr. Li Dapeng

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business:

Suite 4701, 47/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

30 April 2019

To the Shareholders of the Company

Dear Sir or Madam,

**(i) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

**(ii) PROPOSED RE-ELECTION OF RETIRING DIRECTORS INCLUDING
RE-APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR
WHO HAS SERVED MORE THAN NINE YEARS**

AND

(iii) NOTICE OF 2019 AGM

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2019 AGM for the grant to the Directors of the general mandate to issue new Shares and the Share Repurchase Mandate; the re-election of the retiring Directors including the

* For identification purpose only

LETTER FROM THE BOARD

re-appointment of Ms. Kan Lai Kuen, Alice, who has served the Company more than nine years, as an independent non-executive Director and to give you notice of the 2019 AGM.

2. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed that the Directors be granted the Issue Mandate to issue Shares. The Issue Mandate will represent up to 20% of the aggregate number of the issued Shares as at the date of passing of the ordinary resolution in relation thereof. Based on 4,368,995,668 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the 2019 AGM, the Directors will be authorised to issue 873,799,133 Shares pursuant to the Issue Mandate.

Subject to the passing of the aforesaid ordinary resolutions of the Share Repurchase Mandate and the Issue Mandate, a separate ordinary resolution will also be proposed to authorise the Directors to allot, issue and deal with Shares in an amount not exceeding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

3. PROPOSED SHARE REPURCHASE MANDATE

An ordinary resolution will be proposed at the 2019 AGM to approve the grant of the Proposed Share Repurchase Mandate to the Directors to repurchase Shares representing up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the Share Repurchase Resolution. The Proposed Share Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the proposed resolution no. 5 of the notice of the 2019 AGM. Shareholders should refer to the explanatory statement contained in Appendix I to this circular, which sets out further information in relation to the Share Repurchase Mandate.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS INCLUDING RE-APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS

Pursuant to the article no. 116 of the Articles, at each annual general meeting, one-third of the Directors shall retire from office by rotation and a retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat. In this connection, Mr. Wang Xiaodong, Mr. Li Guang and Ms. Kan Lai Kuen, Alice shall retire from office at the conclusion of the 2019 AGM and they, being eligible, will offer themselves for re-election.

According to the code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Ms. Kan has acted as an independent non-executive Director for more than nine years. The Company has received from Ms. Kan a confirmation of independence according to

LETTER FROM THE BOARD

rule 3.13 of the Listing Rules. Throughout her directorship with the Company, Ms. Kan has participated in Board meetings and Board Committees meetings to offer impartial advice and exercise independent judgment, and has attended general meetings of the Company to gain a balanced understanding of the Shareholders' views. Ms. Kan has never engaged in any executive management of the Group. Taking into consideration the independent nature of her role and duties in the past years, the Board considers Ms. Kan to be independent under the Listing Rules although she has served the Company more than nine years. The Board believes that the continuous appointment of Ms. Kan as an independent non-executive Director will help to maintain the stability of the Board as Ms. Kan has, over time, gained valuable insight into the business strategy and policies of the Group.

Particulars of the retiring Directors subject to re-election at the 2019 AGM are set out in Appendix II to this circular.

5. THE 2019 AGM

The notice of the 2019 AGM is set out on pages 13 to 17 of this circular. At the 2019 AGM, each of resolutions will be proposed to approve, inter alia, the grant of general mandate to issue new Shares and the Share Repurchase Mandate, and the re-election of retiring Directors.

A form of proxy for use at the 2019 AGM is accompanied with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Tricor Standard Limited, the Company's branch share registrar, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as practicable and in any event, not less than 48 hours before the time scheduled for holding the 2019 AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2019 AGM should you so wish.

6. VOTING BY POLL

All the resolutions set out in the notice of the 2019 AGM will be decided by poll in accordance with the Listing Rules and the Articles. The chairman of the 2019 AGM will explain the detailed procedures for conducting a poll at the commencement of the 2019 AGM.

The poll results will be published on the respective websites of the Company (www.energine.hk) and the Stock Exchange (www.hkexnews.hk) after the conclusion of the 2019 AGM.

LETTER FROM THE BOARD

7. 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.

8. RECOMMENDATION

The Directors consider that the proposed resolutions regarding, inter alia, the grant to Directors of the general mandates to issue new Shares and repurchase Shares, and the re-election of the retiring Directors including continuous appointment of the independent non-executive Director who has served more than nine years as set out in the notice of the 2019 AGM are all in the best interest of the Company and the Shareholders as a whole. Accordingly the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the 2019 AGM.

Yours faithfully,
By order of the Board
China Engene International (Holdings) Limited
Liu Xiaowei
Chairman

The following is the explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules to enable them to make an informed decision on whether to vote for or against the Share Repurchase Resolution to be proposed at the 2019 AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares of the Company comprised 4,368,995,668 Shares. Subject to the passing of the Share Repurchase Resolution and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 436,899,566 Shares representing not more than 10% of the number of issued Shares of the Company as at the Latest Practicable Date.

The Share Repurchase Mandate, if granted, will be effective until whichever is the earliest of (i) the conclusion of the next Annual General Meeting; (ii) the expiration of the period within which the next Annual General Meeting is required to be held by the Articles, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASONS FOR REPURCHASE

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the law of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business.

4. EFFECT OF EXERCISING THE SHARE REPURCHASE MANDATE

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on working capital or gearing position of the Company disclosed in the latest audited financial statements contained in the annual report for the year ended 31 December

2018. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES

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 HK\$	Lowest HK\$
2018		
April	0.375	0.320
May	0.360	0.280
June	0.305	0.240
July	0.275	0.230
August	0.285	0.219
September	0.248	0.190
October	0.222	0.181
November	0.207	0.185
December	0.207	0.180
2019		
January	0.197	0.175
February	0.247	0.185
March	0.249	0.211
April (up to the Latest Practicable Date)	0.229	0.200

6. UNDERTAKING

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 repurchases pursuant to the Share Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Share Repurchase Mandate if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event the Share Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENTS

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, 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, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Astrotech is interested in 2,649,244,000 Shares (representing approximately 60.64% of the total number of issued Shares of the Company as at the Latest Practicable Date). In the event the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, then (if the present shareholdings remains the same) the attributable interests of Astrotech would be increased to approximately 67.37% of the number of issued Shares of the Company. The Directors believe that such an increase will not give rise to an obligation of Astrotech to make a mandatory offer under Rule 26 of the Takeovers Code whilst maintaining the Shares held by the public no less than 25%.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Share Repurchase Mandate. Nevertheless, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, trigger any potential consequences under Rule 26 of the Takeover Codes. Under any circumstances, the Share Repurchase Mandate will not be exercised to such an extent that the number of Shares held by public would fall below 25%.

8. SHARE REPURCHASES MADE BY THE COMPANY

There was no repurchase of Shares made by the Company or any of its subsidiaries during the six months immediately preceding the Latest Practicable Date.

APPENDIX II PARTICULARS OF THE DIRECTORS SUBJECT TO RE-ELECTION

The following are the biographical details of the three retiring Directors proposed to be re-elected at the 2019 AGM.

- (1) **Mr. Wang Xiaodong**, Executive Director, the vice-chairman and a member of Development and Investment Committee of the Company

Mr. Wang, aged 51, graduated from Beijing University of Aeronautics and Astronautics with a Bachelor degree in Electronic Engineering and obtained a MBA from the University of South Australia. During 1989 to 1998, Mr. Wang worked with Beijing Institute of Spacecraft System Engineering under the China Academy of Space Technology (“CAST”), the Comprehensive Planning Bureau of the Ministry of Aerospace Industry of China and then the General Office of China Aerospace Corporation, as Assistant Engineer, Engineer, Senior Engineer, and Secretary to the President cum Deputy Director of the President’s Office. He possesses extensive experience in research and management. He was appointed as Executive Director cum Deputy General Manager of China Aerospace International Holdings Limited in 1999. He has been appointed as Vice-Chairman, Executive Director cum General Manager (later becoming Executive Director cum General Manager) of the Company since May 1999 and became the Vice-Chairman and Executive Director of the Company on 26 August 2010. He is also a member of the Development and Investment Committee and a director of a subsidiary of the Group.

Mr. Wang has entered into a service contract with the Company with no specified length of tenure. The total amount of emoluments payable to Mr. Wang under the service contract is RMB1,215,000 per annum, which was determined with reference to his experience, qualifications, duties and responsibilities in the Company as well as the current market conditions. He is also eligible to receive benefits in kind, contribution to pension plans, discretionary bonuses.

- (2) **Mr. Li Guang**, Executive Director, Chief Executive Officer and a Member of each of Remuneration Committee and Development and Investment Committee of the Company

Mr. Li Guang, aged 56, senior engineer, graduated from Tianjin University with a Master degree in Industrial Automation. He had been the Designer with the 14th Institute of CALT between 1991 and 1996, Division Chief of Development Division, and General Manager of Beijing Long March Hi-tech Corporation from 1996 to 2005. He acted as Deputy General Manager, and General Manager of Beijing Wan Yuan Industry Corporation successively from 1998. Mr. Li exhibits excellent experience in scientific research, product development and business administration. He was appointed as an Executive Director and a Deputy General Manager of the Company on 14 February 2006. On 31 March 2009, Mr. Li resigned from Deputy General Manager and was re-designated as Non-executive Director on 1 April 2009 following his appointment as the Chief of Business and Investment Department of CALT. In parallel, he has been a Director of Astrotech since 8 August 2010. He was re-designated as Executive Director and re-appointed as CEO on 6 March 2012. He is also a member of the Remuneration Committee and a member of the Development and Investment Committee, a chairman of the

APPENDIX II PARTICULARS OF THE DIRECTORS SUBJECT TO RE-ELECTION

board of a subsidiary of the Group, a director of two subsidiaries and a vice chairman of the board of two associates.

Mr. Li has entered into a service contract with the Company with no specified length of tenure. The total amount of emoluments payable to him under the service contract is RMB1,012,500 per annum, which was determined with reference to his experience, qualifications, duties and responsibilities in the Company as well as the current market conditions. He is also eligible to receive benefits in kind, contribution to pension plans, discretionary bonuses.

- (3) **Ms. Kan Lai Kuen, Alice**, Independent Non-executive Director, Chairman of the Audit Committee, a member of each of the Remuneration Committee and the Nomination Committee of the Company

Ms. Kan Lai Kuen, Alice, aged 64, is a fellow of The Association of Chartered Certified Accountants, a fellow of the CPA Australia and an associate of The Hong Kong Institute of Certified Public Accountants. She is also a fellow of the Hong Kong Institute of Directors. She has over 25 years of experience in corporate finance and is well experienced in both the equity and debt markets. She held various senior positions in international and local banks and financial institutions. Ms. Kan is a controlling shareholder and the Managing Director of Asia Investment Management Ltd., a licensed corporation under the SFO. She is a licensed investment adviser under the SFO and is a registered officer of Asia Investment Management Ltd. Ms. Kan is also an independent non-executive director of each of Regal Hotels International Holdings Ltd. (stock code: 78), Cosmopolitan International Holdings Ltd. (stock code: 120), Shimao Property Holdings Ltd. (stock code: 813) and Mason Group Holdings Ltd. (stock code: 273), all of which are companies listed on the Hong Kong Stock Exchange, and an independent director of AVIC International Maritime Holdings Ltd., a company listed on Singapore Exchange Securities Trading Ltd. Ms. Kan was an independent non-executive Director of Shougang Concord International Enterprises Company Ltd. (stock code: 697). She was appointed as an independent non-executive Director of the Company on 23 January 2008 and reappointed on 23 January 2011, 23 January 2014 and 23 January 2017 for a tenure of 3 years each. She is also the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee.

Ms. Kan entered into an appointment letter with Company as an independent non-executive Director for a term of one year subject to retire and re-elect pursuant to the Articles. She was entitled a director's fee amounting to RMB150,000 per annum under the terms of the appointment letter.

Ms. Kan, who has served the Board for more than nine years, confirmed that she had satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing her independence. Ms. Kan does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. She is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above,

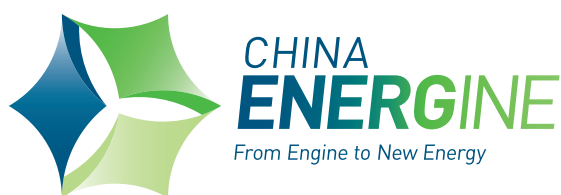
APPENDIX II PARTICULARS OF THE DIRECTORS SUBJECT TO RE-ELECTION

she has not held directorship or major appointment in any other listed public companies in the past three years.

Save as disclosed above, as at the Latest Practicable Date, each of the retiring Directors who stands for re-election at the 2019 AGM did not hold any directorships or major appointments in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO and did not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Each of Mr. Wang, Mr. Li and Ms. Kan has confirmed that there is no other information required to be disclosed pursuant to rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders pursuant to rule 13.51(2) of the Listing Rules.

NOTICE OF THE 2019 AGM



CHINA ENGIN E INTERNATIONAL (HOLDINGS) LIMITED
中國 航 天 萬 源 國 際 (集 團) 有 限 公 司 *
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1185)

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting (the “2019 AGM”) of China EnginE International (Holdings) Limited (the “Company”) will be held at Conference Hall 1, G/F, Core Building 1E, Phase 1, No. 1 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Friday, 31 May 2019 at 11:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company and the auditor of the Company for the year ended 31 December 2018.
2. To re-elect the following retiring directors (“Director(s)”) of the Company:
 - (a) To re-elect Mr. Wang Xiaodong as an executive Director.
 - (b) To re-elect Mr. Li Guang as an executive Director.
 - (c) To re-elect Ms. Kan Lai Kuen, Alice who has served the Company for more than nine years, as an independent non-executive Director.
 - (d) To authorise the board of directors of the Company to fix the remuneration of all Directors.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

* For identification purpose only

NOTICE OF THE 2019 AGM

To consider as special business, and if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**

- (a) subject to paragraph (c) below and in substitution for all previous authorities, 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 share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or
 - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or

NOTICE OF THE 2019 AGM

- (v) a specified authority granted by the shareholders of the Company in general meeting,

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 expiry of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association of the Company to be held; or
- (iii) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Right Issue**” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the Company 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 in all cases 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 outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to make repurchase of its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and 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 the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other

NOTICE OF THE 2019 AGM

stock exchange (as the case may be) and the Code on Takeovers and Mergers of the Securities and Futures Commission of Hong Kong be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from 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 Law, or any other applicable laws of the Cayman Islands to be held; and

(iii) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of resolution nos. 4 and 5, 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 shares be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted by the resolution set out as resolution no. 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Liu Xiaowei
Chairman

Hong Kong, 30 April 2019

NOTICE OF THE 2019 AGM

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business:

Suite 4701, 47/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the 2019 AGM is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. Where there are joint holders of Shares, any one of such persons may vote at the 2019 AGM either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) will alone be entitled to vote in respect thereof.
3. A form of proxy for use of the 2019 AGM is enclosed. Whether or not you intend to attend the 2019 AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the 2019 AGM or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.
4. 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 branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for the holding of the 2019 AGM (or at any adjournment thereof).
5. The register of members of the Company will be closed from Tuesday, 28 May 2019 to Friday, 31 May 2019 (both days inclusive), during which period no transfer of the Shares will be effected. In order to be eligible to attend and vote at the 2019 AGM, all share transfer documents accompanied by the relevant Share certificates must be lodged for registration with the Company's branch share register in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong at later than 4:30 p.m. on Monday, 27 May 2019.
6. All the proposed resolutions set out in this notice shall be decided by poll.