AVIC INTERNATIONAL MARITIME HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201024137N)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of AVIC International Maritime Holdings Limited (the "**Company**") will be held at Raffles Town Club, 1 Plymouth Avenue, Dunearn 3, Level 1, Singapore 297753 on Tuesday, 29 April 2014 at 3.00 pm for the following purposes:

As Ordinary Business

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2013 ("**FY2013**"), together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To approve the Directors' Fees of S$263,000 for FY2013. **(Resolution 2)**
3. To re-elect Mr Teng Cheong Kwee, a Director who retires pursuant to Article 91 of the Company's Articles of Association, and who, being eligible, is offering himself for re-election. ***[Explanatory Note (i)]*** **(Resolution 3)**
4. To re-elect Mr Chong Teck Sin, a Director who retires pursuant to Article 91 of the Company's Articles of Association, and who, being eligible, is offering himself for re-election. ***[Explanatory Note (ii)]*** **(Resolution 4)**
5. To re-elect Mr Wang Puqu, a Director who retires pursuant to Article 97 of the Company's Articles of Association, and who, being eligible, is offering himself for re-election. ***[Explanatory Note (iii)]*** **(Resolution 5)**
6. To re-elect Mr Huang Guang, a Director who retires pursuant to Article 97 of the Company's Articles of Association, and who, being eligible, is offering himself for re-election. ***[Explanatory Note (iv)]*** **(Resolution 6)**
7. To re-elect Mr Sun Yan, a Director who retires pursuant to Article 97 of the Company's Articles of Association, and who, being eligible, is offering himself for re-election. ***[Explanatory Note (v)]*** **(Resolution 7)**
8. To re-elect Mr Li Meijin, a Director who retires pursuant to Article 97 of the Company's Articles of Association, and who, being eligible, is offering himself for re-election. ***[Explanatory Note (vi)]*** **(Resolution 8)**
9. To re-elect Mr Huang Yongfeng, a Director who retires pursuant to Article 97 of the Company's Articles of Association, and who, being eligible, is offering himself for re-election. ***[Explanatory Note (vii)]*** **(Resolution 9)**
10. To re-elect Mr Wang Mingchuan, a Director who retires pursuant to Article 97 of the Company's Articles of Association, and who, being eligible, is offering himself for re-election. ***[Explanatory Note (viii)]*** **(Resolution 10)**
11. To re-elect Mr Liu Aiyi, a Director who retires pursuant to Article 97 of the Company's Articles of Association, and who, being eligible, is offering himself for re-election. ***[Explanatory Note (ix)]*** **(Resolution 11)**
12. To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 12)**

As Special Business:

To consider and if deemed fit to pass the following Ordinary Resolutions with or without modifications:

13. Share Issue Mandate

THAT pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to allot and issue whether by way of bonus or otherwise, (i) shares; (ii) convertible securities; (iii) additional convertible securities (where an adjustment, to the number of convertible securities to which a holder is originally entitled to, is necessary as a result of any rights, bonus or other capitalization issues by the Company), notwithstanding that such authority may have ceased to be in force at the time such additional convertible securities are issued, provided that the adjustment does not give the holder of the convertible securities a benefit that a shareholder does not receive; and/or (iv) shares arising from the conversion of securities in (ii) and additional convertible securities in (iii) above, notwithstanding that such authority may have ceased to be in force at the time the shares are to be issued, and any such issue may be made at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit,

PROVIDED THAT:

(i) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed 50% of the total number of the issued shares (excluding treasury shares) of the Company, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 20% of the total number of the issued shares (excluding treasury shares) of the Company;

(ii) subject to such manner of calculation as may be prescribed by the SGX-ST, for the purpose of this Resolution, the percentage of the issued share capital shall be based on the Company's total number of the issued shares (excluding treasury shares, if any) at the time this Resolution is passed, after adjusting for:

  (a) new shares arising from the conversion or exercise of any convertible securities;

  (b) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

  (c) any subsequent bonus issue, consolidation or subdivision of shares;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

(iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. ***[Explanatory Note (x)]*** **(Resolution 13)**

14. THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS MANDATE

That:

(i) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual("**Chapter 9**") of the SGX-ST, in particular for the purposes of Rule 920 of the Listing Manual in relation to a general mandate from the Shareholders, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Company's Circular to Shareholders dated 14 April 2014 (the "**Circular**") with the AVIC Group (as defined therein), provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions as set out in the Circular (the "**IPT Mandate**");

(ii) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company.

(iii) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and

(iv) the Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, execution of all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this Resolution. ***[Explanatory Note (xi)]*** **(Resolution 14)**

15. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

By Order of the Board

Yap Lian Seng
Company Secretary

Singapore, 14 April 2014

Explanatory Notes:

(i) **Resolution 3**: Pursuant to Article 91 of the Company's Articles of Association, Mr Teng Cheong Kwee will retire at the forthcoming Annual General Meeting and shall be eligible to offer himself for re-election at that meeting. If re-elected, he will remain as the Lead Independent Director of the Company, the Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee.

(ii) **Resolution 4**: Pursuant to Article 91 of the Company's Articles of Association, Mr Chong Teck Sin will retire at the forthcoming Annual General Meeting and shall be eligible to offer himself for re-election at that meeting. If re-elected, he will remain as an Independent Director of the Company, the Chairman of the Audit Committee, and a member of the Remuneration Committee and the Nominating Committee.

(iii) **Resolution 5**: Pursuant to Article 97 of the Company's Articles of Association, Mr Wang Puqu will retire at the forthcoming Annual General Meeting and shall be eligible to offer himself for re-election at that meeting. If re-elected, he will remain as an Independent Director of the Company.

(iv) **Resolution 6**: Pursuant to Article 97 of the Company's Articles of Association, Mr Huang Guang will retire at the forthcoming Annual General Meeting and shall be eligible to offer himself for re-election at that meeting. If re-elected, he will remain as an Non-Executive Director of the Company.

(v) **Resolution 7**: Pursuant to Article 97 of the Company's Articles of Association, Mr Sun Yan will retire at the forthcoming Annual General Meeting and shall be eligible to offer himself for re-election at that meeting. If re-elected, he will remain as an Executive Director and the Chief Executive Officer of the Company.

(vi) **Resolution 8**: Pursuant to Article 97 of the Company's Articles of Association, Mr Li Meijin will retire at the forthcoming Annual General Meeting and shall be eligible to offer himself for re-election at that meeting. If re-elected, he will remain as an Executive Director of the Company.

(vii) **Resolution 9**: Pursuant to Article 97 of the Company's Articles of Association, Mr Huang Yongfeng will retire at the forthcoming Annual General Meeting and shall be eligible to offer himself for re-election at that meeting. If re-elected, he will remain as a Non-Executive Director of the Company.

(viii) **Resolution 10**: Pursuant to Article 97 of the Company's Articles of Association, Mr Wang Mingchuan will retire at the forthcoming Annual General Meeting and shall be eligible to offer himself for re-election at that meeting. If re-elected, he will remain as a Non-Executive Director of the Company.

(ix) **Resolution 11**: Pursuant to Article 97 of the Company's Articles of Association, Mr Liu Aiyi will retire at the forthcoming Annual General Meeting and shall be eligible to offer himself for re-election at that meeting. If re-elected, he will remain as a Non-Executive Director of the Company.

(x) **Resolution 13**: If passed, this Resolution will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or until the date by which the next Annual General Meeting of the Company is required by law to be held or untill such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant offers, agreements or options (collectively, "**Instruments**") convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding in total 50% of the issued share capital of the Company (excluding treasury shares, if any), of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares will be calculated based on the total number of issued shares in the capital of the Company (excluding treasury shares, if any) at the time this Resolution is passed, after adjusting for:

  (a) new shares arising from the conversion or exercise of any convertible securities;

  (b) new shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

  (c) any subsequent bonus issue, consolidation or subdivision of shares.

(xi) **Resolution 14**: Ordinary Resolution 14 is to approve the modifications to, and renewal of the IPT Mandate. A shareholders' mandate for interested person transactions was first given by the shareholders of the Company on 26 April 2012, and such mandate was thereafter renewed at the extraordinary general meeting of the Company held on 25 April 2013, allowing the Company, its subsidiaries and associated companies to enter into transactions with the interested persons as defined in Chapter 9 of the Listing Manual of the SGX-ST. Please refer to the Circular annexed to the Annual Report of the Company for the financial year ended 31 December 2013 for more information.

Notes:

1. A member entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote on his behalf and where a member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Member Proxy Form. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Company's registered office at 10 Collyer Quay, #27-00 Ocean Financial Centre, Singapore 049315 not less than forty-eight (48) hours before the time set for the holding of the Annual General Meeting.
2. If a member is unable to attend the Annual General Meeting and wishes to appoint a proxy to attend and vote at the Annual General Meeting in his stead, then he should complete and sign the relevant Member Proxy Form and deposit the duly completed Member Proxy Form at Company's registered office at 10 Collyer Quay, #27-00 Ocean Financial Centre, Singapore 049315 not later than forty-eight (48) hours before the time set for the holding of the Annual General Meeting.
3. A Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act (Chapter 50) of Singapore) as at a time not earlier than forty-eight (48) hours prior to the time of the Annual General Meeting who/which is (i) an individual but is unable to attend the Annual General Meeting personally and wishes to appoint a nominee to attend and vote; or (ii) a corporation, must complete, sign and return the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the Company's registered office at 10 Collyer Quay, #27-00 Ocean Financial Centre, Singapore 049315, at least forty-eight (48) hours before the time of the Annual General Meeting.
4. If a member who has shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members of the Company is unable to attend the Annual General Meeting and wishes to appoint a proxy, he should use the Depositor Proxy Form and the Member Proxy Form for, respectively, the Shares entered against his name in the Depository Register and the shares registered in his name in the Register of Members of the Company.
5. A Depositor who is an individual and whose name is shown in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the Annual General Meeting and who wishes to attend the Annual General Meeting in person need not take any further action and can attend and vote at the Annual General Meeting as CDP's proxy without the lodgment of any proxy.