AVIC INTERNATIONAL MARITIME HOLDINGS LIMITED

(formerly known as AVIC International Investments Limited)
(Incorporated in Singapore on 11 November 2010)
(Registration No. 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 3:00 p.m. on 28 April 2016 at Anson IV, Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908 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 2015 ("**FY2015**"), together with the Directors' Statement and Report of the Auditors thereon. **(Resolution 1)**
2. To approve the Directors' Fees of S$180,000 for FY2015. **(Resolution 2)**
3. To re-elect Mr Huang Guang, a Director who retires pursuant to Article 91 of the Constitution of the Company, and who, being eligible, is offering himself for re-election. **(Resolution 3)**

   [Explanatory Note (i)]
4. To re-elect Mr Liu Aiyi, a Director who retires pursuant to Article 91 of the Constitution of the Company, and who, being eligible, is offering himself for re-election. **(Resolution 4)**

   [Explanatory Note (ii)]
5. To re-elect Mr Wang Mingchuan, a Director who retires pursuant to Article 91 of the Constitution of the Company, and who, being eligible, is offering himself for re-election. **(Resolution 5)**

   [Explanatory Note (iii)]
6. To re-elect Mr Wang Puqu, a Director who retires pursuant to Article 91 of the Constitution of the Company, and who, being eligible, is offering himself for re-election. **(Resolution 6)**

   [Explanatory Note (iv)]
7. To re-elect Mr Zhong Sijun, a Director who retires pursuant to Article 97 of the Constitution of the Company, and who, being eligible, is offering himself for re-election. **(Resolution 7)**

   [Explanatory Note (v)]
8. To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**

As Special Business:

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

9. SHARE ISSUE MANDATE

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore 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 Constitution 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 (vi)] **(Resolution 9)**

10. 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, 13 April 2016

Explanatory Notes:

(i) **Resolution 3**: Pursuant to Article 91 of the Constitution of the Company, 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 a Non-Executive Director of the Company.

(ii) **Resolution 4**: Pursuant to Article 91 of the Constitution of the Company, 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.

(iii) **Resolution 5**: Pursuant to Article 91 of the Constitution of the Company, 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.

(iv) **Resolution 6**: Pursuant to Article 91 of the Constitution of the Company, 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.

(v) **Resolution 7**: Pursuant to Article 97 of the Constitution of the Company, Mr Zhong Sijun 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.

(vi) **Resolution 9**: 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 the date by which the next Annual General Meeting of the Company is required by law to be held or 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.

Notes:

1. (i) A member (who is not a relevant intermediary) of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint not more than two proxies to attend, speak 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.

   (ii) A member (who is a relevant intermediary) of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint more than two proxies to attend, speak and vote on his behalf, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Member Proxy Form.

   "Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50.
2. A proxy need not be a member of the Company.
3. 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 on his behalf, then he should complete and sign the relevant Member Proxy Form and deposit the duly completed Member Proxy Form at the 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 of the holding of the Annual General Meeting.
4. A Depositor whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore) as at a time not earlier than seventy-two (72) 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.
5. 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.
6. A Depositor who is an individual and whose name is shown in the Depository Register as at a time not earlier than seventy-two (72) 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.
7. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.