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If you have sold all your shares in China Energin International (Holdings) Limited, you should at once hand this document and the accompanying 2008 Annual Report and form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

If you are in any doubt as to any aspect of this document 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 advisers.

**CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED****中國航天萬源國際(集團)有限公司****(Incorporated in Cayman Islands with limited liability)*

(Stock Code: 1185)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Energin International (Holdings) Limited to be held at Hall 1B, G/F., No.1 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Tuesday, 9 June 2009 at 12:00 noon is set out on pages 11 to 13 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 Principal Place of Business in Hong Kong at Suite 4701, 47th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong as soon as possible but in any event not less 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.

* *For identification purpose only*

DEFINITIONS

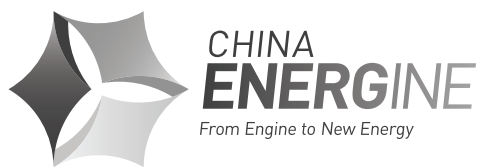
In this document, unless the context requires otherwise, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held on 9 June 2009 at 12:00 noon the notice of which is set out on pages 11 to 13 of this document;
“Astrotech”	Astrotech Group Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of CALT;
“Board” or “Directors”	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 legal entity established in the PRC and wholly-owned by CASC;
“CASC”	中國航天科技集團公司(China Aerospace Science and Technology Corporation), a state-owned enterprise 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 Stock Exchange;
“Group”	the Company and its subsidiaries;
“Latest Practicable Date”	21 April 2009, 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 share registrar in Hong Kong, Tricor Standard Limited, Share Registration Public Office, 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong;
“Repurchase Mandate”	a general and unconditional mandate to exercise all powers of the Company to repurchase Shares during the period as set out in the Repurchase Resolution up to a maximum of 10% of the issued share capital of the Company at the date of the Repurchase Resolution;
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution number 5 of the notice of Annual General Meeting;

DEFINITIONS

“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 Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange;
“Shareholders”	holders of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“%”	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 Cayman Islands with limited liability)

(Stock Code: 1185)

Executive Directors:

Mr. Han Shuwang (Chairman)

Mr. Wang Xiaodong

Non-executive Directors:

Wu Jiang

Tang Guohong

Mr. Li Guang

Independent Non-executive Directors:

Mr. Wang Dechen

Ms. Kan Lai Kuen, Alice

Mr. Gordon Ng

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business:

Suite 4701, 47th Floor

Central Plaza

18 Harbour Road

Wanchai

Hong Kong

22 April 2009

To the shareholders of the Company

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

It is proposed that at the Annual General Meeting of China Energin International (Holdings) Limited to be held on Tuesday, 9 June 2009, the notice of which is set out on pages 11 to 13 of this document, ordinary resolutions will be proposed to grant the Directors general mandates to issue and repurchase shares of HK\$0.10 each in the capital of the Company and the re-election of directors.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given the Repurchase Mandate to repurchase Shares as at the date of the Repurchase Resolution.

The Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolution of the shareholders in general meeting prior to the next annual general meeting.

An explanatory statement to provide you with all the information reasonably necessary for you to make an informed decision in relation to this proposed resolution as required by the Listing Rules concerning the Repurchase Mandate to be given to you is set out in Appendix I to this document.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed that the Directors be given a general and unconditional mandate to issue 724,799,133 Shares representing up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the Latest Practicable Date. In addition, a resolution will be proposed to be passed to authorize the Directors to issue, allot and deal with Shares in an amount equal to the aggregate issued share capital purchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this document.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the general mandate for Directors to issue new Shares and the Repurchase Mandate, is set out on pages 11 to 13 of this document. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon.

VOTING PROCEDURE

Pursuant to rules 13.39(4) of the Listing Rules, the vote of shareholders at the Annual General Meeting will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the Annual General Meeting. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to article 80 of the Company's Articles of Association. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the mandates to issue new Shares and to repurchase Shares and the re-election of the retiring directors are all in the best interest of the Company and its shareholders and so recommend you to vote in favour of the resolutions at the Annual General Meeting.

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

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,623,995,668 Shares.

Subject to the passing of the 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 Repurchase Mandate to repurchase a maximum of 362,399,566 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

The Directors believe that the 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 Memorandum and Articles of Association, 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.

There might be an adverse impact on the working capital or gearing position of the Company as compared to the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2008 in the event the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. In this connection, the Directors will not propose to exercise the Repurchase Mandate to such an extent as would, under the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARE 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
April	0.740	0.650
May	0.750	0.690
June	0.720	0.600
July	0.680	0.550
August	0.590	0.370
September	0.435	0.234
October	0.340	0.150
November	0.265	0.190
December	0.320	0.235
2009		
January	0.315	0.250
February	0.300	0.255
March	0.290	0.250
April (up to the Latest Practicable Date)	0.380	0.250

5. 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 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 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 Repurchase Mandate is approved by the shareholders.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the 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 73.10% of the total issued share capital of the Company as at the Latest Practicable Date). In the event the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then (if the present shareholdings remains the same) the attributable interests of Astrotech would be increased to approximately 81.23% of the issued share capital 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 but would reduce the Shares held by the public to less than 25%. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in the number of Shares held by the public falling below 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 Repurchase Mandate.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

The particulars of the directors proposed to be re-elected at the Annual General Meeting to be held on 9 June 2009 are as follows:

- (1) **Mr. Han Shuwang**, Chairman, Executive Director and Chairman of Development and Investment Committee

Mr. Han Shuwang, professor, aged 44, obtained Bachelor's degree in Computer Science and Master's degree in Economics and Management from Tongji University and American Southwest University respectively. He is a Visiting Professor of Tongji University and achieved Space Award from CASC. He served as Deputy Division Chief, Deputy Chief Designer, Director Assistant and Deputy Director with the Institute of Space Automation Control of CALT between 1988 and 1997, Deputy Director of Political Division of CALT in 1997, Director of Administrative Office of CALT in 1998, General Manager of Beijing Wan Yuan Industry Corporation in 1999, President Assistant of CALT in 2000. Since 2002, he has been serving as Vice President of CALT, possessing rich experiences in strategic research and business administration. He was appointed as an Executive Director and Vice-chairman of the Company on 14 February 2006 and became the Chairman on 26 October 2007.

Mr. Han has not entered into a written service agreement with the Company and with no specified length of his service but subject to the requirements in the Articles of Association of the Company in relation to resignation, re-election and rotation in the subsequent Annual General Meetings. He is entitled to an annual remuneration of RMB1,350,000 (which includes his basic salary but excludes any discretionary bonus which the Company may decide to pay).

Mr. Han 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. He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. He has not held directorship or major appointment in any other listed public companies in the past three years.

- (2) **Mr. Wu Jiang**, Non-executive Director and Member of Audit Committee

Mr. Wu Jiang, aged 48, professor, Council Member of China Association of Chief Accountants and Deputy President of Institute of China Aerospace Industrial Accountancy. He graduated from National University of Defense Technology with Master degree in system engineering. He worked for a destroyer contingent of the North Sea Battleship Fleet during August 1983 to July 1989. From August 1989 to August 2000, he was the Chief of Integrated Planning Division of CALT, the controlling shareholder of the Company. From September 2000 to January 2002, he acted as the General Deputy Director of the First Division, CALT. He then became the Chief of Finance Department of CALT for 5 years. He has been the Chief Financial Officer of CALT since February 2007. He has been a director of Astrotech, the controlling shareholder since July 2005. Astrotech is a wholly-owned subsidiary of CALT. He is an expert on scientific and technological management and financial management with rich experience in finance, investment and risk management. He was appointed as a Non-executive Director of the Company on 20 May 2008.

Mr. Wu has not entered into a written service agreement with the Company and with no specified length of his service but subject to the requirements in the Articles of Association of the Company in relation to resignation, re-election and rotation in the subsequent Annual General Meetings. He will not receive any director's fee.

Mr. Wu 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. He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. He has not held directorship or major appointment in any other listed public companies in the past three years.

(3) Mr. Tang Guohong, Non-executive Director and Chairman of Remuneration Committee

Mr. Tang Guohong, professor, aged 48, graduated from Beijing University of Aeronautics & Astronautics ("Beihang University") with Master's degree in Engineering. He went to Germany in 1987 and obtained PhD from Max-Planck Institute for Metals Research. He has served as Director of Staff Office, Deputy Dean and Professor in the Material Science and Engineering Department of Beihang University, Deputy General Manager and Administrative Deputy General Manager with China Aerospace Industry Supply & Marketing Corporation. After acting as the Chief of Business and Investment Department of CALT, he now is the President Assistant of CALT with rich experiences in scientific research, business administration and capital operation. He has been a director of Astrotech since July 2005. He was appointed as a Non-executive Director of the Company on 14 February 2006.

Mr. Tang has not entered into a written service agreement with the Company and with no specified length of his service but subject to the requirements in the Articles of Association of the Company in relation to resignation, re-election and rotation in the subsequent Annual General Meetings. He will not receive any director's fee.

Mr. Tang 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. He is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. He has not held directorship or major appointment in any other listed public companies in the past three years.

In relation to the above re-election of retiring directors, save as disclosed above, there is no other information required to be disclosed pursuant to the Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of Shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED

中國航天萬源國際(集團)有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1185)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of China Energin International (Holdings) Limited (the “Company”) will be held on Tuesday, 9 June 2009 at 12:00 noon at Hall 1B, G/F., No.1 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong for the following purposes:

1. To receive and adopt the audited financial statements of the Company and the reports of the directors and the auditor of the Company for the year ended 31 December 2008.
2. To consider the re-election of the retiring directors and to authorise the board of directors to fix the directors’ remuneration.
3. To consider the re-appointment of Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors to fix their remuneration.

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) below, 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 capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

to a Rights Issue (as hereinafter defined) or any issue of shares of the Company on the exercise of subscription rights attaching to any warrants of the Company or on the exercise of any options granted under the share option scheme of the Company or on the exercise of the conversion rights attaching to any convertible notes of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing 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 expiration of the period within which the next annual general meeting of the Company is required by the applicable law or the Articles of Association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution;

“Right Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares 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 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 applicable to the Company).”

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 repurchase issued shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and which is 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/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which are authorised to be repurchased by the directors of the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 any applicable law or the Articles of Association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in the general meeting revoking or varying the authority set out in this resolution.”

6. “**THAT** conditional on the passing of the resolution no. 5 set out in the notice convening this meeting of which this resolution forms part, the general mandate granted to the directors of the Company to allot, issue and deal with new shares pursuant to the resolution no. 4 set out in the notice convening this meeting of which this resolution forms part be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company 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 pursuant to the resolution no. 5 set out in the notice convening this meeting of which this resolution forms part, provided that such extended 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 this resolution.”

By Order of the Board
Steve Au-Yeung
Secretary

Hong Kong, 22 April 2009

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. 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 Principal Place of Business in Hong Kong at Suite 4701, 47th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.