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中國航空科技工業股份有限公司

AviChina Industry & Technology Company Limited*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2357)

- (1) Voting Results of AGM;**
- (2) Resignation of non-executive director; and**
- (3) Changes in compositions of the Board and members of the special committees of the Board**

The Board is pleased to announce that (1) the AGM was held by the Company at 9:00 a.m. on Friday, 17 May 2019 and the Resolutions set out in the AGM Notice were considered and approved at the AGM; (2) a non-executive director of the Company has resigned; and (3) the compositions of the Board and members of the special committees of the Board have changed.

(1) Voting Results of AGM

References are made to the circular (the “**Circular**”) of AviChina Industry & Technology Company Limited* (the “**Company**”) dated 10 April 2019, and the notice of AGM dated 10 April 2019 (the “**AGM Notice**”) in relation to the annual general meeting of the Company for the year 2018 (the “**AGM**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the AGM Notice.

The board of Directors of the Company (the “**Board**”) is pleased to announce that the AGM was held at 9:00 a.m. on Friday, 17 May 2019 at AVIC Hotel, No.10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) during which the resolutions set out in the AGM Notice (the

“**Resolutions**”) were duly passed. As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) is 6,245,121,836 H Shares.

For ordinary resolutions numbered 1 to 8 and special resolutions numbered 10 to 12 as set out in the AGM Notice, the total number of Shares entitling the holders to attend and vote for or against the Resolutions at the AGM was 6,245,121,836. There were no Shares entitling the holder to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The shareholders of the Company (the “**Shareholders**”) in attendance either in person or by proxy at the AGM represented 4,169,127,233 Shares of the Company carrying voting rights, or 66.76% of the total number of Shares of the Company carrying voting rights for the Resolutions.

The AGM was legally and validly convened in accordance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

At the AGM, the following resolutions were considered and approved by way of poll:

Number	Resolutions	Number of Shares (Approximate Percentage)	
		For	Against
Ordinary Resolutions			
1	The resolution relating to the Report of the Board of the Company for the year ended 31 December 2018.	4,168,346,233 (100%)	0 (0%)
2	The resolution relating to the Report of the supervisory committee of the Company for the year ended 31 December 2018.	4,168,346,233 (100%)	0 (0%)
3	The resolution relating to the audited financial statements of the Company for the year ended 31 December 2018.	4,168,346,233 (100%)	0 (0%)
4	The resolution relating to the profit distribution plan (including distribution of 2018 final dividend) of the Company for the year ended 31 December 2018.	4,169,127,233 (100%)	0 (0%)
5	The resolution relating to the appointment of ShineWing (HK) CPA Ltd. and ShineWing Certified Public Accountant LLP, as the international and domestic	4,166,508,768 (99.94%)	2,618,465 (0.06%)

	auditors of the Company for the financial year 2019 respectively, and to determine their remuneration.		
6	The resolution relating to the new appointment of Mr. Lian Dawei as a Director of the Company with a term of office commencing from the approval date at the AGM until the date on which the re-election of the seventh session of the Board is passed at the annual general meeting to be held in 2021, the grant of an authorization to the remuneration committee to determine his remuneration after taking into account his qualifications, experience and the prevailing market conditions, and the grant of an authorization to an executive Director of the Company to sign the relevant service contract on behalf of the Company with him.	4,154,275,259 (99.64%)	14,851,974 (0.36%)
7	The resolution relating to the new appointment of Mr. Yan Lingxi as a Director of the Company with a term of office commencing from the approval date at the AGM until the date on which the re-election of the seventh session of the Board is passed at the annual general meeting to be held in 2021, the grant of an authorization to the remuneration committee to determine his remuneration after taking into account his qualifications, experience and the prevailing market conditions, and the grant of an authorization to an executive Director of the Company to sign the relevant service contract on behalf of the Company with him.	4,151,656,794 (99.58%)	17,470,439 (0.42%)
8	The resolution relating to the new appointment of Mr. Xu Gang as a Director of the Company with a term of office commencing from the approval date at the AGM until the date on which the re-election of the seventh session of the Board is passed at the annual general meeting to be held in 2021, the grant of an authorization to the remuneration committee to determine his remuneration after taking into account his qualifications, experience and the prevailing market	4,154,275,259 (99.64%)	14,851,974 (0.36%)

	conditions, and the grant of an authorization to an executive Director of the Company to sign the relevant service contract on behalf of the Company with him.		
9	The resolution(s) to be proposed at the AGM by shareholders holding 3% or more of the total number of the Company's shares carrying voting rights, if any, by way of ordinary resolution(s).	N/A	N/A
Special Resolutions			
10	The resolution relating to the proposed amendments to the Articles of Association of the Company.	4,169,127,233 (100%)	0 (0%)
11	The resolution relating to granting the general mandate to the Board to issue new H Shares (i.e. to issue a maximum of 1,249,024,367 H shares, representing 20% of the total issued H shares as of the date of passing this resolution).	3,787,262,822 (90.84%)	381,864,411 (9.16%)
12	The resolution relating to granting the general mandate to the Board to repurchase H Shares (i.e. to repurchase a maximum of 624,512,183 H shares, representing 10% of the total issued H shares as of the date of passing this resolution).	4,169,127,233 (100%)	0 (0%)
13	The resolution(s) to be proposed at the Annual General Meeting by Shareholders holding 3% or more of the total number of the Company's shares carrying voting rights, if any, by way of special resolution(s).	N/A	N/A

The Board confirmed that all the resolutions mentioned above were duly passed. Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Company, was appointed as the scrutineer for vote-taking at the AGM.

(2) Resignation of non-executive director

The Board announces that, Mr. He Zhiping applied to the Board to resign from his positions as a non-executive director and a member of the development and strategy committee, due to other work arrangement. The resignation of Mr. He Zhiping took effect on 17 May 2019.

Mr. He Zhiping has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders of the Company.

The Board takes this opportunity to express sincere gratitude for the contribution that Mr. He Zhiping has made for the Company during his term of service.

The Company will elect new non-executive director as soon as possible in accordance with relevant procedures and will publish a further announcement in due course.

(3) Changes in compositions of the Board and members of the special committees of the Board

After the conclusion of the AGM during which all the resolutions in relation to the new appointment of Directors, namely, resolutions numbered 6 to 8 were duly passed, the sixth session of the Board comprises the following members:

Mr. Chen Yuanxian (executive Director), Mr. Wang Xuejun (executive Director), Mr. Yan Lingxi (non-executive Director), Mr. Lian Dawei (non-executive Director), Mr. Xu Gang (non-executive Director), Mr. Liu Renhuai (independent non-executive Director), Mr. Liu Weiwu (independent non-executive Director) and Mr. Wang Jianxin (independent non-executive Director).

At the Board meeting convened following the AGM, the members of the special committees of the Board were appointed as follows:

1. Mr. Chen Yuanxian was appointed as the chairman of the Development and Strategy Committee, and each of Mr. Yan Lingxi and Mr. Xu Gang was appointed as the member of the Development and Strategy Committee.
2. Mr. Chen Yuanxian was appointed as the chairman of the Nomination Committee.

3. Mr. Wang Xuejun was appointed as the member of the Audit Committee.
4. Mr. Lian Dawei was appointed as the member of the Remuneration Committee.

By Order of the Board
AviChina Industry & Technology Company Limited*
Xu Bin
Company Secretary

Beijing, 17 May 2019

As at the date of this announcement, the Board comprises executive Directors Mr. Chen Yuanxian and Mr. Wang Xuejun, non-executive Directors Mr. Yan Lingxi, Mr. Lian Dawei and Mr. Xu Gang as well as independent non-executive Directors Mr. Liu Renhuai, Mr. Liu Weiwu and Mr. Wang Jianxin.

** For identification purposes only*