

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



**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)**

## **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“**EGM**”) of AviChina Industry & Technology Company Limited (the “**Company**”) will be held at AVIC Hotel, No.10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC at 9:00 a.m. on Friday, 23 August 2019 to consider and, if thought fit, approve the following resolution(s). Unless otherwise indicated, capitalized terms used in this notice and the following resolution(s) shall have the same meanings as those defined in the circular of the Company dated 23 July 2019 (the “**Circular**”):

### **ORDINARY RESOLUTION**

1. “**THAT** the terms of the ASA be and are hereby approved, ratified and confirmed; and any one Director or authorized representative of the Chairman of the Board be and is hereby authorized to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect and/or to complete the transactions contemplated thereunder and all other matters ancillary thereto, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to the aforesaid agreement, as such Director or authorized representative may in his absolute discretion deems fit.”

\* *For identification purpose only*

## SPECIAL RESOLUTION

### 2. “THAT:

- (1) subject to the required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, the proposed amendments to the Articles of Association (details of which are set out in the paragraph headed “Proposed Amendments to the Articles of Association” in the letter from the Board contained in the Circular) be and are hereby approved and confirmed; and
- (2) any one of the Directors or authorized representative of the Chairman of the Board be and is hereby authorized to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect to the proposed amendments to the Articles of Association, including, without limitation, to obtain all necessary approvals from the relevant regulatory authorities in the PRC, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder, as such Director or authorized representative may in his absolute discretion deem fit.”

By Order of the board of directors  
**AviChina Industry & Technology Company Limited\***  
**Xu Bin**  
*Company Secretary*

Beijing, 23 July 2019

*As at the date of this notice, the Board comprises (i) Mr. Chen Yuanxian and Mr. Wang Xuejun as executive directors; (ii) Mr. Yan Lingxi, Mr. Lian Dawei and Mr. Xu Gang as non-executive directors; and (iii) Mr. Liu Renhuai, Mr. Liu Weiwu and Mr. Wang Jianxin as independent non-executive directors.*

Notes:

### 1. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE EGM

Pursuant to Article 41 of the Articles of Association, the H Share register of members of the Company will be closed from Saturday, 3 August 2019 to Friday, 23 August 2019 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the H Shares whose names appear on the Company’s Register of Members at the opening of business on Friday, 23 August 2019 are entitled to attend and vote at the EGM.

In order to be eligible to attend and vote at the EGM, holders of the H Shares shall lodge all transfer instruments together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company’s H Shares registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 2 August 2019.

## **2. REGISTRATION PROCEDURES FOR ATTENDING THE EGM**

- (a) Shareholder or its proxies shall produce his identification proof. If a legal representative of a corporate Shareholder or any other person authorized by the board of directors or other governing body of such corporate Shareholder (as the case may be) attends the EGM, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (b) Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.

## **3. PROXIES**

- (a) Any Shareholder who is entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf at the EGM. A proxy needs not be a Shareholder. Any Shareholder who wishes to appoint a proxy should first review the form of proxy in relation to the EGM.
- (b) Any Shareholder shall appoint its proxy in writing. The instrument appointing a proxy must be in writing signed under the hand of the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument shall be affixed with the seal of the body corporate or shall be signed by the directors of the board of the body corporate or by attorneys duly authorized. If the instrument is signed by an attorney of the appointer, the power of attorney authorizing the attorney to sign or other documents of authorization must be notarially certified. In order to be valid, for H shareholders, the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, where appropriate, must be delivered to Computershare Hong Kong Investor Services Limited, the Company's H Shares registrar, at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM and return of a form of proxy will not preclude a Shareholder from attending EGM or any adjournment thereof (as the case may be) in person and voting at the EGM if he or she so wishes.

## **4. MISCELLANEOUS**

- (a) The EGM is expected to last for half a day, Shareholders attending the meeting are responsible for their own transportation and accommodation expenses.
- (b) The contact details of the Company are as follow:

Designated address: Building A, No. 14 Xiaoguangdongli, Andingmenwai, Chaoyang District, Beijing, the PRC

Postal code: 100029

Telephone No.: 86-10-58354335

Facsimile No.: 86-10-58354310

Attention: Mr. Liu Kai