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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)**

## **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 9:00 a.m. on Friday, 11 December 2020, at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC to consider and approve the following resolutions. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 10 November 2020 (the “**Circular**”):

### **ORDINARY RESOLUTIONS**

1. “**THAT** the terms of the Mutual Product Supply Agreement and the proposed annual caps in respect thereof for the three financial years ending 31 December 2023 be and are hereby approved, ratified and confirmed; and any 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 continuing connected 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 deem fit.”
2. “**THAT** the terms of the Mutual Service Supply Agreement and the proposed annual caps in respect of the revenue transactions thereunder for the three financial years ending 31 December 2023 be and are hereby approved, ratified and confirmed; and any 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 continuing connected transactions contemplated thereunder and all other matters ancillary thereto, and to sign and execute such further documents, or to do any other matters

\* *For identification purpose only*

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 deem fit.”

3. “**THAT** the terms of the Mutual Product and Service Supply and Guarantee Agreement and the proposed annual caps in respect of the expenditure transactions thereunder for the three financial years ending 31 December 2023 be and are hereby approved, ratified and confirmed; and any 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 continuing connected 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 deem fit.”
  
4. “**THAT** the terms of the Financial Services Framework Agreement and the proposed caps in respect of the Deposit Services and AVIC Finance Factoring Services thereunder for the three financial years ending 31 December 2023 be and are hereby approved, ratified and confirmed; and any 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 continuing connected 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 deem fit.”
  
5. “**THAT** the terms of the Finance Lease and Factoring Framework Agreement and the proposed caps in respect of the Finance Lease Services (both direct lease and sale and leaseback transactions) and AVIC Lease Factoring Services thereunder for the three financial years ending 31 December 2023 be and are hereby approved, ratified and confirmed; and any 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 continuing connected 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 deem fit.”
  
6. “**THAT** the revision of the maximum outstanding daily balance of Deposit Services for 2020 under the Existing Financial Services (Supplemental) Framework Agreement, be and are hereby approved, ratified and confirmed; and any 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 continuing connected 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 deem fit.”

7. “**THAT** the appointment of Mr. Zhao Hongwei as an executive Director of the Company with a term of office commencing from the approval at the EGM until the date on which the term of the sixth session of the Board will expire, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.”

### **SPECIAL RESOLUTION**

8. “**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  
**AviChina Industry & Technology Company Limited\***  
**Xu Bin**  
*Company Secretary*

Beijing, 10 November 2020

*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.*

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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, 21 November 2020 to Friday, 11 December 2020 (both days inclusive), during which period no transfer of H shares will be registered. Shareholders whose names appear on the Company's Register of Members at the opening of business on Friday, 11 December 2020 are entitled to attend and vote at the EGM.

In order to be eligible to attend and vote at the EGM, Shareholders of the Company shall lodge all transfer instruments together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H shares Registrar, not later than 4:30 p.m. on Friday, 20 November 2020 at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

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

- a. The Shareholder or its proxies shall produce its identification proof. If a corporation Shareholder's legal representative or any other person authorized by the board of directors or other governing body of such corporate Shareholder 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 who wish to attend the EGM must complete the reply slip to confirm the attendance, and return the same to the correspondence address designated by the Company not later than 20 days before the date of the EGM, i.e. on or before Friday, 20 November 2020.
- c. 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 for use in 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 holders of H Shares, 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 Share registrar, at

17M Hopewell Centre, 183 Queens' 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. THE EGM IS EXPECTED TO LAST FOR HALF A DAY. SHAREHOLDERS ATTENDING THE MEETING ARE RESPONSIBLE FOR THEIR OWN TRANSPORTATION AND ACCOMMODATION EXPENSES.**

Designated address of the Company:

Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC (Postal code: 100029)

Telephone No: 86-10-58354335/4313 Facsimile No: 86-10-58354310

Attention: Mr. Liu Kai/Mr. Hao Weidi

- 5. Resolutions above will be voted by poll by the Independent Shareholders.**