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If you have sold or transferred all your shares in **AviChina Industry & Technology Company Limited**, you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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) PROPOSED GENERAL MANDATE TO ISSUE SHARES;
(2) PROPOSED DISTRIBUTION OF 2019 FINAL DIVIDEND;
(3) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES; AND
NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening the AGM of AviChina Industry & Technology Company Limited* to be held at 9:00 a.m. on Friday, 22 May 2020 at AVIC Hotel, No.10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC is set out on pages 9 to 14 of this circular.

A reply slip and a form of proxy for use at the AGM are enclosed and are also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to attend the AGM shall complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 1 May 2020. Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of such meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM or any adjournment thereof (as the case may be) and voting in person if you so wish.

21 April 2020

* For identification purpose only

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
Introduction	3
Proposed general mandate to issue Shares	4
Proposed distribution of 2019 final dividend	4
Proposed general mandate to repurchase Shares	5
AGM	5
Recommendation	5
 Appendix – Explanatory Statement for Repurchase General Mandate	 6
 Notice of Annual General Meeting	 9

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 9:00 a.m. on Friday, 22 May 2020 at AVIC Hotel, No.10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“AVIC”	Aviation Industry Corporation of China, Ltd.* (中國航空工業集團有限公司), a controlling shareholder of the Company holding directly and indirectly 56.04% equity interest of the Company as of the Latest Practicable Date
“Board”	the board of directors of the Company
“Company”	AviChina Industry & Technology Company Limited* (中國航空科技工業股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Stock Exchange
“Company Law”	the Company Law of the PRC (as amended from time to time)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Company, which are traded in HK dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of the H Share(s)
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue or otherwise deal with additional H Shares representing up to the limit of 20% of the aggregate nominal value of the H Shares in issue as at the date of approving the Issue General Mandate Resolution at the AGM

DEFINITIONS

“Issue General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Issue General Mandate to the Board
“Latest Practicable Date”	15 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC”	the People’s Republic of China
“Repurchase General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase or otherwise deal with the H Shares representing up to the limit of 10% of the aggregate nominal value of the H Shares in issue as at the date of approving the Repurchase General Mandate Resolution at the AGM
“Repurchase General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Repurchase General Mandate to the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (as amended from time to time)
“Share(s)”	the ordinary share(s) of the Company, which are all H Shares as at the Latest Practicable Date
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers (as amended from time to time)
“%”	percent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chen Yuanxian

Mr. Wang Xuejun

Non-executive Directors:

Mr. Yan Lingxi

Mr. Lian Dawei

Mr. Xu Gang

Independent non-executive Directors:

Mr. Liu Renhuai

Mr. Liu Weiwu

Mr. Wang Jianxin

Registered Office:

2nd floor, Building 27

No. 26 Xihuan South Street

Beijing Economic Technological

Development Area

Beijing, PRC

Principal place of business

in Hong Kong:

Unit 2202A, 22th Floor

Fairmont House

8 Cotton Tree Drive

Central Hong Kong

21 April 2020

To the Shareholders:

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATE TO ISSUE SHARES;**
 - (2) PROPOSED DISTRIBUTION OF 2019 FINAL DIVIDEND;**
 - (3) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES; AND**
- NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM, and to provide you with all the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolution(s) at the AGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to provide the Board with flexibility and discretion to issue new Shares, the Company proposed to grant the Issue General Mandate to the Board to allot, issue and deal with additional H Shares of the Company up to the limit of 20% of the aggregate nominal value of the H Shares in issue as at the date of passing the Issue General Mandate Resolution at the AGM. As at the Latest Practicable Date, the total issued share capital of the Company comprised 6,245,121,836 H Shares. Subject to the passing of the Issue General Mandate Resolution at the AGM and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 1,249,024,367 H Shares.

The Issue General Mandate shall be effective until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of the Issue General Mandate Resolution at the AGM; or (ii) the expiration of the 12-month period following the passing of the Issue General Mandate Resolution at the AGM; or (iii) the revocation or variation of the authorisation given under the Issue General Mandate Resolution by a special resolution of the Company in a general meeting. Any exercise of the power by the Board under the Issue General Mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. As at the Latest Practicable Date, the Board had no plan to issue new H Shares pursuant to the Issue General Mandate. The proposal on granting the Issue General Mandate to issue Shares is subject to the Shareholders' approval by a special resolution at the AGM.

PROPOSED DISTRIBUTION OF 2019 FINAL DIVIDEND

The Board recommended the payment of a final dividend for the year 2019 in an aggregate amount of RMB187,353,655.08, representing a dividend of RMB0.03 per Share (2018: RMB0.03 per Share), calculated based on the existing number of total issued Shares of 6,245,121,836 Shares as at the Latest Practicable Date, which is subject to adjustment (if any) based on the number of the total issued Shares as at the Record Date (as defined below).

The final dividend will be paid to those Shareholders whose names appear on the Company's register of members at the close of business on Wednesday, 3 June 2020 (the "**Record Date**"). To determine the identity of the Shareholders entitled to receive the final dividend, the Company's register of members will be closed from Friday, 29 May 2020 to Wednesday, 3 June 2020 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order to be entitled to receive the final dividend, all transfer instruments accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's H shares registrar, by not later than 4:30 p.m. on Thursday, 28 May 2020.

In accordance with Article 152 of the Articles of Association, the dividend will be declared in RMB to the Shareholders. The dividend payable to Shareholders will be paid within three months after the dividend declaration date. The dividend to be paid in Hong Kong Dollars will be converted based on the average closing exchange rate between RMB and Hong Kong Dollars issued by the People's Bank of China for the five business days prior to the declaration of dividends at the AGM. Subject to the approval of the Company's Shareholders at the AGM, the aforementioned dividend is expected to be paid by the Company on or before 18 August 2020.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

In order to provide the Board with flexibility and discretion to repurchase H Shares at the appropriate time, the Company proposed to grant the Repurchase General Mandate to the Board by way of a special resolution considered and approved at the AGM, to repurchase H Shares of the Company up to the limit of 10% of the aggregate nominal value of H Shares in issue as at the date of passing the Repurchase General Mandate Resolution under the conditions as set out at the AGM.

Explanatory statement in relation to the Repurchase General Mandate is set out in the appendix to this circular.

AGM

The Company hereby confirms that the AGM will be held at 9:00 am on Friday, 22 May 2020 at AVIC Hotel, No.10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC. The notice of the AGM is set out on pages 9 to 14 of this circular.

A reply slip and a form of proxy for use at the AGM are enclosed and are also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to attend the AGM shall complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 1 May 2020. Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of such meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM or any adjournment thereof (as the case may be) and voting in person if you so wish.

The resolutions to be approved at the AGM will be voted by way of poll. The poll results announcement of the AGM will be published on the website of the Stock Exchange and the website of the Company.

RECOMMENDATION

The Board considers that the resolutions as set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of such resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
AviChina Industry & Technology Company Limited
Xu Bin
Company Secretary

* For identification purpose only

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase General Mandate to the Board.

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LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by the Articles of Association to repurchase its own securities.

REGISTERED CAPITAL

As at the Latest Practicable Date, the total issued share capital of the Company was RMB6,245,121,836, comprising 6,245,121,836 H Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase General Mandate and on the basis that no H Shares will be allotted, issued or repurchased by the Company on or prior to the date of the AGM, the Company will be allowed under the Repurchase General Mandate to repurchase a maximum of 624,512,183 H Shares, being the maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of passing the relevant resolution.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase General Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase General Mandate may, depending on the then market conditions and funding arrangements, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

When repurchasing the H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including, without limitation, surplus funds and undistributed profits of the Company.

Taking into account the current good working capital position of the Company, the Directors consider that, if the Repurchase General Mandate were to be exercised in full, it would not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 December 2019 as disclosed in the Company's latest published audited accounts contained in the annual

report for the year 2019. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at an appropriate time having taking into consideration the circumstances then prevailing which shall be in the best interests of the Company and the Shareholders as a whole.

STATUS OF REPURCHASED H SHARES

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates of such repurchased H Shares shall be cancelled and destroyed. The Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

H SHARE PRICES

The highest and lowest prices at which the H Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

Month	H Share (HK\$)	
	Highest price	Lowest price
2019		
March	5.600	4.850
April	5.320	4.570
May	4.650	4.200
June	4.660	4.070
July	4.620	4.140
August	4.390	3.790
September	4.390	3.790
October	3.990	3.600
November	3.830	3.450
December	3.730	3.420
2020		
January	3.880	3.240
February	3.640	3.130
March	3.560	2.630
1 April to the Latest Practicable Date	3.100	2.770

* Source: Wind

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company under appropriate circumstances to make purchases pursuant to the Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

DISCLOSURE OF INTERESTS

None of the Directors or their close associates (as defined in the Listing Rules), to the best of their knowledge, having made all reasonable enquiries, has any present intention to sell to the Company any of the H Shares if the Repurchase General Mandate is approved at the AGM.

None of the core connected persons (as defined under the Listing Rules) of the Company has notified the Company that he, she or it has a present intention to sell any H Shares to the Company, or has undertaken not to do so, if the Repurchase General Mandate is exercised.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase General Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, AVIC was the controlling shareholder of the Company and directly and indirectly held 56.04% of the total issued share capital of the Company. The Company expects that the exercise of the Repurchase General Mandate in full will not have any implications for AVIC under the Takeovers Code.

Assuming that there is no issue of H Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase General Mandate whether in whole or in part will not result in the percentage of the Shares held by the public being less than the relevant prescribed minimum percentage as required by the Stock Exchange. Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

SECURITIES REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any H Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of AviChina Industry & Technology Company Limited (the “Company”) will be held at 9:00 am on Friday, 22 May 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 and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 21 April 2020:

ORDINARY RESOLUTIONS

1. The resolution relating to the Report of the Board of the Company for the year ended 31 December 2019;
2. The resolution relating to the Report of the supervisory committee of the Company for the year ended 31 December 2019;
3. The resolution relating to the audited financial statements of the Company for the year ended 31 December 2019;
4. The resolution relating to the profit distribution plan (including distribution of 2019 final dividend) of the Company for the year ended 31 December 2019;
5. The resolution relating to the appointment of ShineWing (HK) CPA Ltd. and ShineWing Certified Public Accountant LLP, as the international and domestic auditors of the Company for the financial year 2020 respectively, and to determine their remuneration;
6. 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).

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

7. To consider, and if thought fit, pass the following resolution on the proposed general mandate to issue Shares:

“THAT:

- (1) the Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional general mandate to issue, allot and/or deal with additional H Shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of the H Shares to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board other than pursuant to the share option scheme (if any) adopted by the Company for the grant or issue of shares of the Company, shall not exceed 20 percent of the aggregate nominal amount of the H Shares in issue, in each case as at the date of passing of this resolution; and
 - (c) the Board will only exercise its power under the general mandate in accordance with the Company Law and the Listing Rules (as each of them may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant government authorities in the People’s Republic of China are obtained;

and, for the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- ii. the date of expiration of the 12-month period following the passing of this resolution; or
- iii. the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the Company in a general meeting.

NOTICE OF ANNUAL GENERAL MEETING

- (2) contingent on the Board resolving to exercise the general mandate and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorized:
- (a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds, and to make all necessary filings and registration with the relevant authorities in the People's Republic of China, Hong Kong and/or other places and jurisdictions (as appropriate); and
 - (c) to increase the registered capital of the Company and to register the increased capital with the relevant authorities so as to reflect the new capital and/or share capital structure of the Company.”
8. To consider, and if thought fit, pass the following resolution on the proposed general mandate to repurchase Shares:

“THAT:

- (1) subject to paragraphs (2) and (3) below, the exercise by the Board during the Relevant Period (as defined in paragraph (4) below) of all the powers of the Company to repurchase H Shares in issue, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body, is approved;
- (2) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period (as defined in paragraph (4) below) shall not exceed 10% of the aggregate nominal value of H Shares in issue, as at the date of the passing of this special resolution;
- (3) the approval in paragraph (1) above shall be conditional upon:
 - (a) the special resolution to be passed at the AGM shall be of the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a));
 - (b) compliance with the relevant requirements of the Company Law and the regulations of the regulatory authorities (including the Stock Exchange) of the place of listing of the Company as amended from time to time; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) the approval of or the filing with the State Administration of Foreign Exchange, China Securities Regulatory Commission and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made.
- (4) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution in the AGM until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held;
 - (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting; or
 - (d) the date of expiration of a period of 12 months after this special resolution has been passed at the AGM.
- (5) the Board is hereby authorized to:
- (a) formulate and implement specific repurchase plans, including but not limited to the repurchase price, the amount of repurchases, the timing and period for repurchases;
 - (b) notify creditors and publish announcements in accordance with the requirements of the Company Law, the Articles of Association and the relevant requirements of the Stock Exchange (if applicable) as amended from time to time;
 - (c) open a foreign stock account and complete the corresponding procedure of change in foreign exchange registration;
 - (d) perform the relevant approval procedure in accordance with the requirements of the regulatory authority and the place of listing, including filing with China Securities Regulatory Commission;
 - (e) complete the procedure for the cancellation of the repurchased Shares, the reduction of the Company’s registered capital, and perform the relevant domestic and foreign registration and filing procedures according to the statutory requirements in the PRC and foreign regions; and
 - (f) sign and execute other documents and complete other matters relevant to repurchases of Shares.”

NOTICE OF ANNUAL GENERAL MEETING

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 special resolution(s).

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

Beijing, 21 April 2020

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE AGM

As disclosed in the announcement of the Company dated 30 March 2020, the H Share register of members of the Company will be closed from Saturday, 2 May 2020 to Friday, 22 May 2020 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders of the Company whose names appear on the Company's Register of Members at the opening of business on Friday, 22 May 2020 are entitled to attend and vote at the AGM.

In order to be eligible to attend and vote at the AGM, 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 Wednesday, 29 April 2020 at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

(2) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO RECEIVE THE 2019 FINAL DIVIDEND

The Board recommended the payment of a final dividend for the year 2019 in an aggregate amount of RMB187,353,655.08, representing a dividend of RMB0.03 per Share (2018: RMB0.03 per Share), calculated based on the existing number of total issued Shares of 6,245,121,836 Shares as at the Latest Practicable Date, which is subject to adjustment based on the number of the total issued Shares of the Company as at the Record Date (as defined below). Subject to the approval of the Shareholders at the AGM, the aforementioned dividend is expected to be paid by the Company on or before 18 August 2020. Further announcement will be made in this regard in due course.

The 2019 final dividend will be paid to those Shareholders whose names appear on the Company's register of members at the close of business on Wednesday, 3 June 2020 (the "**Record Date**"). To determine the identity of the Shareholders entitled to receive the final dividend, the Company's register of members will be closed from Friday, 29 May 2020 to Wednesday, 3 June 2020 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to receive the 2019 final dividend, all transfer instruments accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's H shares registrar, not later than 4:30 p.m. on Thursday, 28 May 2020 at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

(3) REGISTRATION PROCEDURES FOR ATTENDING THE AGM

- a. The Shareholder or its proxies shall produce his 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 AGM, 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 authorization of that legal representative or other person.

NOTICE OF ANNUAL GENERAL MEETING

- b. Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.

(4) PROXIES

- a. Any Shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf at the AGM. 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 AGM.
- 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 Queens' Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM and return of a form of proxy will not preclude a Shareholder from attending AGM or any adjournment thereof (as the case may be) in person and voting at the AGM if he or she so wishes.

(5) THE AGM 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:

6/F, 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

As at the date of this notice, 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.