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If you are in any doubt about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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 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 RE-ELECTION AND NEW APPOINTMENT OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS;**
 - (2) PROPOSED NON-REAPPOINTMENT OF INTERNATIONAL AUDITOR AND RE-APPOINTMENT OF DOMESTIC AUDITOR FOR 2021;**
 - (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
 - (4) PROPOSED GENERAL MANDATE TO ISSUE SHARES;**
 - (5) PROPOSED DISTRIBUTION OF 2020 FINAL DIVIDEND;**
 - (6) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES; AND**
- NOTICE OF ANNUAL GENERAL MEETING**
NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES
NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES
-

The notices convening the AGM, the H Share Class Meeting and the Domestic Share Class Meeting of AviChina Industry & Technology Company Limited* to be held at 9:00 a.m., 10:00 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) and 10:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof), respectively, on Friday, 28 May 2021 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC are set out on pages 19 to 26, pages 27 to 30 and pages 31 to 34 of this circular, respectively.

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

28 April 2021

* For identification purpose only

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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, 28 May 2021 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 61.60% equity interest of the Company as of the Latest Practicable Date
“Board”	the board of directors of the Company
“Class Meetings”	H Share Class Meeting and/or Domestic Share Class Meeting
“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
“Domestic Share Class Meeting”	the class meeting for holders of the Domestic Shares to be held at 10:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof) on the same date and at the same place to consider and approve the Repurchase General Mandate
“Domestic Shareholder(s)”	holder(s) of the domestic share(s)
“Domestic Share(s)”	the ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB by PRC nationals and/or PRC corporate entities
“Group”	the Company and its subsidiaries

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“H Share Class Meeting”	the class meeting for holders of the H Shares to be held at 10:00 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) on the same date and at the same place to consider and approve the Repurchase General Mandate
“H Shareholder(s)”	holder(s) of the H Share(s)
“H Share(s)”	overseas listed foreign invested shares 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
“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 issue, allot or otherwise deal with additional Shares (whether Domestic Shares or H Shares) representing up to the limit of 20% of the aggregate nominal values of the Domestic Shares and/or H Shares in issue as at the date of approving the General Mandate Resolution at the AGM
“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”	22 April 2021 (Thursday), 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, H Share Class Meeting and Domestic Share Class Meeting to exercise all powers of the Company to repurchase or otherwise deal with the Shares (whether Domestic Shares or H Shares) representing up to the limit of 10% of the aggregate nominal values of the Domestic Shares and/or H Shares in issue as at the date of approving the Repurchase General Mandate Resolution at the AGM, H Share Class Meeting and Domestic Share Class Meeting

DEFINITIONS

“Repurchase General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM, H Share Class Meeting and Domestic Share Class Meeting 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)
“Shareholder(s)”	holder(s) of Domestic Shares and holder(s) of H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“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. Wang Xuejun
Mr. Zhao Hongwei

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

Place of business in Hong Kong:

Unit 2202A, 22th Floor
Fairmont House
8 Cotton Tree Drive
Central
Hong Kong

28 April 2021

To the Shareholders:

Dear Sir or Madam,

* For identification purpose only

LETTER FROM THE BOARD

- (1) PROPOSED RE-ELECTION AND NEW APPOINTMENT OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS;**
- (2) PROPOSED NON-REAPPOINTMENT OF INTERNATIONAL AUDITOR AND RE-APPOINTMENT OF DOMESTIC AUDITOR FOR 2021;**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (4) PROPOSED GENERAL MANDATE TO ISSUE SHARES;**
- (5) PROPOSED DISTRIBUTION OF 2020 FINAL DIVIDEND;**
- (6) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES; AND
NOTICE OF ANNUAL GENERAL MEETING
NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES
NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES**

INTRODUCTION

The purpose of this circular is to provide you with (i) the notices of the AGM and the Class Meetings, and (ii) 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 and/or the Class Meetings.

PROPOSED RE-ELECTION AND NEW APPOINTMENT OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS

As the terms of all Directors of the sixth session of the Board and all Supervisors of the sixth session of the Supervisory Committee will expire at the AGM, the Company proposes that, members of the seventh session of the Board and the seventh session of the Supervisory Committee (with respect to Shareholder representative Supervisors) shall be elected at the AGM. The employee representative Supervisor will be elected separately by the general meeting of employees of the Company.

The terms of the Directors of the seventh session of the Board and the Supervisors of the seventh session of the Supervisory Committee shall be three years, commencing from the date on which the seventh session of the Board or the Supervisory Committee is established, respectively, which shall be the date of conclusion of the AGM.

Pursuant to the Articles of Association, Directors and Supervisors are eligible for re-election on expiration of their respective terms, and the re-election shall be approved by resolutions passed by more than half of the voting rights represented by the Shareholders (or their proxies) present at the general meeting of the Company. Therefore, the proposed re-election and new appointment of Directors and Shareholder representative Supervisors will be submitted for the Shareholders' consideration and approval at the AGM.

LETTER FROM THE BOARD

Directors

Certain members of the sixth session of the Board, namely Mr. Wang Xuejun (executive Director), Mr. Zhao Hongwei (executive Director), Mr. Lian Dawei (non-executive Director), Mr. Xu Gang (non-executive Director) and Mr. Liu Weiwu (independent non-executive Director) have been nominated as candidates for re-election as Directors of the seventh session of the Board for a term of three years commencing from the date on which the seventh session of the Board is established.

The remaining members of the sixth session of the Board, namely Mr. Yan Lingxi (non-executive Director), Mr. Liu Renhuai (independent non-executive Director) and Mr. Wang Jianxin (independent non-executive Director) have confirmed that they will not stand for re-election as Directors of the seventh session of the Board after expiry of their respective terms, and have confirmed to the Company that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders in respect of their cessation of office.

The Board would like to express its sincere gratitude for the contributions that Mr. Yan Lingxi, Mr. Liu Renhuai and Mr. Wang Jianxin have made for the Company during their terms of service.

The Board is pleased to announce that, Mr. Wang Jun, Mr. Mao Fugen, and Mr. Lin Guiping have been nominated as the candidates for new members of the seventh session of the Board as non-executive Director, independent non-executive Director and independent non-executive Director, respectively, each for a term of three years commencing from the date on which the seventh session of the Board is established, which shall be the date of conclusion of the AGM.

For biographical details and other information of candidates for Directors of the seventh session of the Board, please refer to Appendix I to this circular.

Supervisors

Members of the sixth session of the Supervisory Committee, namely Mr. Zheng Qiang and Mr. Guo Guangxin, have been nominated by the Shareholders as candidates for re-election as Shareholder representative Supervisors of the seventh session of the Supervisory Committee for a term of three years commencing from the date on which the seventh session of the Supervisory Committee is established, which shall be the date of conclusion of the AGM. The employee representative Supervisor will be elected separately by the general meeting of employees of the Company, for a term of three years commencing from the date on which the seventh session of the Supervisory Committee is established, which shall be the date of conclusion of the AGM.

For biographical details and other information of candidates for Shareholder representative Supervisors of the seventh session of the Supervisory Committee, please refer to Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED NON-REAPPOINTMENT OF INTERNATIONAL AUDITOR AND RE-APPOINTMENT OF DOMESTIC AUDITOR FOR 2021

Reference is made to the announcement of the Company dated 20 April 2021 in relation to, among other things, proposed non-reappointment of international auditor and re-appointment of domestic auditor. ShineWing (HK) CPA Ltd. and ShineWing Certified Public Accountant LLP are the Company's international and domestic auditors for the year of 2020, respectively. In view of the proposed adoption of the Chinese Accounting Standards for Business Enterprises (the "CASBE") to prepare financial statements of the Company only, the Board therefore proposed not to re-appoint ShineWing (HK) CPA Ltd. as the international auditor of the Company for the year of 2021.

ShineWing (HK) CPA Ltd. confirmed that there is no matter in relation to the proposed non-reappointment of international auditor that needs to be brought to the attention of the Shareholders or the Stock Exchange. The Board and the Audit Committee confirmed that the Company had no disagreement with ShineWing (HK) CPA Ltd. regarding the proposed non-reappointment of international auditor.

The Board considers that non-reappointment of international auditor will not have any material and adverse impact on the publication of the Company's interim results for the six months ending 30 June 2021 or subsequent results.

According to the domestic and overseas regulation and information disclosure requirements of the Company, taking into account the continuity and integrity of the Company's financial audit business and in view of that ShineWing Certified Public Accountant LLP is a certified public accountant firm approved by the Ministry of Finance of the PRC and the China Securities Regulatory Commission and is qualified to provide auditing services by adopting the Chinese Standards on Auditing for issuers listed in Hong Kong and incorporated in the PRC, the Board proposed to re-appoint ShineWing Certified Public Accountant LLP as the Company's domestic auditor for the year of 2021 with proposed remunerations of re-appointment of RMB2.8 million. The above auditor will perform audits on the financial statements prepared by the Company in accordance with the CASBE and undertake the duties of the international auditor in accordance with the Listing Rules for a term of office until the end of the 2021 annual general meeting of the Company.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated 30 March 2021 regarding, among other things, the proposed amendments to the Articles of Association. In view of the proposed adoption of the CASBE to prepare financial statements of the Company, the Board proposed to amend certain articles of the Articles of Association. Details of the proposed amendments are as follows:

Article 147 The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations, ~~unless the laws and regulations or the listing rules of the place where shares of the Company are listed require that the financial statements of the Company shall also be prepared in accordance with international accounting standards or the accounting standards of the place outside the PRC where shares of the Company are listed. If there are material differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in the~~

LETTER FROM THE BOARD

~~notes to such financial statements. For purposes of the Company's distribution of after tax profits of a given fiscal year, the lesser of the amounts of after tax profits shown in the aforementioned two kinds of financial statements shall govern.~~

Article 148 ~~Interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations, and also be prepared in accordance with the international accounting standards or the accounting standards of the place outside the PRC where shares of the Company are listed.~~

The proposed amendments to the Articles of Association are subject to the consideration and approval of the Shareholders by way of a special resolution at the AGM. The proposed amendments to the Articles of Association are also subject to the approval, registration and/or filing with the relevant regulatory authorities.

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 Domestic Shares and/or H Shares of the Company up to the limit of 20% of the aggregate nominal values of the Domestic Shares and/or H Shares respectively in issue as at the date of passing the Issue General Mandate Resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,500,669,406 Domestic Shares and 6,210,662,836 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 300,133,881 Domestic Shares and/or 1,242,132,567 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 authorization 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 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 2020 FINAL DIVIDEND

The Board recommended the payment of a final dividend for the year 2020 in an aggregate amount of RMB385,566,612.10, representing a dividend of RMB0.05 per Share (2019: RMB0.03 per Share), calculated based on the existing number of total issued Shares of 7,711,332,242 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).

LETTER FROM THE BOARD

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, 9 June 2021 (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, 4 June 2021 to Wednesday, 9 June 2021 (both days inclusive), during which period no transfer of H shares 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, not later than 4:30 p.m. on Thursday, 3 June 2021.

In accordance with Article 152 of the Articles of Association, the dividend will be declared in RMB to the Shareholders. The dividend payable to Domestic Shareholders will be paid in RMB within three months after the dividend declaration date, the dividend payable to H Shareholders will be denominated and declared in RMB and paid in HK\$ within three months after the dividend declaration date. The dividend to be paid in HK\$ will be converted based on the average closing exchange rate between RMB and HK\$ issued by the People's Bank of China for the five business days prior to the declaration of dividends at the AGM to be held on Friday, 28 May 2021. Subject to the approval of the Shareholders at the AGM, the aforementioned dividend is expected to be paid on or before 18 August 2021.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

In order to provide the Board with flexibility and discretion to repurchase Domestic Shares and/or 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 and Class Meetings respectively, to repurchase Domestic Shares and/or H Shares of the Company up to the limit of 10% of the aggregate nominal values of the Domestic Shares and/or H Shares respectively in issue as at the date of passing the Repurchase General Mandate Resolution under the conditions as set out at the AGM and Class Meetings.

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

AGM AND CLASS MEETINGS

The notices convening the AGM, the H Share Class Meeting and the Domestic Share Class Meeting of the Company to be held at 9:00 a.m., 10:00 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) and 10:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof), respectively, on Friday, 28 May 2021 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC are set out on pages 19 to 26 pages 27 to 30 and pages 31 to 34 of this circular, respectively.

Forms of proxy for use at the AGM, H Share Class Meeting and Domestic Share Class Meeting are enclosed and are also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the AGM, H Share Class Meeting and/or Domestic Share Class Meeting shall complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of such meeting(s) or any adjournment

LETTER FROM THE BOARD

thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending the AGM, H Share Class Meeting and/or Domestic Share Class Meeting or any adjournment thereof (as the case may be) and voting in person if you so wish.

The resolution(s) to be approved at the AGM, H Share Class Meeting and Domestic Share Class Meeting will be voted by way of poll. The poll results announcement of the above meetings will be published on the website of the Stock Exchange and the website of the Company.

RECOMMENDATION

The Board considers that the resolution(s) as set out in the notice of the AGM, H Share Class Meeting and Domestic Share Class Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favor of such resolution(s) to be proposed at the AGM, H Share Class Meeting and Domestic Share Class Meeting.

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

* *For identification purpose only*

BIOGRAPHICAL DETAILS OF DIRECTORS TO BE RE-ELECTED OR NEWLY APPOINTED**Executive Directors*****Mr. Wang Xuejun (王學軍)***

48, a researcher level senior economist. Mr. Wang graduated from Renmin University of China with a bachelor degree in economics specializing in international finance in July 1995, and graduated from Economy and Management School of Tsinghua University with a MBA degree in July 2002. Mr. Wang commenced his career in aviation in 1995. He had been a section chief, vice director and director of the Capital Management Department of AVIC since 2008. Mr. Wang had been the non-executive Director of the Company from June 2018 to March 2019. Mr. Wang has been the executive Director and general manager of the Company since March 2019 and has been the Chairman of the Board of the Company since 16 October 2020.

Mr. Zhao Hongwei (趙宏偉)

54, a senior engineer. Mr. Zhao successively graduated from Nanjing University of Aeronautics and Astronautics with a bachelor degree majoring in industrial management engineering, and Zhejiang University with a MBA degree. Mr. Zhao commenced his career in aviation industry in 1989. He successively served as the manager of the Comprehensive Planning Department and deputy general manager of China National Aero-Technology Import & Export Shanghai Corporation, deputy general manager of AVIC Auto Maintenance Equipment Co., Ltd., deputy general manager and general manager of China National Aero-Technology Import & Export Hangzhou Corporation, and general manager and chairman of AVIC International Lease Co., Ltd. Mr. Zhao served as the general manager of AVIC Capital Co., Ltd. (“AVIC Capital”) from June 2017 to October 2020, and served as the director of AVIC Capital since June 2017. Mr. Zhao has been the general manager of the Company since 16 October 2020 and has been the executive Director of the Company since December 2020.

Non-executive Directors***Mr. Lian Dawei (廉大為)***

58, a doctorate degree holder and a researcher level senior engineer. Mr. Lian graduated from the Department of Urban Construction of Harbin Institute of Architectural Engineering with a bachelor of engineering degree majoring in heating and ventilation, and successively obtained his master degree in technology economy and management from Tsinghua University and doctorate degree in engineering and project management from Beijing Jiaotong University. Mr. Lian had successively been the deputy division director, division director, department chief, vice president and president of China Aviation Planning and Design Institute, the general manager of China Aviation Planning and Design Institute Company Limited (“AVIC CAPDI”), etc. Mr. Lian has been the chairman of the board of AVIC CAPDI since August 2016. He has been the non-executive Director of the Company since May 2019.

Mr. Xu Gang (徐崗)

49, a doctorate degree holder. Mr. Xu graduated from Tianjin University with a bachelor degree in information management system engineering. Mr. Xu also holds a master degree in business administration from Roosevelt University in Chicago and a doctorate degree in economics from Nankai University. In 1995, Mr. Xu worked for the Tianjin Economic and Technology Development Area Administrative Committee. He was nominated as the deputy head of the Investment Promotion Bureau of Tianjin Free Trade Zone in 2003 and was promoted as its head in 2005, when he started to actively participate in the Airbus A320 Series Final Assembly Line program jointly initiated by Airbus and its Chinese partners. From 2008 to 2011, Mr. Xu was the deputy general manager of Airbus Tianjin A320 Series Final Assembly Line and the head of the Investment Promotion Bureau of Tianjin Free Trade Zone Administrative Committee. In 2011, he was appointed as the chairman of board of Airbus Tianjin Final Assembly Line and the vice president of Tianjin Free Trade Zone Administrative Committee. From 2014 to 2017, Mr. Xu was appointed as the Party Secretary of Tianjin Youth League. From January 2018, Mr. Xu has served as chief executive officer of Airbus China and the head of Airbus China, responsible for all commercial aircraft operations and helicopter, defense and aerospace operations of Airbus in China. He has been the non-executive Director of the Company since May 2019.

Mr. Wang Jun (王軍)

68, a first level senior accountant. Mr. Wang graduated from Zhengzhou Aviation Industry Management Institution majoring in finance and business management. He commenced his career in aviation industry in August 1969 and used to be a division chief of planning department, secretary of company officer and deputy director of financial department of Harbin Dongan Engine Manufacturing Company; general manager of Shanghai Andong Industry & Trading Corporation. From February 2002, he had been the general accountant and vice general manager of Dongan Engine Manufacturing Group; director, vice general manager of Dongan Engine Manufacturing Group; director, vice general manager and general manager of Harbin Aviation Group; Chairman of the board of the directors of Dongan Heibao Co., Ltd.; Chairman of the board of the directors and general manager of Harbin Dongan Engine (Group) Co., Ltd. Mr. Wang had been the vice general manager and chief financial officer of the Company from April 2010 to March 2014. Mr. Wang had been an independent director of AVIC BIAM New Materials Technology and Engineering Co., Ltd. from 2018 to June 2020. Mr. Wang has been a director of AVIC BIAM New Materials Technology and Engineering Co., Ltd. since July 2020.

Independent non-executive Directors***Mr. Liu Weiwu (劉威武)***

57, a master degree holder with the intermediate accountant qualification. Mr. Liu is department director of the finance (property) department of China Merchants Group Limited. Mr. Liu was the head of treasury division of financial department of Guangzhou Ocean Shipping Company, the manager of financial department of Hong Kong Mingwah Co., Ltd*, and the deputy general manager of financial department of China Merchants Group Limited from August 2004 to February 2009. Mr. Liu had successively been the director, the chief financial officer and the deputy general manager of China Merchants Energy Shipping

Co., Ltd* since February 2009. Mr. Liu has been the executive director of China Merchants Port Holdings Company Limited since March 2021. Mr. Liu has been the independent non-executive Director of the Company since June 2018.

Mr. Mao Fugen (毛付根)

58, a holder of doctorate degree, a senior management accountant and a committee member of the Cost Research Society of China. Mr. Mao graduated from the School of Accounting of Xiamen University in 1985 and achieved a master degree in economics (accounting) from Xiamen University in 1988, and a doctorate degree in economics (accounting) from Xiamen University in 1994. Mr. Mao is a long-term EMBA lecture professor in Xiamen University and other universities with primary research areas including management accounting, corporate finance, cross-border corporate finance management and other areas and he has extensive experience in senior management training. Mr. Mao successively served as the lecturer, deputy professor and professor of the School of Accounting of Xiamen University. Mr. Mao had been an independent non-executive director of ZheJiang AoKang Shoes Co., Ltd. from December 2013 to December 2019, an independent non-executive director of Xiamen ITG Group Corp., Ltd from May 2014 to May 2020 and an independent non-executive director of Huangneng Lancang River Hydropower Co., Ltd from August 2015 to February 2021. Mr. Mao is currently a professor of the School of Accounting of Xiamen University and he has been an independent non-executive director of Deppon Logistics Co., Ltd since February 2018.

Mr. Lin Guiping (林贵平)

55, a holder of doctorate degree. Mr. Lin graduated from Beihang University with a bachelor degree majoring in automotive engine in 1986, a master degree majoring in engineering thermal physics in 1989, and a doctorate degree majoring in man-machine and environmental engineering in 1993. Mr. Lin was promoted successively as the deputy professor in 1993, the professor in 1998, and was elected as the doctoral tutor in 2000. Mr. Lin has engaged in research work in multiple national projects including projects and sub-projects of major projects launched by the National Natural Science Foundation Of China and the National High-tech R&D Program. Mr. Lin is a member of the Aviation Medical and Rescue Committee of the Chinese Society of Aeronautics and Astronautics.

As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed above, each of the above candidates for Directors did not hold any directorships in other publicly listed companies in the last three years, nor did they have any relationship with any other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhao Hongwei held 721,500 A shares in AVIC Capital, representing approximately 0.008% of the total issued share capital of AVIC Capital. Mr. Wang Jun held (1) 60,000 A shares in AVIC Xi'an Aircraft Industry Group Company Ltd. (“**AVIC XAC**”), representing approximately 0.002% of the total issued share capital of AVIC XAC, and (2) 60,000 A shares in AVICOPTER PLC (“**AVICOPTER**”), representing approximately 0.010% of the total issued share capital of AVICOPTER. Each of AVIC XAC, AVIC Capital and AVICOPTER is an associated corporation (within the meaning of part XV of the SFO) of the Company. As at the Latest Practicable Date, as far as the

APPENDIX I**BIOGRAPHICAL DETAILS OF DIRECTORS AND
SHAREHOLDER REPRESENTATIVE SUPERVISORS
TO BE RE-ELECTED AND NEWLY APPOINTED**

Directors are aware and save as disclosed above, none of them had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Company has received the confirmation of independence from each of Mr. Liu Weiwu, Mr. Mao Fugen and Mr. Lin Guiping pursuant to Rule 3.13 of the Listing Rules and on this basis, the Company considers them to be independent.

Subject to Shareholders' approval for their respective re-appointment or new appointment as members of the seventh session of the Board, each of the candidates for Directors will hold a term of office for three years, which will commence upon the establishment of the seventh session of the Board. Upon the approval of the authorization by the Shareholders, the remuneration committee of the Board will determine their remuneration based on their respective duties and responsibilities at the Company and the prevailing market conditions. Details of the remuneration of the Directors will be disclosed in the Company's annual report.

Saved as disclosed above, in relation to the respective re-appointment or new appointment of candidates for Directors, there is no other information required to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders.

BIOGRAPHICAL DETAILS OF SHAREHOLDER REPRESENTATIVE SUPERVISORS TO BE RE-ELECTED***Mr. Zheng Qiang (鄭強)***

57, a master degree holder and a researcher. He graduated from Northwestern Polytechnical University with a master degree majoring in aircraft design in 1988. Mr. Zheng commenced his career in aviation industry from 1988, and served as an engineer, deputy director and director of Civil Aircraft Division of China Aviation System Engineering Research Institute (“CASERI”); deputy chief engineer and director of Aircraft System Engineering Research Division of CASERI since March 1996; deputy director-general and director-general of CASERI since October 1996; deputy head and head of Civil Aircraft Department of China Aviation Industry Corporation I (“AVIC I”) since August 2001; and assistant to the general manager of AVIC I since September 2004. Mr. Zheng was appointed as vice general manager of the Company from June 2009 to June 2015. Mr. Zheng also served as a director at AVICOPTER from August 2014 to March 2015. Mr. Zheng has been appointed as director of the management innovation office of AVIC since June 2015. From April 2017 to October 2019, Mr. Zheng had been a supervisor of Sichuan Chengfei Integration Technology Corporation Limited. Mr. Zheng had been a director of AVIC Capital from May 2017 to October 2020. Mr. Zheng served as the supervisor and the chairman of the supervisory committee of AVIC CAPDI and Jinhang Digital Technology Co., Ltd. since November 2020, and as the supervisor and the chairman of the supervisory committee of China Aviation Technology International Holdings Co., Ltd. since January 2021. Mr. Zheng has been the chairman of the supervisory committee of the Company since October 2016.

Mr. Guo Guangxin (郭廣新)

51, a bachelor degree holder. Mr. Guo graduated with a bachelor of engineering from the department of computer and science technology in Harbin College of Shipbuilding Engineering in 1991 and majoring in computer application technology. Mr. Guo served successively as a member of technology department then a senior staff member of disciplinary committee in Heilongjiang Branch of Industrial and Commercial Bank of China* from July 1991 to January 2000. Mr. Guo served successively as the deputy head of the equity management department, the head of the debt comprehensive operation department, the head of the comprehensive management department and the assistant to senior manager of the innovation business department in Harbin Branch of China Huarong Asset Management Co., Ltd.* from April 2002. Mr. Guo had been a senior manager of Business Division VII from 2013 to 2020 and has been a senior manager of Business Division IV in Heilongjiang Branch of China Huarong Asset Management Co., Ltd.* since 2021. Mr. Guo has been the Supervisor of the Company since June 2018.

As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed above, each of Mr. Zheng Qiang and Mr. Guo Guangxin did not hold any important position in other publicly listed companies in the last three years, and did not take any position in the Company or any subsidiary of the Group, nor did they have any relationship with any other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Zheng Qiang and his spouse jointly held 240,653 H Shares, representing approximately 0.003% of the issued share capital of the Company. As at the Latest Practicable Date, Mr. Zheng Qiang held 33,500 A shares in AVIC Capital, representing approximately 0.0003% of the total issued share capital of AVIC Capital and his spouse held 2,500 A shares in Shennan Circuits Co Ltd. (“**Shennan Circuits**”), representing approximately 0.0005% of the total issued share capital of Shennan Circuits. Each of AVIC Capital and Shennan Circuits is an associated corporation (within the meaning of Part XV of the SFO) of the Company. As at the Latest Practicable Date, saved as disclosed above, Mr. Zheng Qiang and Mr. Guo Guangxin did not have any interests or short positions within the meaning of Part XV of the SFO in the shares, underlying shares or debentures of the Company or its associated corporations.

Subject to the Shareholders’ approval for re-election of Mr. Zheng Qiang and Mr. Guo Guangxin as Shareholder representative Supervisors of the seventh session of the Supervisory Committee, each of them will hold a term of office for three years, which will commence upon the establishment of the seventh session of the Supervisory Committee. Upon the approval of the authorization by the Shareholders, the remuneration committee of the Board will determine their remuneration based on their duties and responsibilities at the Company and the prevailing market conditions. Details of the remuneration of the Supervisors will be disclosed in the Company’s annual report.

Saved as disclosed above, in relation to the re-election of Mr. Zheng Qiang and Mr. Guo Guangxin as Shareholder representative Supervisors respectively, there is no other information required to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders.

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 summarized below. The Company is empowered by the Articles of Association to repurchase its own securities.

REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB7,711,332,242, comprising of 1,500,669,406 Domestic Shares and 6,210,662,836 H Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase General Mandate and on the basis that no Domestic Shares and/or H Shares will be allotted, issued or repurchased by the Company on or prior to the date of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting, the Company will be allowed under the Repurchase General Mandate to repurchase a maximum of 150,066,940 Domestic Shares and/or 621,066,283 H Shares, being the maximum of 10% of the respective aggregate nominal values of Domestic Shares and 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. An exercise of the Repurchase General Mandate may, depending on market conditions and funding arrangements at the time, 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.

FUNDING OF REPURCHASES

In repurchasing the Domestic Shares and/or 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 2020 as disclosed in the Company's latest published audited accounts contained in the annual report for the year 2020. 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 Domestic Shares and/or H Shares to be repurchased on any occasion and the price of repurchase of Domestic Shares and/or H Shares 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 DOMESTIC SHARES AND 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. Domestic Shares so repurchased will be handled in accordance with PRC laws and regulations as well as the Articles of Association.

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
2020		
April	3.070	2.743
May	3.660	2.862
June	4.190	3.510
July	5.130	3.520
August	5.750	4.610
September	5.070	4.150
October	4.700	3.720
November	4.860	4.020
December	5.470	4.190
2021		
January	8.130	5.570
February	6.360	5.220
March	5.810	4.580
1 April to the Latest Practicable Date	5.540	5.010

* 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 Domestic Shares and/or H Shares if the Repurchase General Mandate is approved at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.

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 Domestic Shares and/or 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 upon 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 directly and indirectly holding 61.60% of the 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 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 Domestic Shares and/or 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 a.m. on Friday, 28 May 2021 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 28 April 2021:

ORDINARY RESOLUTIONS

1. The resolution relating to the Report of the Board of the Company for the year ended 31 December 2020;
2. The resolution relating to the Report of the Supervisory Committee of the Company for the year ended 31 December 2020;
3. The resolution relating to the audited financial statements of the Company for the year ended 31 December 2020;
4. The resolution relating to the profit distribution plan (including distribution of 2020 final dividend) of the Company for the year ended 31 December 2020;
5. The resolution relating to the non-reappointment of international auditor and re-appointment of domestic auditor for 2021;
6. The resolution relating to the re-election of Mr. Wang Xuejun as an executive Director of the Company with a term of office commencing from the establishment of the seventh session of the Board until the date on which the term of the seventh 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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

7. The resolution relating to the re-election of Mr. Zhao Hongwei as an executive Director of the Company with a term of office commencing from the establishment of the seventh session of the Board until the date on which the term of the seventh 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;
8. The resolution relating to the re-election of Mr. Lian Dawei as a non-executive Director of the Company with a term of office commencing from the establishment of the seventh session of the Board until the date on which the term of the seventh 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;
9. The resolution relating to the re-election of Mr. Xu Gang as a non-executive Director of the Company with a term of office commencing from the establishment of the seventh session of the Board until the date on which the term of the seventh 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;
10. The resolution relating to the new appointment of Mr. Wang Jun as a non-executive Director of the Company with a term of office commencing from the establishment of the seventh session of the Board until the date on which the term of the seventh 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;
11. The resolution relating to the re-election of Mr. Liu Weiwu as an independent non-executive Director of the Company with a term of office commencing from the establishment of the seventh session of the Board until the date on which the term of the seventh 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;
12. The resolution relating to the new appointment of Mr. Mao Fugen as an independent non-executive Director of the Company with a term of office commencing from the establishment of the seventh session of the Board until the date on which the term of the seventh 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;
13. The resolution relating to the new appointment of Mr. Lin Guiping as an independent non-executive Director of the Company with a term of office commencing from the establishment of the seventh session of the Board until the date on which the term of the seventh 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;

NOTICE OF ANNUAL GENERAL MEETING

14. The resolution relating to the re-election of Mr. Zheng Qiang as a Shareholder representative Supervisor of the Company with a term of office commencing from the establishment of the seventh session of the Supervisory Committee until the date on which the term of the seventh session of the Supervisory Committee 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;
15. The resolution relating to the re-election of Mr. Guo Guangxin as a Shareholder representative Supervisor of the Company with a term of office commencing from the establishment of the seventh session of the Supervisory Committee until the date on which the term of the seventh session of the Supervisory Committee 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;
16. 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).

SPECIAL RESOLUTIONS

17. **“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 appropriate.”

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18. 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 shares in the capital of the Company (whether Domestic Shares or H Shares), 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 Domestic Shares and/or 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:
- i. 20 percent of the aggregate nominal amount of the Domestic Shares in issue; and/or
 - ii. 20 percent of the aggregate nominal amount of the H Shares in issue, respectively,

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 expiration of the 12-month period following the passing of this resolution; or

NOTICE OF ANNUAL GENERAL MEETING

- 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.
- (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 make all necessary amendments to the Articles of Association to reflect such increase 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.”
19. 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 Domestic Shares and/or 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 Domestic Shares or 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 Domestic Shares or H Shares in issue, respectively, 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 each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting shall be of the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a));

NOTICE OF ANNUAL GENERAL MEETING

- (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
 - (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, the Domestic Share Class Meeting and the H Share Class Meeting 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, by a special resolution of Domestic Shareholders at a class meeting for Domestic Shareholders or by a special resolution of H Shareholders at a class meeting for H Shareholders; or
 - (d) the date of expiration of a period of 12 months after this special resolution has been passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.
- (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;

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- (e) complete the procedure for the cancellation of the repurchased Shares, the reduction of the Company's registered capital, the amendment of the relevant clauses of the Articles of Association relating to, among other things, the total amount of share capital and structure of shareholding, 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."
20. 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, 28 April 2021

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 2021, the H Share register of members of the Company will be closed from Saturday, 8 May 2021 to Friday, 28 May 2021 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares and Domestic Shares whose names appear on the Company's Register of Members at the opening of business on Friday, 28 May 2021 are entitled to attend and vote at the AGM.

In order to be eligible to attend and vote at the AGM, holders of the Company's 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, not later than 4:30 p.m. on Friday, 7 May 2021 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 2020 FINAL DIVIDEND

The Board recommended the payment of a final dividend for the year 2020 in an aggregate amount of RMB385,566,612.10, representing a dividend of RMB0.05 per Share (2019: RMB0.03 per Share), calculated based on the existing number of total issued Shares of 7,711,332,242 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 2021. Further announcement will be made in this regard in due course.

The 2020 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, 9 June 2021 (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, 4 June 2021 to Wednesday, 9 June 2021 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to receive the 2020 final dividend, all transfer instruments accompanied by the relevant share certificates

NOTICE OF ANNUAL GENERAL MEETING

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, 3 June 2021 at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

(3) REGISTRATION PROCEDURES FOR ATTENDING THE AGM

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.

(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, the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, where appropriate, must be delivered in the case of holders of Domestic Shares, to the correspondence address designated by the Company, and in the case of holders of H Shares, 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

Facsimile No: 86-10-58354310

Attention: Mr. Liu Kai

As at the date of this notice, the Board comprises executive Directors Mr. Wang Xuejun and Mr. Zhao Hongwei, 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.

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES



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 CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN THAT the class meeting of holders of H Shares (the “**H Share Class Meeting**”) of AviChina Industry & Technology Company Limited (the “**Company**”) will be held at 10:00 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) on Friday, 28 May 2021 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC to consider and approve the following resolution. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 28 April 2021:

SPECIAL RESOLUTION

1. 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 Domestic Shares and/or 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 Domestic Shares or 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 Domestic Shares or H Shares in issue, respectively, as at the date of the passing of this special resolution;

* For identification purpose only

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

- (3) the approval in paragraph (1) above shall be conditional upon:
- (a) the special resolution to be passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting 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
 - (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, the Domestic Share Class Meeting and the H Share Class Meeting 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, by a special resolution of Domestic Shareholders at a class meeting for Domestic Shareholders or by a special resolution of H Shareholders at a class meeting for H Shareholders; or
 - (d) the date of expiration of a period of 12 months after this special resolution has been passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.
- (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;

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

- (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, the amendment of the relevant clauses of the Articles of Association relating to, among other things, the total amount of share capital and structure of shareholding, 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."

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

Beijing, 28 April 2021

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE H SHARE CLASS MEETING

As disclosed in the announcement of the Company dated 30 March 2021, the H Share register of members of the Company will be closed from Saturday, 8 May 2021 to Friday, 28 May 2021 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares whose names appear on the Company's Register of Members at the opening of business on Friday, 28 May 2021 are entitled to attend and vote at the H Share Class Meeting.

In order to be eligible to attend and vote at the H Share Class Meeting, holders of the Company's 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, not later than 4:30 p.m. on Friday, 7 May 2021 at Shops 1712- 1716, 17th floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

(2) REGISTRATION PROCEDURES FOR ATTENDING THE H SHARE CLASS MEETING

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 H Share Class Meeting, 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 CLASS MEETING FOR HOLDERS OF H SHARES

(3) PROXIES

- a Any Shareholder who is entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the H Share Class Meeting. 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 H Share Class Meeting.
- 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, 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 H Share Class Meeting and return of a form of proxy will not preclude a Shareholder from attending H Share Class Meeting or any adjournment thereof (as the case may be) in person and voting at the H Share Class Meeting if he or she so wishes.

(4) THE H SHARE CLASS MEETING 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

Facsimile No: 86-10-58354310

Attention: Mr. Liu Kai

As at the date of this notice, the Board comprises executive Directors Mr. Wang Xuejun and Mr. Zhao Hongwei, 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.

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES



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 CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN THAT the class meeting of holders of Domestic Shares (the “**Domestic Share Class Meeting**”) of AviChina Industry & Technology Company Limited (the “**Company**”) will be held at 10:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof) on Friday, 28 May 2021 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC to consider and approve the following resolution. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 28 April 2021:

SPECIAL RESOLUTION

1. 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 Domestic Shares and/or 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 Domestic Shares or 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 Domestic Shares or H Shares in issue, respectively, as at the date of the passing of this special resolution;

* For identification purpose only

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

- (3) the approval in paragraph (1) above shall be conditional upon:
- (a) the special resolution to be passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting 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
 - (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, the Domestic Share Class Meeting and the H Share Class Meeting 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, by a special resolution of Domestic Shareholders at a class meeting for Domestic Shareholders or by a special resolution of H Shareholders at a class meeting for H Shareholders; or
 - (d) the date of expiration of a period of 12 months after this special resolution has been passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.
- (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;

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

- (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, the amendment of the relevant clauses of the Articles of Association relating to, among other things, the total amount of share capital and structure of shareholding, 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."

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

Beijing, 28 April 2021

Notes:

(1) REGISTRATION PROCEDURES FOR ATTENDING THE DOMESTIC SHARE CLASS MEETING

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 Domestic Share Class Meeting, 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.

(2) PROXIES

- a Any Shareholder who is entitled to attend and vote at the Domestic Share Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the Domestic Share Class Meeting. 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 Domestic Share Class Meeting.
- 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, 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 the correspondence address designated by the Company not less than 24 hours

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

before the time for holding the Domestic Share Class Meeting and return of a form of proxy will not preclude a Shareholder from attending Domestic Share Class Meeting or any adjournment thereof (as the case may be) in person and voting at the Domestic Share Class Meeting if he or she so wishes.

- (3) **THE DOMESTIC SHARE CLASS MEETING 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

Facsimile No: 86-10-58354310

Attention: Mr. Liu Kai

As at the date of this notice, the Board comprises executive Directors Mr. Wang Xuejun and Mr. Zhao Hongwei, 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.