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中國航空科技工業股份有限公司

AviChina Industry & Technology Company Limited*

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

(Stock Code: 2357)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of AviChina Industry & Technology Company Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 13 June 2016, 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 10 May 2016:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (1) the Acquisition, the Issuance, and the terms and conditions of the Equity Acquisition and Share Issuance Agreement and the Supplementary Agreement to the Equity Acquisition and Share Issuance Agreement entered into between the Company and AVIC, which is subject to the fulfilment of the conditions attached thereto, be and are hereby approved, ratified and confirmed; and
- (2) any Director or authorized representative of the Chairman of the Board be and is hereby authorized to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect and/or to complete the relevant actions and transactions contemplated under the Equity Acquisition and Share Issuance Agreement and the Supplementary Agreement to the Equity Acquisition and Share Issuance Agreement, including but not limited to obtain necessary approval from relevant PRC government authorities, and to sign any further documents, or to do any other matters incidental thereto and/or as contemplated thereunder and to make administrative or ancillary changes or amendments to the Equity Acquisition and Share Issuance Agreement

* *For identification purpose only*

and the Supplementary Agreement to the Equity Acquisition and Share Issuance Agreement as such Director or authorized representative may in his absolute discretion deem fit.”

2. **“THAT:**

- (1) (a) the Supplementary Agreement to the Existing Mutual Provision of Services Agreement and (b) the proposed revision of the annual caps of relevant revenue transactions under the Existing Mutual Provision of Services Agreement for the two financial years ending 31 December 2017 be and are hereby approved, ratified and confirmed; and
- (2) any Director or authorized representative of the Chairman of the Board be and is hereby authorized to sign, implement, complete and despatch all the documents, and take all steps and to do all acts and things as may be necessary or desirable to complete the transactions contemplated under the Supplementary Agreement to the Existing Mutual Provision of Services Agreement, the proposed revision of annual caps of relevant revenue transactions thereof for the two financial years ending 31 December 2017 and all other matters ancillary thereto, and to sign and execute such further documents or to do any other matters incidental thereto and/or as contemplated thereunder and/or make administrative or ancillary changes or amendments to the aforesaid agreements, as such Director or authorized representative may in his absolute discretion deem fit.”

3. **“THAT:**

- (1) (a) the Supplementary Agreement to the Existing Products and Services Mutual Supply and Guarantee Agreement and (b) the proposed revision of the annual caps of relevant revenue transactions under the Existing Products and Services Mutual Supply and Guarantee Agreement for the two financial years ending 31 December 2017 be and are hereby approved, ratified and confirmed; and
- (2) any Director or authorized representative of the Chairman of the Board be and is hereby authorized to sign, implement, complete and despatch all the documents, and take all steps and to do all acts and things as may be necessary or desirable to complete the transactions contemplated under the Supplementary Agreement to the Existing Products and Services Mutual Supply and Guarantee Agreement, the proposed revision of annual caps of relevant revenue transactions thereof for the two financial years ending 31 December 2017 and all other matters ancillary thereto, and to sign and execute such further documents or to do any other matters incidental thereto and/or as contemplated thereunder and/or make administrative or ancillary changes or amendments to the aforesaid agreements, as such Director or authorized representative may in his absolute discretion deem fit.”

SPECIAL RESOLUTION

4. “THAT:

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

By Order of the Board
AviChina Industry & Technology Company Limited*
Yan Lingxi
Company Secretary

Beijing, 10 May 2016

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Notes:

(1) Closure of register of members and eligibility to attend the EGM

Pursuant to Article 40 of the Articles of Association of the Company, the H Share register of the Company will be closed from Tuesday, 24 May 2016 to Monday, 13 June 2016 (both days inclusive), during which period no transfer of H shares will be effected. Holders of the Company’s H Shares and Domestic Shares whose names appear on the Company’s Register of Members on Monday, 13 June 2016 are entitled to attend the EGM and to vote in the EGM.

In order to qualify to attend and vote in the EGM, holders of the Company's H shares shall lodge all transfers together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the Company's H Shares Registrar, not later than 4:30 p.m. on Monday, 23 May 2016 at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queens' Road East, WanChai, Hong Kong.

(2) Registration procedures for attending the EGM

- (a) The shareholder or its proxies shall produce 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 EGM, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (b) Holders of H Shares or Domestic Shares who wish to attend the EGM must complete the reply slip to confirm the attendance, and return the same to the correspondence address designated by the Company not later than 20 days before the date of the EGM, i.e. on or before Monday, 23 May 2016.
- (c) Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.

(3) Proxies

- (a) Any shareholder who is entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf at the EGM. A proxy need not be a shareholder of the Company. Any shareholder who wishes to appoint a proxy should first review the form of proxy for use in the EGM.
- (b) Any shareholder shall appoint its proxy in writing. The instrument appointing a proxy must be in writing signed under the hand of the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument shall be affixed with the seal of the body corporate or shall be signed by the directors of the board of the body corporate or by attorneys duly authorized. If the instrument is signed by an attorney of the appointer, the power of attorney authorizing the attorney to sign or other documents of authorization must be notarially certified. In order to be valid, 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 at the address stated in note 1 above not less than 24 hours before the time for holding the EGM and return of a form of proxy will not preclude a shareholder from attending in person and voting at the EGM if he or she so wishes.

- (4) The EGM is expected to last for half a day. Shareholders attending the meeting are responsible for their own transportation and accommodation expenses.**

Designated address of the Company:

9/F., Easyhome Tower, No. 3A Dongzhimen South Avenue, Dongcheng District, Beijing, the PRC
(Postal code: 100007)

Telephone No.: 86-10-58354335/4752

Facsimile No.: 86-10-58354310

Attention: Mr. Liu Kai/Mr. Hao Weidi

- (5) The resolutions above will be voted by poll by the Independent Shareholders.**

As at the date of this notice, the Board comprises executive Directors Mr. Lin Zuoming and Mr. Tan Ruisong and non-executive Directors Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Guo Chongqing and Mr. Maurice Savart as well as independent non-executive Directors Mr. Lau Chung Man, Louis, Mr. Liu Renhuai and Mr. Yeung Jason Chi Wai.