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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)

**PROPOSED ADOPTION OF RESTRICTED SHARE INCENTIVE SCHEME
VOTING RESULTS OF EGM CONVENED ON TUESDAY, 29 MARCH 2011**

The board of directors (the “**Board**”) of AviChina Industry & Technology Company Limited (the “**Company**”) is pleased to announce that the resolution set out in the EGM notice dated 24 February 2011 (the “**EGM Notice**”) was considered and approved at the second extraordinary general meeting of the Company of 2011 (“**EGM**”) held on Tuesday, 29 March 2011.

Reference is made to the EGM Notice and the circular of the Company (the “**Circular**”), both dated 24 February 2011. Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the EGM Notice and the Circular.

The Board is pleased to announce that the EGM was held on Tuesday, 29 March 2011 at AVIC Hotel, No.10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”).

As at the date of EGM, a total of 4,949,024,500 shares of the Company were in issue. For the special resolution as set out in the EGM Notice (the “**Resolution**”), the total number of shares entitling the holders to attend and vote for or against the Resolution at the EGM was 4,949,024,500. There were no shares of the Company entitling the holder to attend and vote only against the Resolution at the EGM. The Shareholders in attendance either in person or by proxy at the EGM represented 3,412,018,269 shares of the Company carrying voting rights, or 68.94% of the total number of shares of the Company carrying voting rights for the Resolution.

The EGM was legally and validly convened in accordance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

At the EGM, the following resolution was considered and approved by way of poll:

Number	Item	Number of shares (Approx. Percentage)	
		For	Against
Special Resolution			
1.	<p>“THAT: (i) the adoption of the Scheme (as defined in the circular dated 24 February 2011 despatched to the Shareholders, a copy of the Scheme has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) by the Company be and is hereby approved and any Director or authorized representative of the Board be and is hereby authorized to execute any documents and instruments as may be necessary or incidental to the adoption of the Scheme and to do all such acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Scheme; and (ii) the Board be and is hereby authorized to implement the Scheme as well as to approve grants of Restricted Shares under the Scheme from time to time (including but not limited to the Initial Grant).”</p>	<p>3,273,487,269 95.9399%</p>	<p>138,531,000 4.0601%</p>

Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Company, was appointed as the scrutineer for vote-taking at the EGM.

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

Hong Kong, 29 March 2011

As at the date of this announcement, the Board comprises executive directors Mr. Lin Zuoming, Mr. Tan Ruisong and Mr. Wu Xiandong and non-executive directors Mr. Gu Huizhong, Mr. Xu Zhanbin, Mr. Geng Ruguang, Mr. Zhang Xinguo, Mr. Gao Jianshe, Mr. Li Fangyong, Mr. Chen Yuanxian, Mr. Wang Yong, Mr. Maurice Savart as well as independent non-executive directors Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man, Louis.

** For identification purposes only.*