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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

The Board proposes to adopt the restricted share incentive scheme to closely align the interests and benefits of and risks sharing among the Shareholders, the Company and the employees in order to maximize the proactiveness of the senior management and key employees. Pursuant to the Scheme, the Board shall select the Scheme Participants and determine the number of Restricted Shares to be awarded. The Trustee shall purchase from the market such number of existing H Shares awarded as specified by the Board, costs of which will be funded as to 50% by the Company and as to the remaining 50% by the individual Scheme Participant at his/her own cost.

Shareholders' approval will be sought at the EGM to approve, among other things, (i) the proposed adoption of the Scheme; and (ii) the authorization to the Board to implement the Scheme as well as to approve grants of Restricted Shares under the Scheme to the Scheme Participants from time to time (including but not limited to the Initial Grant).

The Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Hong Kong Listing Rules and is a discretionary scheme of the Company.

A circular containing, among other things, details of the Scheme will be despatched to the Shareholders as soon as practicable.

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1. SUMMARY OF THE SCHEME

(1) Purpose

The purpose of the Scheme is to deepen the reform on the Company's remuneration system, to closely align the interests and benefits of and risks sharing among the Shareholders, the Company and the employees in order to maximize the proactiveness of the senior management and key employee. It aims to balance the long term and short term objectives of the management and to support the realization of the Company's strategy and sustainable development. The Scheme also will serve to retain and attract valuable management and key business employees to foster the long development of the Company.

(2) Scope of Scheme Participants

The scope of Scheme Participants for the Scheme shall include executive and non-executive Directors, senior management and mid-level management of Group and other key employees who, in the opinion of the Board, contribute directly to the overall business performance and sustainable development of the Group. The Scheme Participants shall exclude the Excluded Employees, which include the independent Directors and supervisors of the Company, Shareholders holding more than 5% equity interest in the capital of the Company, actual controller of the Company and their respective close relatives.

(3) Restricted Shares

Pursuant to the Scheme Rules, the Board shall select the Scheme Participants and determine the number of Restricted Shares to be awarded. The Board shall entrust a qualified agent to act as the Trustee under the Scheme, which shall purchase from the market such number of H Shares awarded as specified by the Board. Upon grant of the Restricted Shares to an individual Scheme Participant, 50% of the Grant Price shall be funded by the Company and the remaining 50% of the Grant Price (i.e. the Exercise Price) should be funded by the Scheme Participant at his/her own cost.

(4) Duration and Termination

The Scheme will be effective for a term of 10 years commencing from the Adoption Date, unless early termination is proposed by the Board and approved by the Shareholders. Early termination of the Scheme prior to its expiry date shall not affect any subsisting rights of the Scheme Participants under the Scheme.

(5) Quantity And Interval Of Grant

(a) Maximum Grant

The maximum number of Restricted Shares to be awarded by the Board throughout the duration of the Scheme, together with Shares awarded under other share incentive scheme of the Company (if any), shall not exceed 10% of the total issued share capital of the Company from time to time.

Maximum Limit of the Initial Grant

Subject to the aforesaid limit, the aggregate maximum number of Restricted Shares to be awarded under an initial grant of the Scheme shall not exceed 1% of the issued share capital of the Company on the date of initial grant.

Maximum Grant to a Scheme Participant

The number of Restricted Shares to be awarded to a Scheme Participant will be subject to the criteria specified in the Scheme Rules. Unless prior approval from Shareholders is obtained, the maximum number of Restricted Shares awarded and to be awarded to any Scheme Participant shall not exceed 1% of the total issued share capital of the Company in any 12 month period during the term of the Scheme.

(b) Interval of Grant

In principle, the Company shall grant Restricted Shares once every two-years.

(6) Conditions For Grant, Grant Price And Exercise Price

(a) Conditions for Grant

The Company may grant Restricted Shares to the Scheme Participants for purchase under the Scheme conditional upon fulfillment of the following conditions by the Company and the Scheme Participants:

- (i) none of the following specified events has occurred in relation to the Company, such events include the issue of a negative opinion or inability to provide an opinion by the auditors of the Company on the audited reports of the Company; any material dispute on the Company's performance or financial reports by the State-owned assets investor or the supervisory committee; imposition of penalty by the securities or other regulatory authorities as a result of a material breach;
- (ii) fulfillment of the specified performance standards of the Company for the financial year preceding the grant (prepared under the International Financial Reporting Standards);
- (iii) the achievement of passing grade (or better) on the performance appraisals of the relevant Scheme Participant for the year immediately prior to the grant; and
- (iv) none of certain specified events/matters involving the Scheme Participant, which mainly relate to his/her qualification as a Scheme Participant, has occurred.

(b) Grant Price

The Grant Price of the Restricted Shares to be granted for purchase by the Scheme Participants is determined by the Board and shall not be lower than the highest of:

- (i) the closing price of the H Shares on the Hong Kong Stock Exchange on the Grant Date;
- (ii) the average closing price of the H Shares for the five trading days as quoted on the Hong Kong Stock Exchange immediately preceding the Grant Date; and
- (iii) the nominal value of the Restricted Shares.

(c) Exercise Price

The Exercise Price of the Restricted Shares for purchase by a Scheme Participant under the Scheme shall equal to 50% of the Grant Price, which shall be funded by each Scheme Participant at his/her own cost.

(7) Lock-up Period And Unlocking Period

(a) Lock-up Period

The Lock-up Period shall be for a period of two (2) years commencing from the Grant Date, during which the Restricted Shares granted to the Scheme Participants under the Scheme shall be locked up and shall not be transferred.

If a Scheme Participant is a Director or a member of the senior management of the Company, 20% of the aggregate Restricted Shares granted to such person shall continue to be locked-up after expiry of the appointment or employment and shall only be unlocked depending on the performance appraisal during the term or the results of the economic duty audit of the Scheme Participant.

(b) Unlocking Period

The Unlocking Period shall be for a period of three years commencing from the expiry of the Lock-up Period, with three unlocking commencement dates, being the second day upon the expiry of the Lock-up Period, and its first and second anniversary date. One-third of the Restricted Shares granted to a Scheme Participant under the Scheme shall be unlocked in each year of the Unlocking Period.

(c) Conditions for Unlocking

Unlocking of the Restricted Shares granted to a Scheme Participant under the Scheme shall be conditional upon fulfillment of the following by the Company and the Scheme Participants:

- (i) none of the specified events set out in (6)(a)(i) above has occurred in relation to the Company;
- (ii) fulfillment of the specified performance standards of the Company for the financial year preceding the unlocking date (prepared under the International Financial Reporting Standards);
- (iii) the achievement of passing grade (or better) on the performance appraisal of the relevant Scheme Participant for the year immediately prior to the unlocking date; and
- (iv) none of the specified events/matters involving the Scheme Participant, which mainly relate to his/her qualification as a Scheme Participant, has occurred.

(8) Unlocking And Lapse

(a) Complete unlock

All Restricted Shares granted to a Scheme Participant under the Scheme will be completely unlocked upon the occurrence of any one of the following events in relation to the Scheme Participant:

- (i) retirement upon reaching the statutory retirement age;
- (ii) death;
- (iii) loss of working capacity leading to termination of employment;
- (iv) the Scheme Participant becoming an independent Director, a supervisor of the Company or change(s) to the position of the Scheme Participant which affect his/her eligibility to participate in the Scheme.

(b) Partial unlock

Upon the termination or cessation of employment of the Scheme Participant on any of the following grounds, the Restricted Shares which fall to be unlocked on the year of termination or cessation will be unlocked and all remaining Lock-up Restricted Shares will lapse:

- (i) termination of employment other than by reason of failure to achieve the individual performance indicator(s), fault or breach of laws or regulations;
- (ii) cessation of employment upon expiry of the term of the employment contract.

(c) Lapse

Upon the termination of employment of the Scheme Participant on any of the following grounds, all Restricted Shares still subject to Lock-up will immediately lapse:

- (i) termination of employment by reason of failure to achieve the individual performance indicator(s), fault or breach of laws or regulations;
- (ii) resignation by the Scheme Participant out of his own initiative;
- (iii) commission of acts by the Scheme Participant which amounts to breach of laws or regulations, leakage of the Company's confidential information or misconducts which are prejudicial to the Company's interests or reputation;
- (iv) public censure or declaration of the Scheme Participant as an unfit person or the imposition of administrative penalties by securities regulatory authorities or where the Scheme Participant are prohibited from acting as a director and senior management member as stipulated in the PRC Company Law; and
- (v) transfer of the Restricted Shares or use of the Restricted Shares for guarantee or repayment of debt.

(d) Purchase of Restricted Shares by the Company

All Restricted Shares granted to the Scheme Participant which have not been unlocked or are lapsed shall be purchased by the Company at the Exercise Price upon the expiry of the Unlocking Period or on the lapse date of the Restricted Shares and be held by the Trustee under the Scheme, and the relevant Scheme Participant shall give up all corresponding dividends thereof.

(e) Merger, Split or Change in Control

In the event of a merger, split or a change in control of the Company which affect the Restricted Shares granted under the Scheme, the number of Restricted Shares shall be adjusted in accordance with the Scheme Rules.

(9) Adjustments

The number of Restricted Shares granted to the Scheme Participants for purchase under the Scheme will be subject to adjustments in accordance with the adjustment mechanisms stated in the Scheme Rules following capitalization issue of Shares, bonus issues, share sub-divisions or share allotments.

2. THE INITIAL GRANT

Under the Initial Grant, it is proposed that, subject to approval of the Scheme at the Adoption Date, approximately an aggregate of 37,013,900 Restricted Shares will be granted to 149 Scheme Participants, representing approximately 0.748% of the existing issued share capital of the Company as at the date of this announcement, among which 5,804,700 Restricted Shares will be granted to 9 Directors. As the Grant Price per Restricted Share is determined based on the current market price of H Shares and, for illustration purpose only, on the assumption that the current market price per H Share on the Grant Date is HK\$4, the total amount payable for the Initial Grant will be HK\$148,055,600, of which 50% (i.e. HK\$74,027,800) will be funded by the Company and the remaining 50% (i.e. HK\$74,027,800) will be funded by the Scheme Participants.

3. HONG KONG LISTING RULES IMPLICATIONS

The Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Hong Kong Listing Rules and is a discretionary scheme of the Company.

Pursuant to the Scheme, individual Scheme Participant pays 50% of the Grant Price (i.e. the Exercise Price) to the Trustee for purchase of existing H Shares by the Trustee for the relevant Scheme Participants. Employees cover any employee of any member of the Group (inclusive of any Director of the Company). Accordingly, if the Board selects a Director of the Company (other than an independent non-executive Director) as a Scheme Participant, the grant of the Restricted Shares to the Director may constitute a connected transaction. However, given that:

- (1) the grant of Restricted Shares to a Director will form part of the remuneration of the relevant Director under his service contract, therefore, such grant of Restricted Shares are exempt from all the reporting, announcement and independent shareholders' approval requirements under Rule 14A.31(6) of the Hong Kong Listing Rules; and
- (2) the payment for acquisition of the Restricted Shares under the Scheme is made directly from the relevant Director to the Trustee, not the Company, such act does not constitute a connected transaction between the Company and the relevant Director.

4. EGM AND CIRCULAR

Shareholders' approval will be sought at the EGM to approve, among other things, (i) the proposed adoption of the Scheme; and (ii) the authorization to the Board to implement the Scheme as well as to approve grants of Restricted Shares under the Scheme to the Scheme Participants from time to time (including but not limited to the Initial Grant).

A circular containing, among other things, details of the Scheme will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

“Adoption Date”	the date on which the Scheme is approved and adopted by a special resolution at the EGM
“Board”	the board of Directors of the Company
“China” or “PRC”	the People's Republic of China
“Company”	AviChina Industry & Technology Company Limited*, a joint stock limited company established in the PRC, whose H Shares are listed on the Hong Kong Stock Exchange
“connected person(s)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules
“Director(s)”	the directors of the Company
“Domestic Shares”	domestic share(s) of nominal value of RMB1.00 each in the ordinary share capital of the Company which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be convened at 9:00 a.m. on Tuesday, 29 March 2011 to approve, among other things, (i) the proposed adoption of the Scheme; and (ii) the authorization to the Board to implement the Scheme as well as to approve grants of Restricted Shares under the Scheme to the Scheme Participants from time to time (including

but not limited to the Initial Grant)

“Excluded Employee(s)”	independent Directors and supervisors of the Company or Shareholders holding 5% equity interest in the capital of the Company, actual controller of the Company and their respective close relatives
“Exercise Price”	the price per H Share at which a Scheme Participant shall pay at his/her own cost for acquiring the Restricted Shares granted to the Scheme Participant for purchase under the Scheme
“Grant Date”	the date, which must be a trading day, on which the Restricted Shares are formally granted to the Scheme Participants by the Board pursuant to the Scheme
“Grant Price”	the price per H Share for the grant of the Restricted Shares awarded under the Scheme
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested share(s) of nominal value of RMB1.00 each in the ordinary share capital of the Company, which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollar
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Initial Grant”	the initial grant of the Restricted Shares under the Scheme to the Scheme Participants
“Lock-up Period”	the period during which transfer of the Restricted Shares granted to the Scheme Participants for purchase under the Scheme is prohibited
“Purchase Price”	the price at which the Company pay for the purchase of each Restricted Share awarded under the Scheme
“Restricted Shares”	the H Shares to be granted under the Scheme and has the meanings ascribed to such term in the Scheme
“RMB”	Renminbi, the lawful currency of China
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“Scheme”	the restricted share incentive scheme to be adopted by the Company at the EGM whereby awards of H Shares may be made to the Scheme Participants (such Shares being purchased by the Trustee) pursuant to the Trust Deed and the Scheme Rules

“Scheme Participants”	certain Directors and non-executive Directors, senior management, mid-level management of the Group and other key employees of the Company who are eligible for participation in the Scheme under the Scheme Rules
“Scheme Rules”	the rules governing the operation of the Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended from time to time
“Share(s)”	Domestic Shares and H Shares
“Shareholders”	the holders of Shares
“Trust Deed”	the trust deed to be made between the Company as the settler and the Trustee as the trustee for the purposes of the Scheme
“Trustee”	the trustee to be appointed by the Board for the administration of the Scheme, which will hold the Restricted Shares for the benefit of the Scheme Participants, subject to the terms and conditions of the Trust Deed
“Unlocking Period”	the period during which the Restricted Shares granted to the Scheme Participants under the Scheme may be conditionally transferred

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

Hong Kong, 23 February 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 purpose only.*