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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)

**VOTING RESULTS OF THE H SHAREHOLDERS CLASS MEETING,
THE DOMESTIC SHAREHOLDERS CLASS MEETING AND THE EGM**

The Board is pleased to announce that the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM were held at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC on Wednesday, 21 August 2013 at 8:30 a.m., 8:50 a.m. and 9:10 a.m., respectively, during which all the resolutions set out in the Notices were duly considered and approved.

Reference is made to (i) the circulars of AviChina Industry & Technology Company Limited (the “**Company**”) dated 5 July 2013 and 19 July 2013, respectively (collectively, the “**Circulars**”); (ii) the notices of the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM (collectively, the “**General Meetings**”), all dated 5 July 2013 and the supplemental notice of the EGM dated 19 July 2013 (collectively, the “**Notices**”); and (iii) the announcement of the Company dated 24 July 2013 relating to the change of venue of the General Meetings. Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as ascribed to them in the Notices and the Circulars.

The Board is pleased to announce that the General Meetings were held at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC on Wednesday, 21 August 2013 at 8:30 a.m., 8:50 a.m. and 9:10 a.m., respectively during which all the resolutions set out in the Notices were duly considered and approved. As at the date of the General Meetings, a total of 5,474,429,167 Shares were in issue, of which 2,806,088,233 Shares (representing approximately 51.26% of the total number of issued Shares) were held by AVIC.

For the special resolution as set out in the notice of the H Shareholders Class Meeting, the total number of Shares entitling the holders to attend and vote for or against the special resolution at the H Shareholders Class Meeting was 2,356,433,902. There were no Shares entitling the holder to attend and vote only against the special resolution at the H Shareholders Class Meeting. The Shareholders in attendance either in person or by proxy at the H Shareholders Class Meeting represented 600,609,543 Shares carrying voting rights, or 25.49% of the total number of Shares carrying voting rights for the special resolution.

For the special resolution as set out in the notice of the Domestic Shareholders Class Meeting, the total number of Shares entitling the holders to attend and vote for or against the special resolution at the Domestic Shareholders Class Meeting was 3,117,995,265. There were no Shares entitling the holder to attend and vote only against the special resolution at the Domestic Shareholders Class Meeting. The Shareholders in attendance either in person or by proxy at the Domestic Shareholders Class Meeting represented 3,117,995,265 Shares carrying voting rights, or 100% of the total number of Shares carrying voting rights for the special resolution.

For the special resolution as set out in the notice of the EGM and the supplemental notice of EGM, the total number of Shares entitling the holders to attend and vote for or against the special resolution at the EGM was 5,474,429,167. There were no Shares entitling the holder to attend and vote only against the special resolution at the EGM. The Shareholders in attendance either in person or by proxy at the EGM represented 3,719,556,008 Shares

carrying voting rights, or 67.94% of the total number of Shares carrying voting rights for the special resolution.

For the ordinary resolution as set out in the supplemental notice of EGM, the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution at the EGM was 2,484,936,267. There were no Shares entitling the holder to attend and vote only against the ordinary resolution at the EGM. The Shareholders in attendance either in person or by proxy at the EGM represented 730,063,108 Shares carrying voting rights, or 29.38% of the total number of Shares carrying voting rights for the ordinary resolution.

The General Meetings were 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 General Meetings, the following resolutions were considered and approved by way of poll:

Number	Resolutions	Number of shares (Approximate Percentage)	
		For	Against
Special resolution proposed at the H Shareholders Class Meeting			
1.	<p>“THAT:</p> <p>(a) 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 section 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;</p> <p>(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</p>	<p>600,609,543 (100%)</p>	<p>0 (0%)</p>

	<p>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</p> <p>(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 amendments to the Articles of Association as may be required by the relevant regulatory authorities in the PRC.”</p>		
Special resolution proposed at the Domestic Shareholders Class Meeting			
1.	<p>“THAT:</p> <p>(a) 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 section 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;</p> <p>(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 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</p> <p>(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 amendments to the Articles of Association as may be required by the relevant regulatory authorities in the PRC.”</p>	<p>3,117,995,265 (100%)</p>	<p>0 (0%)</p>

Special resolution proposed at the EGM			
1.	<p>“THAT:</p> <p>(a) 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 section 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;</p> <p>(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 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</p> <p>(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 amendments to the Articles of Association as may be required by the relevant regulatory authorities in the PRC.”</p>	<p>3,719,556,008</p> <p>(100%)</p>	<p>0</p> <p>(0%)</p>
Ordinary resolution proposed at the EGM			
2.	<p>“THAT:</p> <p>(a) the terms and conditions of the Acquisition Agreement entered into between AVIC Avionics and AVIC Avionics Systems (a copy of which has been produced to this meeting marked “A” and initialed by the Chairman of the meeting) in relation to the Acquisition, subject to fulfillment of the conditions as set out in the Acquisition Agreement, be and are hereby approved, ratified and confirmed; and</p> <p>(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</p>	<p>729,971,108</p> <p>(99.987%)</p>	<p>0</p> <p>(0%)</p>

	<p>necessary or desirable to give effect and/or to complete or in connection with the transactions contemplated under the Acquisition Agreement, 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 and to make changes or amendments to the Acquisition Agreement, as such Director or authorized representative may in his absolute discretion deem fit.”</p>		
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The Board confirmed that AVIC and its associate, AVIC Electromechanical Systems Company Limited, had abstained from voting on the ordinary resolution proposed at the EGM, which was duly passed. Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Company, was appointed as the scrutineer for vote-taking at the General Meetings.

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

Beijing, 21 August 2013

As at the date of this announcement, the Board comprises executive directors Mr. Lin Zuoming, Mr. Tan Ruisong and non-executive directors Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Sheng Mingchuan, 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.*