

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**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 and reply slip 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).

**Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.**

---



**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) INCREASE IN REGISTERED CAPITAL;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(3) PROPOSED RE-ELECTION AND NEW APPOINTMENT OF DIRECTORS  
AND SHAREHOLDER REPRESENTATIVE SUPERVISORS;  
(4) PROPOSED GENERAL MANDATE TO ISSUE SHARES;  
(5) PROPOSED DISTRIBUTION OF 2011 FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting (“AGM”) of AviChina Industry & Technology Company Limited to be held at 9:00 a.m. on Friday, 25 May 2012 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People’s Republic of China is set out on pages 16 to 22 of this circular.

A reply slip and a form of proxy for use at the AGM are enclosed and are also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Shareholders who intend to attend the AGM shall complete and return the reply slip in accordance with the instructions printed thereon before Saturday, 5 May 2012. Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM or any adjournment thereof (as the case may be) and voting in person if you so wish.

5 April 2012

\* For identification purpose only

---

## CONTENTS

---

<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
Introduction .....	4
Increase in registered capital .....	4
Proposed amendments to the Articles of Association.....	4
Proposed re-election and new appointment of Directors and Shareholder representative Supervisors .....	5
Proposed General Mandate to issue Shares .....	7
Proposed distribution of 2011 final dividend.....	8
AGM .....	8
Recommendation .....	9
<b>Appendix I – Biographical details of the Directors and Shareholder representative Supervisors proposed to be re-elected and newly appointed.....</b>	<b>10</b>
<b>Notice of Annual General Meeting.....</b>	<b>16</b>

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held on Friday, 25 May 2012
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Company”	AviChina Industry & Technology Company Limited
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for in Renminbi by PRC nationals and/or PRC incorporated entities
“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 passing the General Mandate Resolution at the AGM
“General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting the General Mandate to the Board
“Group”	the Company and its subsidiaries
“H Shares”	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 dollar, the lawful currency of Hong Kong

---

## DEFINITIONS

---

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30 March 2012, 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
“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)”	holders of Domestic Shares and holders of H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company

---

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. Lin Zuoming  
Mr. Tan Ruisong  
Mr. Wu Xiandong

*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

*Independent non-executive Directors:*

Mr. Guo Chongqing  
Mr. Li Xianzong  
Mr. Lau Chung Man, Louis

*Registered Office:*

8th Floor, Tower 2  
No. 5A Rongchang East Street  
Beijing Economic-Technological  
Development Area  
Beijing, PRC

*Principal place of business in*

*Hong Kong:*  
Unit B, 15/F, United Centre  
Queensway 95  
Hong Kong

5 April 2012

*To the Shareholders:*

Dear Sir or Madam,

**(1) INCREASE IN REGISTERED CAPITAL;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(3) PROPOSED RE-ELECTION AND NEW APPOINTMENT OF DIRECTORS  
AND SHAREHOLDER REPRESENTATIVE SUPERVISORS;  
(4) PROPOSED GENERAL MANDATE TO ISSUE SHARES;  
(5) PROPOSED DISTRIBUTION OF 2011 FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

### INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, the resolutions to be proposed at the forthcoming AGM in relation to, among other things, (1) the proposed increase in the registered capital of the Company; (2) the proposed amendments to the Articles of Association; (3) the proposed re-election and new appointment of Directors and Shareholder representative Supervisors; (4) the proposed General Mandate to issue Shares; and (5) the proposed distribution of 2011 final dividend.

### INCREASE IN REGISTERED CAPITAL

The issue of 183,404,667 Domestic Shares as the consideration shares to AVIC Electromechanical Systems Company Limited (“**AMES**”) by the Company pursuant to the acquisition of the entire equity interest in Tianjin Aviation Mechanical and Electrical Co., Ltd (“**Tianjin Aviation Acquisition**”) was completed on 18 January 2012. Upon the completion of such issue of Domestic Shares, the number of total issued Shares of the Company increased from 4,949,024,500 Shares to 5,132,429,167 Shares, of which the number of the total issued Domestic Shares increased from 2,934,590,598 Shares to 3,117,995,265 Shares.

For details of the Tianjin Aviation Acquisition, please refer to the announcements, the circular and the poll results announcement of the extraordinary general meeting of the Company dated 25 January 2011, 21 February 2011, 29 March 2011 and 18 January 2012, respectively.

In addition, the placement of a total of 342,000,000 H Shares was completed on 2 March 2012. The total number of issued H Shares increased from 2,014,433,902 Shares to 2,356,433,902 Shares and the total issued Shares increased from 5,132,429,167 Shares to 5,474,429,167 Shares.

Please refer to the announcement of the Company dated 2 March 2012 for details of the placement of the H Shares.

Accordingly, the Board suggested that the Company shall seek approval from the Shareholders for the proposed increase in the registered capital of the Company from RMB4,949,024,500 to RMB5,474,429,167. The proposal on increase in registered capital is subject to the Shareholders’ approval by a special resolution at the AGM.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Given the change to the shareholding structure of the Company and the latest amendments to the Listing Rules, the Board proposed to amend the Articles of Association.

*To amend Article 16 of the Articles of Association as follows:*

“.....Having been approved by the securities regulatory authorities of the State Council, the Company issued and sold 305,416,000 shares of overseas listed foreign invested shares on 10 March, 2010, and Aviation Industry Corporation of China sold 29,217,402 existing shares pursuant to relevant requirements of the PRC regulations of reduction of State-owned shares; **the Company issued 183,404,667 domestic shares on 18 January, 2012; the Company issued and allotted 342,000,000 shares of overseas listed foreign invested shares on 2 March, 2012.**

---

## LETTER FROM THE BOARD

---

The current shareholding structure of the Company is: the total number of issued ordinary shares of the Company amounts to ~~4,949,024,500~~ **5,474,429,167** shares, of which, 2,806,088,233 shares are held by Aviation Industry Corporation of China, representing ~~56.70%~~ **51.26%** of the Company's total issued ordinary shares; **183,404,667 shares are held by AVIC Mechanical & Electrical Systems Co., Ltd., representing 3.35% of the Company's total issued ordinary shares;** 99,488,927 shares are held by China Huarong Asset Management Corporation, representing ~~2.01%~~ **1.82%** of the Company's total issued ordinary shares; 14,706,448 shares are held by China Cinda Asset Management Co., Ltd, representing ~~0.30%~~ **0.27%** of the Company's total issued ordinary shares; 14,306,990 shares are held by China Orient Asset Management Corporation, representing ~~0.29%~~ **0.26%** of the Company's total issued ordinary shares; ~~2,014,433,902~~ **2,356,433,902** shares are held by holders of overseas listed foreign invested shares, representing ~~40.70%~~ **43.04%** of the Company's total issued ordinary shares."

*To amend Article 19 of the Articles of Association as follows:*

"The registered capital of the Company is RMB ~~4,949,024,500~~ **5,474,429,167.**"

*To amend Article 87 of the Articles of Association as follows:*

"The Company shall have a Board comprising ~~fifteen~~ **nine** Directors. The Board shall include a Chairman and one or two vice-chairmen. Of these, more than half of the Board members (including half of the Board members) shall be external Directors (refer to Directors who do not hold any position in the Company), **at least one third (inclusive) of the Board members shall be independent non-executive directors** and three shall be independent Directors."

*To amend Article 110 of the Articles of Association as follows:*

"The supervisory committee shall comprise ~~five~~ **three** supervisors, including ~~three~~ **two** shareholder representative supervisors and ~~two~~ **one** employee representative supervisor, to serve a term of office of three years and may be eligible for re-election....."

The aforementioned proposed amendments to the Articles of Association are subject to the Shareholders' approval by way of a special resolution at the AGM, and the Company proposes that the AGM authorizes the Board to make appropriate revision to the aforementioned amendments to the Articles of Association at the request of the relevant regulatory authorities.

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

Pursuant to the Articles of Association, Directors and Shareholder representative Supervisors shall be elected at the general meeting of the Company for a term of three years. Directors and Supervisors are eligible for re-election on expiration of their respective term. The appointment of Directors and Shareholder representative Supervisors shall be approved by a resolution which receives more than half of the votes cast in favour by the Shareholders (or their proxies) present at a general meeting of the Company.

---

## LETTER FROM THE BOARD

---

According to the aforementioned proposed amendments to Article 87 (on the composition of the Board) and Article 110 (on the composition of the supervisory committee) of the Articles of Association, the composition of the Board will be changed from fifteen Directors to nine Directors, including three independent non-executive Directors, and the composition of the supervisory committee will be changed from five Supervisors to three Supervisors, including two Shareholder representative Supervisors and one employee representative Supervisor. The aforementioned proposed amendments to the Articles of Association are subject to approval by the Shareholders at the AGM by way of special resolutions.

The term of all Directors of the third session of the Board and all Supervisors of the third session of the supervisory committee will expire at the AGM. Accordingly, the Company proposes that, after the aforementioned proposal on amendments to the Articles of Association is validly approved at the AGM, members of the fourth session of the Board and the fourth session of the supervisory committee (with respect to Shareholder representative Supervisors) shall be elected at the AGM in accordance with the new composition of the Board and supervisory committee as provided in the Articles of Association to be amended. The term of the Directors of the fourth session of the Board and the Supervisors of the fourth session of the supervisory committee shall be three years, commencing from their respective establishment date, which shall be the date of conclusion of the AGM.

### **Directors**

Certain members of the third session of the Board, namely Mr. Lin Zuoming (executive Director), Mr. Tan Ruisong (executive Director), Mr. Gu Huizhong (non-executive Director), Mr. Gao Jianshe (non-executive Director), Mr. Maurice Savart (non-executive Director), Mr. Guo Chongqing (independent non-executive Director), Mr. Li Xianzong (independent non-executive Director) and Mr. Lau Chung Man, Louis (independent non-executive Director), have been nominated as candidates for re-election as Directors of the fourth session of the Board for a term of three years commencing from the date on which the fourth session of the Board is established.

Mr. Sheng Mingchuan has been nominated as the candidate for the new member of the fourth session of the Board for a term of three years commencing from the date on which the fourth session of the Board is established.

The remaining members of the third session of the Board, namely Mr. Wu Xiandong, Mr. Xu Zhanbin, Mr. Geng Ruguang, Mr. Zhang Xinguo, Mr. Li Fangyong, Mr. Chen Yuanxian and Mr. Wang Yong have confirmed that they will not be re-elected as Directors of the fourth session of the Board after expiry of their respective term.

Mr. Guo Chongqing has been appointed as an independent non-executive Director since 8 May 2003. He will hold such office for a term of more than 9 years up to the date of the AGM. However, as Mr. Guo Chongqing has excellent professional skills and no event has occurred during his term of office as the Company's independent non-executive Director which might in any way have affected his independence, the Board considers that Mr. Guo Chongqing is able to satisfy the independence requirements under Rule 3.13 of the Listing Rules and therefore determines that Mr. Guo Chongqing is suitable to continue acting as an independent non-executive Director with adequate independence and professional skills. Please refer to the Company's announcement dated 27 March 2012 for details of the aforementioned matters.



---

## LETTER FROM THE BOARD

---

### Supervisors

Certain members of the third session of the supervisory committee of the Company, namely Ms. Bai Ping and Mr. Yu Guanghai, have been nominated by the Shareholders as candidates for re-election as Shareholder representative Supervisors of the fourth session of the supervisory committee for a term of three years commencing from the date on which the fourth session of the supervisory committee is established.

Mr. Li Yuhai, Mr. Tang Jianguo and Mr. Wang Yuming have confirmed that they will not be re-elected as Supervisors of the fourth session of the supervisory committee after expiration of their respective terms.

In addition, Ms. Li Jing has been elected as an employee representative Supervisor at the general meeting of employees of the Company held on 21 March 2012 for a term of three years commencing from the date on which the fourth session of the supervisory committee is established.

In order to enable the Shareholders to make informed decisions on the proposed re-election and the new appointment of Directors and Shareholder representative Supervisors, the biographical details of each of the candidates standing for re-election or new-appointment as required under Rule 13.51(2) of the Listing Rules are set out in Appendix I to this circular. Please refer to the announcement of the Company dated 27 March 2012 for the biographical details of Ms. Li Jing, the employee representative Supervisor.

### PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to provide the Board with flexibility and discretion to issue new Shares, the Company proposes to grant the 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 General Mandate Resolutions at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 3,117,995,265 Domestic Shares and 2,356,433,902 H Shares. Subject to the passing of the 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 623,599,053 Domestic Shares and/or 471,286,780 H Shares. The General Mandate shall be effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of the General Mandate Resolution at the AGM; (ii) the expiration of the 12-month period following the passing of the General Mandate Resolution at the AGM; or (iii) the revocation or variation of the authority given under the General Mandate Resolution by a special resolution of the Company in general meeting. Any exercise of the power by the Board under the 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 General Mandate. The proposal on granting the General Mandate to issue Shares is subject to the Shareholders' approval by a special resolution at the AGM.

---

## LETTER FROM THE BOARD

---

### PROPOSED DISTRIBUTION OF 2011 FINAL DIVIDEND

The Board recommended the payment of a final dividend for the year 2011 in an aggregate amount of RMB54,744,291.67, representing a dividend of RMB0.01 per Share (2010: RMB0.01 per Share), based on the existing number of total issued Shares of 5,474,429,167 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). The proposed distribution of 2011 final dividend is subject to Shareholders' approval by way of an ordinary resolution at the AGM.

The 2011 final dividend will be paid to those Shareholders whose names appear on the Company's register of members at the close of business on 8 June 2012 (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 3 June 2012 to 8 June 2012 (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, by not later than 4:30 p.m. on Friday 1 June 2012, at 46th Floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

In accordance with Article 149 of the Articles of Association, the dividend will be declared in RMB to the Shareholders. The dividend payable to the holders of Domestic Shares will be paid in RMB within three months after the dividend declaration date. The dividend payable to holders of H Shares is calculated and declared in RMB and will be paid in HK\$ within three months after the dividend declaration date. The amount denominated in HK\$ will be converted based on the average closing conversion rate between RMB and HK\$ issued by the People's Bank of China for the five working days prior to the declaration of dividends at the AGM to be held on 25 May 2012.

### AGM

The AGM will be held at 9:00 a.m. on Friday, 25 May 2012 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC. The notice of the AGM is set out on pages 16 to 22 of this circular. A reply slip and a form of proxy for use at the AGM are also enclosed.

Shareholders who intend to attend the AGM shall complete and return the reply slip in accordance with the instructions printed thereon before Saturday, 5 May 2012. Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event no later than 24 hours before the time fixed for the holding of AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be).

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Board considers that (1) the proposed increase in the registered capital of the Company; (2) the proposed amendments to the Articles of Association; (3) the proposed re-election and new appointment of Directors and Shareholder representative Supervisors; (4) the proposed General Mandate to issue Shares; and (5) the proposed distribution of 2011 final dividend as mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**AviChina Industry & Technology Company Limited\***  
**Lin Zuoming**  
*Chairman*

\* *For identification purpose only*

**BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED OR  
NEWLY APPOINTED****Executive Directors*****Mr. Lin Zuoming (林左鳴)***

Aged 54, chairman of the Board. He is a doctorate degree holder and researcher. Mr. Lin is also the general manager of AVIC. He graduated from Nanjing University of Aeronautics and Astronautics in 1982 majoring in engine design; and received his Ph.D. degree in administrative engineering from Beijing University of Aeronautics and Astronautics in 2006. Mr. Lin commenced his career in July 1982, and used to be a staff and deputy director of Human Resource Division, deputy director of Engineering and Technology Division, deputy director-general of Technical Research Institute, deputy chief engineer, vice general manager, general manager and chairman of the board of Chengdu Engine Co., Ltd.; general manager of Shenyang Liming Aero-Engine (Group) Corporation Ltd. since October 1998; vice general manager of AVIC I and chairman and general manager of Shenyang Liming Aero-Engine (Group) Corporation Ltd. in July 2001; and general manager of AVIC I since May 2006. Mr. Lin also serves as vice chairman of the board of Commercial Aircraft Corporation of China, Ltd., Mr. Lin has been appointed as the chairman of the Board and executive director since October 2008.

Mr. Lin has an interest in 708,590 restricted H Shares which were granted on 30 March 2011 under the initial grant of the share incentive scheme and formed part of his remuneration package. Please refer to the circular and the announcement of the Company dated 24 February 2011 and 30 March 2011 for details of the scheme and the initial grant.

***Mr. Tan Ruisong (譚瑞松)***

Aged 50, vice chairman of the Board and president of the Company. He is a researcher level senior engineer. He graduated from Beijing University of Aeronautics and Astronautics in 1983 with a bachelor degree majoring in manufacture and design of engines, and received his master degree in shipping and ocean engineering and Ph.D. degree in management science and engineering from Harbin Engineering University in 2002 and 2006, respectively. Mr. Tan commenced his career in aviation in July 1983, and used to be deputy general manager of Harbin Dongan Engine Manufacturing Company, the general manager of Harbin Dongan Auto Engine Co., Ltd., member and vice chairman of the board and the general manager of Harbin Dongan Engine (Group) Co., Ltd., and the chairman of the board of Harbin Aviation Industry (Group) Co., Ltd, vice general manager of AVIC II. Mr. Tan has been appointed as a director of the Company since June 2005, the vice chairman of the Board and executive director since June 2006 and as the vice chairman of the Board, executive director and president of the Company since October 2008.

Mr. Tan has an interest in 636,950 restricted H Shares which were granted on 30 March 2011 under the initial grant of the share incentive scheme and formed part of his remuneration package. Please refer to the circular and the announcement of the Company dated 24 February 2011 and 30 March 2011 for details of the scheme and the initial grant.

**Non-executive Directors*****Mr. Gu Huizhong (顧惠忠)***

Aged 55. Mr. Gu is also a vice general manager and the chief accountant of AVIC. He graduated from Zhengzhou Aviation Industry Management Institute in 1981 majoring in financial management, and received his master degree from Beijing University of Aeronautics and Astronautics in 2000 majoring in international finance. Mr. Gu commenced his career in aviation industry in July 1981, and used to be a staff, deputy director and director of Financial Departments of The Third Mechanical and Industrial Department, Aviation Industry Ministry and Aviation and Space Industry Ministry; director of International Affairs Financial Division of Financial Department of former AVIC since June 1993; general manager of Zhongzhen Accounting Consultative Corporation since August 1994; vice manager of Financial Department of former AVIC since November 1995; deputy director-general of Financial Department of State Commission of Science, Technology and Industry for National Defence since July 1998; vice general manager of AVIC I since June 1999; and hold a concurrent post as chief accountant of AVIC I since February 2005. Mr. Gu also serves as a member of board and general manager of AVIC Capital Co., Ltd. and chairman of the board of AVIC Capital Co., Ltd. and AVIC-Vanke Co, Ltd. since December 2008. Mr. Gu has been appointed as a non-executive director of the Company since October 2008.

Mr. Gu has an interest in 636,950 restricted H Shares which were granted on 30 March 2011 under the initial grant of the share incentive scheme and formed part of his remuneration package. Please refer to the circular and the announcement of the Company dated 24 February 2011 and 30 March 2011 for details of the scheme and the initial grant.

***Mr. Gao Jianshe (高建設)***

Aged 48, a doctorate degree holder and class one senior economist. Mr. Gao is also a vice general manager of AVIC. He graduated from Xiamen University with a bachelor in 1985 majoring in philosophy, and completed courses for master degree candidates majoring in educational economy and administration conducted by Beijing University of Aeronautics and Astronautics in 2001. He received his Ph.D. degree in management science and engineering from Nanjing University of Aeronautics and Astronautics in 2008. Mr. Gao commenced his career in aviation industry in 1985, and used to be a staff, senior staff, deputy director, director of Human Resource and Labor Division of Aviation Industry Ministry, Aviation and Space Industry Ministry and former AVIC; deputy director-general and director-general of Human Resource Department of AVIC I since July 1999 and vice chairman and vice general manager of Chengdu Aircraft Company concurrently during this period; and vice general manager of AVIC I since August 2006. Mr. Gao has been appointed as a supervisor of the Company from August 2008 to June 2009 and was appointed as a non-executive director of the Company in June 2009.

Mr. Gao has an interest in 636,950 restricted H Shares which were granted on 30 March 2011 under the initial grant of the share incentive scheme and formed part of his remuneration package. Please refer to the circular and the announcement of the Company dated 24 February 2011 and 30 March 2011 for details of the scheme and the initial grant.

***Mr. Sheng Mingchuan (生明川)***

Aged 53, senior economist. Mr. Sheng was appointed as the senior manager of China Hua Rong Asset Management Corporation Harbin Office Debt Management Department and General Debt Operating Department in April 2000, as the president assistant of China Hua Rong Asset Management Corporation Tianjin Office in November 2002, as the vice president of China Hua Rong Asset Management Corporation Harbin Office in September 2005 and as the vice president of China Hua Rong Asset Management Corporation Changchun Office in November 2009. Since April 2011, Mr. Sheng was re-appointed as the vice president of China Hua Rong Asset Management Corporation Harbin Office. Mr. Sheng graduated from Jiamusi Engineering College in 1982 majoring mechanical manufacturing and received a bachelor degree. In 2006, he graduated from Macau University of Science and Technology majoring MBA and received a master degree. Mr. Sheng commenced his career in banks in Heilongjiang Province since 1982, and has been, in succession, appointed as the head of the credit and loan department, industrial and commercial department, investigation and statistics department and housing credit department of Industrial and Commercial Bank of China Heilongjiang Branch.

***Mr. Maurice Savart***

Aged 53, Chairman of Airbus Asia Advisory Council. Mr. Maurice commenced his career in science and technology for national defence in 1982 when he worked at the Training and Cooperation Department of the Ministry of Defence of France. He used to be the area sales manager (Asia) of the Thomson-CSF/Aerospace Group, the business development director (Asia Pacific), vice president (North Asia) of the Lagardere Group, the managing director (North Asia) of Aerospatiale Lagardere International and the senior vice president of EADS in charge of business in north Asia. He has been the Chairman of Airbus Asia Advisory Council from late 2007. Mr. Maurice graduated from the School of Engineering of Ecole Nationale Supérieure de Physique in France in 1980 and received his master degree in Science from the University of California in the USA in 1981 and a MBA degree from the School of Business Administration of Institut Supérieur des Affaires in France in 1982. Mr. Savart has been appointed as a non-executive director of the Company since June 2004.

**Independent Non-executive Directors*****Mr. Guo Chongqing (郭重慶)***

Aged 79, an academician of the Chinese Academy of Engineering and a professor of Tongji University, a professor of Shanghai Jiao Tong University, the consulting dean of the Mechanical Engineering Institute and Economics and Management Institute, the head of management and science department of the National Committee of Natural Science Funds and a member of the specialist committee of Chinese Association of Machine Building. He graduated from Harbin Polytechnical University in 1957 majoring in machinery manufacturing and was an assistant professor in the university. He had been the chief designer of a number of major national construction projects, and was awarded the “Chinese Master of Engineering Design”. Mr. Guo has been appointed as an independent non-executive director of the Company since May 2003.

***Mr. Li Xianzong (李琨宗)***

Aged 55, a professor, supervisor for master degree students and one of the first batch of senior non-practicing member of the Chinese Institute of Certified Public Accountants. Mr. Li graduated from Zhengzhou Institute of Aeronautical Industry Management in 1982. He then graduated from Tianjin Finance and Economics Academy in 1996 with a master degree majoring in accounting. Mr. Li was the deputy chairman and subsequently the chairman of the Accounting Department of Zhengzhou Institute of Aeronautical Industry Management. Mr. Li was an independent non-executive director of Guizhou Guihang Automobile Parts Joint Stock Company Limited. Mr. Li is also a member of the Association of Accounting in the PRC, non-practicing member of the Chinese Institute of Certified Public Accountants in the PRC, an asset appraiser, member of the Institute of International Internal Auditors, member of special committee on management accounting and application of Accounting Society of China and vice chairman of Accounting Society of Henan Province. Mr. Li has been appointed as an independent non-executive director of the Company since December 2004.

***Mr. Lau Chung Man, Louis (劉仲文)***

Aged 53, executive director and CFO of Sing Tao News Corporation (“Sing Tao”, a company listed on the main board of the Stock Exchange). Mr. Lau joined Sing Tao on 23 May 2005. Mr. Lau is a Chartered Accountant and has been granted the Bachelor of Business and Administration in Victoria University of Wellington, New Zealand. Mr. Lau is also a member of New Zealand Institute of Chartered Accountants (NZICA) and an associate member of Hong Kong Institute of Certified Public Accountants (HKICPA). He has experience in corporate management, accounting and finance. He had been an executive director of China Everbright Ltd. (a company listed on the main board of the Stock Exchange) before he joined Sing Tao in May 2005. Mr. Lau has been appointed as an independent non-executive director of the Company since August 2006.

---

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

---

As far as the Directors are aware and save as disclosed above, each of Mr. Lin Zuoming, Mr. Tan Ruisong, Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Sheng Mingchuan, Mr. Maurice Savart, Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man Louis did not hold any directorships in other public listed companies in the last three years. Save as disclosed above, each of them does not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company, nor does each of them have any interests in the Shares of the Company or associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

The Company has received a confirmation of independence from each of Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man, Louis 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, each of Mr. Lin Zuoming, Mr. Tan Ruisong, Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Sheng Mingchuan, Mr. Maurice Savart, Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man Louis, will have a term of office for three years, which will commence upon the establishment of the fourth session of the Board.

Upon the approval of the authorization by the Shareholders, the annual remuneration of each of Mr. Lin Zuoming, Mr. Tan Ruisong, Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Sheng Mingchuan, Mr. Maurice Savart, Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man Louis will be determined by the Board according to their respective duties and responsibilities with the Company and the prevailing market conditions which will be included in their service contracts respectively.

In relation to the re-appointment or new appointment of each of Mr. Lin Zuoming, Mr. Tan Ruisong, Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Sheng Mingchuan, Mr. Maurice Savart, Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man Louis as Directors of the Company respectively, there is no other information which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

**BIOGRAPHICAL DETAILS OF THE SHAREHOLDER REPRESENTATIVE SUPERVISORS  
PROPOSED TO BE RE-ELECTED*****Ms. Bai Ping (白萍)***

Aged 57, a master degree holder and class one senior accountant and a certified public accountant. Ms. Bai is also the deputy chief accountant of AVIC. She graduated from Zhengzhou Aviation Industry Management Institute majoring in financial management. She also took the business administration diploma course in the faculty of economics, management and human resources training center in Beijing University of Aeronautics and Astronautics and an MBA course sponsored by the University of California, USA. She commenced her career in aviation industry in 1970 and served as a staff in



the management office of electronic component division of Shaanxi Xingping Qinling Company, an auditor of the audit department of the Ministry of Aero-Space Industry, a deputy director and the director of the audit office under the finance department of former AVIC, and the director-general of the finance and audit department and deputy chief accountant of AVIC II and director-general of financial management department of AVIC. Ms. Bai has been appointed as a supervisor of the Company since April 2003.

***Mr. Yu Guanghai (于廣海)***

Aged 42, a bachelor degree holder and a senior economist. Mr. Yu is also a manager of Business Department I of China Orient Asset Management Corporation, Harbin Office, responsible for assets and stock management. Mr. Yu graduated from Heilongjiang University with a bachelor degree majoring in economics. From 1992, he worked in Bank of China, the International Business Department, Operation Department and Corporate Department of Heilongjiang branch, engaging in research, investment management, investment fund and credit and loan operations. He joined China Orient Asset Management Corporation, Harbin Office since 2000. Mr. Yu has been appointed as a supervisor of the Company since June 2009.

In relation to the re-appointment of each of Ms. Bai Ping and Mr. Yu Guanghai as Supervisors respectively, there is no other information which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

As far as the Directors are aware and save as disclosed above, each of Ms. Bai Ping and Mr. Yu Guanghai did not have any directorships in other public listed companies in the last three years. Save as disclosed above, each of them does not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company, nor does each of them have any interests in the Shares of the Company or associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Subject to the Shareholders' approval for their respective re-appointment, each of Ms. Bai Bing and Mr. Yu Guanghai will have a term of office for 3 years, which will commence upon the establishment of the fourth session of the supervisory committee. Upon the approved of the authorization by the shareholder, the Board will determine their remuneration based on their duties and responsibilities with the Company and the prevailing market conditions which will be included in their service contracts respectively. Ms. Li Jing, the employee representative Supervisor of the fourth session of the Supervisory Committee and an employee of the Company, will not receive a separate remuneration for her position as a Supervisor.

---

## 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 (“AGM”) of AviChina Industry & Technology Company Limited (the “**Company**”) will be held at 9:00 a.m. on Friday, 25 May 2012, at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People’s Republic of China 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 5 April 2012:

#### ORDINARY RESOLUTIONS

1. The resolution relating to the Report of the Board of the Company for the year ended 31 December 2011;
2. The resolution relating to the Report of the Supervisory Committee of the Company for the year ended 31 December 2011;
3. The resolution relating to the audited financial statements of the Company for the year ended 31 December 2011;
4. The resolution relating to the profit distribution plan (including distribution of 2011 final dividend) of the Company for the year ended 31 December 2011;
5. The resolution relating to the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the international and domestic auditors of the Company for the financial year 2012 respectively and to determine their remuneration;
6. The resolution relating to the re-election of Mr. Lin Zuoming as an executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration;

\* *For identification purpose only*

---

## NOTICE OF ANNUAL GENERAL MEETING

---

7. The resolution relating to the re-election of Mr. Tan Ruisong as an executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration;
8. The resolution relating to the re-election of Mr. Gu Huizhong as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration;
9. The resolution relating to the re-election of Mr. Gao Jianshe as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration;
10. The resolution relating to the new appointment of Mr. Sheng Mingchuan as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration;
11. The resolution relating to the re-election of Mr. Maurice Savart as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration;
12. The resolution relating to the re-election of Mr. Guo Chongqing as an independent non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

13. The resolution relating to the re-election of Mr. Li Xianzong as an independent non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration;
14. The resolution relating to the re-election of Mr. Liu Zhongwen as an independent non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration;
15. The resolution relating to the re-election of Ms. Bai Ping as a Shareholder representative Supervisor with a term of office commencing from the date on which the fourth session of the supervisory committee is established until the expiration of the term of the fourth session of the supervisory committee, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with her and the authorization of the Board to determine her remuneration;
16. The resolution relating to the re-election of Mr. Yu Guanghai as a Shareholder representative Supervisor with a term of office commencing from the date on which the fourth session of the supervisory committee is established until the expiration of the term of the fourth session of the supervisory committee, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration; and
17. The resolution(s) to be proposed at the AGM by shareholders holding 5% or more of the total number of the Company's shares carrying voting rights, if any, by way of ordinary resolution(s).

### SPECIAL RESOLUTIONS

18. The resolution relating to the increase in the registered capital of the Company from RMB4,949,024,500 to RMB5,474,429,167;
19. The resolution relating to the amendments to Article 16, Article 19, Article 87 and Article 110 of the Articles of Association and that the Board is authorized to make appropriate revision to the aforementioned amendments to the Articles of Association at the request of the relevant regulatory authorities;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

20. To consider, and if thought fit, pass the following resolution on 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 otherwise 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 of the People’s Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (c) 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 authorised:
    - (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);
    - (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.”
21. The resolution(s) to be proposed at the AGM by Shareholders holding 5% 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\***  
**Yan Lingxi**  
Company Secretary

Hong Kong, 5 April 2012

\* *For identification purpose only*

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

**(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE AGM**

Pursuant to Article 38 of the Articles of Association, the H Share register of members of the Company will be closed from Saturday, 5 May 2012 to Friday, 25 May 2012 (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 on Friday, 25 May 2012 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 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 Friday, 4 May 2012** at 46th Floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

**(2) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO RECEIVE THE 2011 FINAL DIVIDEND**

The Board recommended the payment of a final dividend for the year 2011 in an aggregate amount of RMB54,744,291.67, representing a dividend of RMB0.01 per Share (2010: RMB0.01 per Share), based on the existing number of total issued Shares of 5,474,429,167 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). The Company will pay the 2011 final dividend to eligible Shareholders as soon as practicable after the resolution on distribution of 2011 final dividend is approved at the AGM.

The 2011 final dividend will be paid to those Shareholders whose names appear on the Company's register of members at the close of business on 8 June 2012 (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 3 June 2012 to 8 June 2012 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to receive the 2011 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, by not later than **4:30 p.m. on Friday 1 June 2012**, at 46th Floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

**(3) REGISTRATION PROCEDURES FOR ATTENDING THE AGM**

- (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 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 authorisation of that legal representative or other person.
- (b) Holders of H Shares or Domestic Shares who wish to attend the AGM 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 AGM, i.e. before Saturday, 5 May 2012.
- (c) Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

**(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 at the address stated in note 1 above 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:

P.O. Box 1655, Beijing, the PRC (Postal code: 100009)

Telephone No.: 86-10-58354319

Facsimile No.: 86-10-58354310

Attention: Mr. Xu Bin

*As at the date of this notice, 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.*