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**中國航空科技工業股份有限公司**

**AviChina Industry & Technology Company Limited\***

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

**(Stock Code: 2357)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of AviChina Industry & Technology Company Limited (the “**Company**”) will be held at 9:00 a.m. on Friday, 9 December 2011, at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC to consider and approve the following resolutions. Unless otherwise indicated, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 23 September 2011 (the “**Circular**”):

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (1) the entering into by the Company of the framework agreements in respect of the Non-Exemption Continuing Connected Transactions, namely, (i) the Mutual Supply of Products Agreement, (ii) the Mutual Provision of Services Agreement, and (iii) the AVIC Avionics CCT Agreement and the proposed annual caps for the revenue and expenditure transactions under (i) the Mutual Supply of Products Agreement, (ii) Mutual Provision of the Services Agreement and (iii) the expenditure transaction under the AVIC Avionics CCT Agreement for each of the three financial years ending 31 December 2014 be and are hereby approved; and

\* *For identification purpose only*

(2) any Director or authorized representative of the Chairman of the Board be and is hereby authorized to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect and/or to complete or in connection with the transactions contemplated under the framework agreements in respect of the Non-Exempt Continuing Connected Transactions, namely, (i) the Mutual Supply of Products Agreement, (ii) the Mutual Provision of Services Agreement, and (iii) the AVIC Avionics CCT Agreement and the proposed caps thereof and all other matters ancillary thereto, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to the aforesaid agreements, as such Director or authorized representative may in his absolute discretion deem fit.”

2. **“THAT:**

the revision of the 2011 annual cap for the expenditure transaction under the AVIC Avionics CCT be and is hereby approved.”

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

Hong Kong, 21 November 2011

*Notes:*

**(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND THE EGM**

Pursuant to Article 38 of the Articles of Association of the Company, the H Share register of the Company will be closed from Saturday, 19 November 2011 to Friday, 9 December 2011 (both days inclusive), during which period no transfer of H shares will be effected. Holders of the Company’s H Shares and Domestic Shares whose names appear on the Company’s Register of Members on Friday, 9 December 2011 are entitled to attend the EGM and to vote in the EGM.

In order to qualify to attend and vote in the EGM, holders of the Company’s H shares shall lodge all transfers together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the Company’s H Shares Registrar, not later than 4:30 p.m. on Friday, 18 November 2011 at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queens’ Road East, Wanchai, Hong Kong.

**(2) REGISTRATION PROCEDURES FOR ATTENDING THE EGM**

(a) The shareholder or its proxies shall produce his identification proof. If a corporation shareholder’s legal representative or any other person authorized by the board of directors or other governing body of such corporate shareholder attends the EGM, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.

- (b) Holders of H Shares or Domestic Shares who wish to attend the EGM must complete the reply slip to confirm the attendance, and return the same to the correspondence address designated by the Company not later than 20 days before the date of the EGM, i.e. before Saturday, 19 November 2011.
- (c) Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.

**(3) PROXIES**

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

**(4) THE EGM IS EXPECTED TO LAST FOR HALF A DAY. SHAREHOLDERS ATTENDING THE MEETING ARE RESPONSIBLE FOR THEIR OWN TRANSPORTATION AND ACCOMMODATION EXPENSES.**

Designated address of the Company:  
P.O. Box 1655, Beijing, the PRC (Postal code: 100009)  
Telephone No.: 86-10-58354319  
Facsimile No.: 86-10-58354310  
Attention: Mr. Xu Bin

**(5) Ordinary resolutions 1 and 2 above will be voted by poll by the Independent Shareholders.**

*As at the date of this notice, the Board comprises executive directors Mr. Lin Zuoming, 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.*