

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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 AGM

The board of directors (the “**Board**”) of the AviChina Industry & Technology Company Limited (the “**Company**”) is pleased to announce that all the resolutions set out in the AGM Notice (the “**AGM Notice**”) dated on 16 April 2010 were considered and approved at the annual general meeting of the Company (“**AGM**”) held on Wednesday, 19 May 2010.

Reference is made to the circular of the Company dated 16 April 2010 (the “**Circular**”) and the AGM Notice. Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the AGM Notice and the Circular.

The Board is pleased to announce that the AGM was held on Wednesday, 19 May 2010 at AVIC Hotel, No.10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) during which all the resolutions set out in the AGM Notice were duly passed. As at the date of AGM a total of 4,949,024,500 shares of the Company were in issue, of which 2,806,088,233 shares (representing approximately 56.70% of the total number of issued shares of the Company) were held by Aviation Industry

Corporation of China.

For ordinary resolution numbers 1 to 6 and special resolution numbers 7 to 8 as set out in the AGM Notice (the “**Resolutions**”), the total number of shares entitling the holders to attend and vote for or against the Resolutions at the AGM was 4,949,024,500. There were no shares of the Company entitling the holder to attend and vote only against the Resolutions at the AGM. The Shareholders in attendance either in person or by proxy at the AGM represented 3,262,102,845 shares of the Company carrying voting rights, or 65.91% of the total number of shares of the Company carrying voting rights for the Resolutions.

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

At the AGM, the following resolutions were considered and approved by way of poll:

Num ber	Resolution	Number of shares (Approx. Percentage)	
		For	Against
Ordinary Resolutions			
1.	The resolution relating to the Report of the Board of the Company for the year ended 31 December 2009.	3,262,102,845 (100%)	0 (0%)
2.	The resolution relating to the Report of the Supervisory Committee of the Company for the year ended 31 December 2009.	3,262,102,845 (100%)	0 (0%)
3.	The resolution relating to the audited financial statements of the Company for the year ended 31 December 2009.	3,261,794,845 (100%)	0 (0%)
4.	The resolution relating to the profit distribution plan of the Company for the year ended 31 December 2009.	3,262,102,845 (100%)	0 (0%)
5.	The resolution relating to the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the international and	3,262,102,845 (100%)	0 (0%)

	domestic auditors of the Company for the financial year 2010 respectively and to determine their remuneration.		
6.	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).	N/A	N/A
Special Resolutions			
7.	<p>(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:</p> <p>(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;</p> <p>(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:</p> <p>i. 20 percent of the aggregate nominal amount of the Domestic Shares in issue; and/ or</p> <p>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</p>	<p>3,262,102,845 (100%)</p>	<p>0 (0%)</p>

	<p>(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;</p> <p>(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:</p> <p>(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);</p> <p>(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);</p> <p>(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.</p>		
--	--	--	--

8.	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).	N/A	N/A
----	---	-----	-----

The Board confirmed that all the resolutions mentioned above were 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 AGM.

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

Hong Kong, 19 May 2010

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

** For identification purposes only.*