

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 is pleased to announce that the AGM was held on Friday, 14 June 2013 and all the resolutions set out in the AGM Notice were considered and approved.

Reference is made to the circular of AviChina Industry & Technology Company Limited (the “**Company**”) dated 13 May 2013 (the “**Circular**”) and the AGM Notice dated 13 May 2013 (the “**AGM Notice**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as ascribed to them in the AGM Notice and the Circular.

The board of directors of the Company (the “**Board**”) is pleased to announce that the 2012 Annual General Meeting (the “**AGM**”) was held at 9:00 a.m. on Friday, 14 June 2013 at Grand Skylight CATIC Hotel, Beijing, No. 18 Bei Chen East 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 5,474, 429,167 shares of the Company were in issue, of which 2,806,088,233 shares (representing approximately

51.26% of the total number of issued shares of the Company) were held by Aviation Industry Corporation of China.

For ordinary resolutions numbered 1 to 8 and special resolution numbered 9 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 5,474,429,167. 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 3,695,303,399 shares of the Company carrying voting rights, or 67.50% 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:

Number	Resolutions	Number of shares (Approximate Percentage)	
		For	Against
Ordinary Resolutions			
1.	The resolution relating to the Report of the Board of the Company for the year ended 31 December 2012.	3,695,303,399 (100%)	0 (0%)
2.	The resolution relating to the Report of the Supervisory Committee of the Company for the year ended 31 December 2012.	3,695,303,399 (100%)	0 (0%)
3.	The resolution relating to the audited financial statements of the Company for the year ended 31 December 2012.	3,695,303,399 (100%)	0 (0%)
4.	The resolution relating to the profit distribution plan (including distribution of 2012 final dividend) of the Company for the year ended 31 December 2012.	3,695,303,399 (100%)	0 (0%)
5.	The resolution relating to the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the international	3,695,303,399 (100%)	0 (0%)

	and domestic auditors of the Company for the financial year 2013 respectively and to determine their remuneration.		
6.	<p>The resolution relating to the non-exempt continuing connected transaction of the Company,</p> <p>“THAT:</p> <p>(a) the Proposed Financial Services Framework Agreement (copy of which have been produced to this meeting marked “B” and initialed by the Chairman of the meeting) and the execution thereof and implementation of the terms thereof relating to the provision of the Deposit Services and the Other Financial Services by AVIC Finance to the Group (including the proposed caps thereof) be and are hereby approved, ratified and confirmed; and</p> <p>(b) any Director or authorized representative of the Chairman of the Board be and is hereby authorized to sign, execute, perfect, and deliver all such documents and do all such deeds, acts, matters and things as he may in his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the terms of the Proposed Financial Services Framework Agreement including but not limited to the terms relating to the provision of the Deposit Services and the Other Financial Services by AVIC Finance to the Group under the Proposed Financial Services Framework Agreement and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Proposed Financial Services Framework Agreement, as such Director or authorized representative may in his absolute discretion deem fit.”</p>	<p>448,604,911 (63.59%)</p>	<p>256,849,588 (36.41%)</p>
7.	<p>The resolution relating to the Hafei Aviation Subscription under the Subscription Agreement,</p> <p>“THAT:</p>	<p>705,810,499 (100%)</p>	<p>0 (0%)</p>

	<p>(a) the terms and conditions of the Subscription Agreement entered into between Hafei Aviation, the Company, AVIC Helicopter and AVIC Hafei (copies of which have been produced to this meeting marked “C” and initialed by the Chairman of the meeting) in relation to, among other matters, (1) the Company’s Subscription; (2) AVIC Helicopter Subscription; and (3) AVIC Hafei Subscription, subject to fulfillment of the conditions as set out in the Subscription Agreement, be and are hereby approved, ratified and confirmed; and</p> <p>(b) 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 Subscription Agreement, including, without limitation, to obtain all necessary approvals from the relevant PRC government authorities, 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 Subscription Agreement, as such Director or authorized representative may in his absolute discretion deem fit.”</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 ordinary resolution(s).	N/A	N/A
Special Resolution(s)			
9.	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 AVIC and AVIC Electromechanical Systems Company Limited had abstained from voting on the ordinary resolutions numbered 6 and 7, which 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

Beijing, 14 June 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.*