
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 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).

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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)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICES OF EGM, H SHAREHOLDERS CLASS MEETING AND
DOMESTIC SHAREHOLDERS CLASS MEETING**

Notices of the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the extraordinary general meeting (the "EGM") of AviChina Industry & Technology Company Limited to be held at Grand Skylight CATIC Hotel, No. 18 Bei Chen East Road, Chaoyang District, Beijing, the People's Republic of China on Wednesday, 21 August 2013 at 8:30 a.m., 8:50 a.m. (or the time immediately after the conclusion of the H Shareholders Class Meeting) and 9:10 a.m. (or the time immediately after the conclusion of the Domestic Shareholders Class Meeting), respectively are set out on pages 12 to 14, 15 to 17 and 9 to 11 of this circular.

Reply slips and proxy forms for use at the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM are enclosed hereto and are also published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). Shareholders who intend to attend the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM shall complete and return the reply slips in accordance with the instructions printed thereon before Wednesday, 31 July 2013. Shareholders who intend to appoint a proxy to attend the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM shall complete and return the enclosed proxy forms in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding of the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM and voting in person if you so wish.

5 July 2013

* For identification purpose only.

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DEFINITIONS

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

“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* (中國航空科技工業股份有限公司), whose H Shares are listed on the Hong Kong Stock Exchange
“Directors”	the directors of the Company
“Domestic Share(s)”	the ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB by PRC nationals and/or PRC corporate entities
“Domestic Shareholder(s)”	the holder(s) of the Domestic Share(s)
“Domestic Shareholders Class Meeting”	the class meeting of the Domestic Shareholders proposed to be held at 8:50 a.m. (or the time immediately after the conclusion of the H Shareholders Class Meeting) on Wednesday, 21 August 2013 for the purposes of, among other matters, considering and, if thought fit, approving the proposed amendments to the Articles of Association
“EGM”	the extraordinary general meeting of the Company to be held at 9:10 a.m. (or the time immediately after the conclusion of the Domestic Shareholders Class Meeting) on Wednesday, 21 August 2013 for the purposes of, among other matters, considering and, if thought fit, approving the proposed amendments to the Articles of Association
“H Share(s)”	the overseas listed foreign invested shares of nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and are subscribed for and traded in Hong Kong Dollars
“H Shareholder(s)”	the holder(s) of H Share(s)
“H Shareholders Class Meeting”	the class meeting of the H Shareholders proposed to be held at 8:30 a.m. on Wednesday, 21 August 2013 for the purposes of, among other matters, considering and, if thought fit, approving the proposed amendments to the Articles of Association
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Dollar” or “HK\$”	the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholders”	Domestic Shareholders and H Shareholders

* *For identification purpose only.*

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

Non-executive Directors:

Mr. Gu Huizhong
Mr. Gao Jianshe
Mr. Sheng Mingchuan
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 July 2013

To the Shareholders:

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EGM, H SHAREHOLDERS CLASS MEETING AND
DOMESTIC SHAREHOLDERS CLASS MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 14 June 2013 in relation to the proposed amendments to the Articles of Association.

The purpose of this circular is to provide you with further details relating to the proposed amendments to the Articles of Association and give you notices of the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM to be convened for the Shareholders to consider and, if thought fit, approve, among other things, the proposed amendments to the Articles of Association.

* For identification purpose only.

LETTER FROM THE BOARD

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the latest regulatory environment of the PRC and to cater for the development of the Company, the Board approved the proposed amendments in relation to the voting requirements for the transfer or conversion and listing of domestic invested shares issued by the Company and traded on overseas stock exchange(s). In the meantime, the means of corporate communication are proposed to be adjusted to improve the operational efficiency of the Company. The proposed amendments are set out as follows:

- i. Insert new Article 15 and Article 16 as follows after the original Article 14 of the Articles of Association, and the original Article 15 to Article 181 shall be renumbered accordingly:

“Article 15 Upon approval from the securities regulatory authorities of the State Council, domestic shareholders of the Company may transfer the shares held by them to overseas investors and such shares could be listed and traded on the overseas stock exchanges. Shares transferred and listed on an overseas stock exchange shall comply with the supervision procedures, regulations and requirements of the overseas stock exchange.

No general meeting or class shareholders’ meeting is required to be held for voting on the listing and trading of shares so transferred on such overseas stock exchange.

Article 16 Upon approval from the securities regulatory authorities of the State Council, the domestic invested shares can be converted to overseas listed foreign invested shares, and listed and traded on the overseas stock exchanges. The listing and trading of the transferred shares on the overseas stock exchanges shall comply with the supervision procedures, regulations and requirements of the overseas stock exchange.

No general meeting or class shareholders’ meeting is required to be held for voting on converting of domestic invested shares to overseas listed foreign invested shares and listing and trading on the overseas stock exchanges. Upon transfer to overseas listed foreign invested shares, the domestic invested shares shall be in the same class of original overseas listed foreign invested shares.”

- ii. To amend the original Article 53 of the Articles of Association as follows:

“Article 55 Unless otherwise provided by the relevant laws, regulations and listing rules of the place where the securities of the Company are listed and the articles herein regarding means of shareholders communication, or waived by all shareholders of the Company on the receipt of a written notice, a written notice of a general meeting shall be given no less than thirty (30) days prior to the meeting, by notifying all of the shareholders who are registered on the register of members of the Company of the matters to be considered at the meeting and the date and the place of the meeting. A shareholder who intends to attend the general meeting shall deliver to the Company his written reply concerning the attendance at such general meeting not less than twenty (20) days prior to the date of the meeting.

.....”

LETTER FROM THE BOARD

- iii. To amend the original Article 56 of the Articles of Association as follows:

“Article 58 An extraordinary general meeting shall not decide on matters that have not been stated in the notice of the meeting.

The notice of a shareholders’ general meeting shall:

1. be made in writing, unless otherwise provided by the relevant laws, regulations and listing rules of the place where the securities of the Company are listed and the articles herein regarding means of shareholders communication;

.....”

- iv. To amend the original Article 57 of the Articles of Association as follows:

“Article 59 Unless otherwise provided by the relevant laws, regulations and listing rules of the place where the securities of the Company are listed and the articles herein regarding means of shareholders communication, a notice of a shareholders’ general meeting shall be delivered to each shareholder (whether or not such shareholder is entitled to vote at the meeting) by ways set out in Article 179.”

- v. To amend the original Article 80 of the Articles of Association as follows:

“Article 82 If the Company intends to vary or abrogate the rights of class shareholders, it may do so only after such variation or abrogation has been approved by way of a special resolution at the shareholders’ general meeting and by a separate class shareholders’ meeting convened by the affected class shareholders in accordance with Articles 84 to 88, except for the circumstances that listing and trading on overseas stock exchange of shares transferred set out in Article 15 herein and the concerting of domestic invested shares to overseas listed foreign invested shares set out in Article 16 herein.”

- vi. To amend the original Article 84 of the Articles of Association as follows:

“Article 86 Unless otherwise provided by the relevant laws, regulations and listing rules of the place where the securities of the Company are listed and the articles herein regarding means of shareholders communication, when the Company is to hold a class shareholders’ meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior to the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.

.....”

LETTER FROM THE BOARD

- vii. To amend the original Article 86 of the Articles of Association as follows:

“**Article 88** In addition to holders of other classes of shares, holders of domestic invested shares and overseas listed foreign invested shares shall be deemed to be shareholders of different classes.

The special procedures for voting of class shareholders shall not apply:

1. where, as approved by way of a special resolution at the shareholders’ general meeting, the Company issues, either separately or concurrently, domestic invested shares and overseas listed foreign invested shares every 12 months, and the number of the domestic invested shares and overseas listed foreign invested shares intended to be issued does not exceed 20 percent of the issued and outstanding shares of the respective classes; ~~or~~ 2. where the plan for issuance of domestic invested shares and overseas listed foreign invested shares upon the establishment of the Company is completed within 15 months of being approved by the securities regulatory authorities of the State Council; or 3. where situations regarding the listing and trading on overseas stock exchange of shares transferred set out in Article 15 herein and the transfer of domestic invested shares to overseas listed foreign invested shares set out in Article 16 herein occur.”

- viii. To amend the original Article 142 of the Articles of Association as follows:

“**Article 144** Unless otherwise provided by relevant laws, regulations and listing rules of the place where the securities of the Company are listed and the articles herein regarding means of shareholders communication, the Board shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and regulatory documents promulgated by competent regional and central governmental authorities require the Company to prepare.”

- ix. To amend the original Article 143 of the Articles of Association as follows:

“**Article 145** The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter.

Unless otherwise provided by relevant laws, regulations and listing rules of the place where the securities of the Company are listed and the articles herein regarding means of shareholders communication, the Company shall send copies of report of the Board, balance sheet (including each document required by the applicable laws and regulations) and profit and loss account or income and expenditure account (including the aforesaid financial reports) to each holder of overseas listed foreign invested shares by prepaid mail at his address shown in the register of shareholders at least 21 days prior to an annual general meeting.”

LETTER FROM THE BOARD

- x. To amend the original Article 163 of the Articles of Association as follows:

“**Article 165**

Holders of overseas listed foreign investment shares shall additionally be served copies of the aforementioned document by ways set out in Article 179.”

- xi. To amend the original Article 177 of the Articles of Association as follows:

“**Article 179** Unless otherwise provided by the relevant laws, regulations and listing rules of the place where the securities of the Company are listed and the articles herein regarding means of the Board and shareholders communication, notices, communications or any other written information of the Company may be delivered in following ways:

1. in person;
2. by mail;
3. by fax, email or other electronic form or information carriers;
4. by making announcement on the Company’s website or the websites designated by Hong Kong Stock Exchange in compliance with laws, administrative regulations and listing rules of the place where the securities of the Company are listed;
5. by public announcements;
6. by other means as agreed in advance between the Company and the recipient or as accepted by the recipient after receiving a notice; or
7. through other ways recognized by regulatory authorities or stipulated herein.

Whether or not the Articles of Association has otherwise provided for the delivery methods of any notice, communication or any other written material, the Company may publish its communications by the ways specified in Item (4) of Section 1 of this clause to replace the ways of sending written documents to each shareholder of foreign investment shares in person or by prepaid mail without prejudice to relevant regulations of securities regulatory authorities in the place where the securities of the Company are listed. The said communications refer to any documents sent or to be sent by the Company to the shareholders for reference or taking action, including but not limited to reports of the board of directors (together with balance sheets and income statements), annual reports (including annual financial reports), interim reports (including interim financial reports), meeting notices, listing documents, circulars, proxy forms and reply slips, etc.”

LETTER FROM THE BOARD

- xii. Article numbers and related references in the text of the Articles of Association will be changed according to the proposed amendments described above.

The aforementioned proposed amendments to the Articles of Association as set out above shall come into effect upon the Shareholders' approvals having been obtained at the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM and any required approval(s) or endorsement from or registration with the relevant regulatory authorities in the PRC.

III. THE H SHAREHOLDERS CLASS MEETING, THE DOMESTIC SHAREHOLDERS CLASS MEETING AND THE EGM

Notices convening the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM are set out on pages 12 to 14, 15 to 17 and 9 to 11 of this circular and their respective reply slips and proxy forms are also enclosed herewith. Shareholders who intend to appoint a proxy to attend the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM shall complete and return the enclosed forms 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 the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude you from attending and voting in person at the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM or any adjournment thereof (as the case may be) should you so wish.

At such meetings, special resolution will be proposed for the Shareholders to consider and, if thought fit, to approve, amongst others, the proposed amendments to the Articles of Association as aforesaid. Voting at the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM shall be taken by poll.

An announcement of the poll results of the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM will be published on the websites of the Hong Kong Stock Exchange and the Company.

IV. RECOMMENDATION

The Directors are of the opinion that the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution relating to the proposed amendments to the Articles of Association to be proposed at the H Shareholders Class Meeting, the Domestic Shareholders Class Meeting and the EGM.

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

* For identification purpose only.

NOTICE OF EGM



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 EGM

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of AviChina Industry & Technology Company Limited* (the “**Company**”) will be held at Grand Skylight CATIC Hotel, No. 18 Bei Chen East Road, Chaoyang District, Beijing, the People’s Republic of China on Wednesday, 21 August 2013 at 9:10 a.m. (or the time immediately after the conclusion of the Domestic Shareholders Class Meeting), for the purposes of, among other things, considering and approving the following special resolution. Unless otherwise indicated, capitalized terms used in this notice and the following special resolution shall have the same meanings as those defined in the circular of the Company dated 5 July 2013 (the “**Circular**”):

SPECIAL RESOLUTION

1. “**THAT:**
 - (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;
 - (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

* For identification purpose only.

NOTICE OF EGM

- (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.”

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

Beijing, 5 July 2013

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 Thursday, 1 August 2013 to Wednesday, 21 August 2013 (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 before the close of business hours on Wednesday, 21 August 2013 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 Wednesday, 31 July 2013** 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 Wednesday, 31 July 2013.
- (c) Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.

* For identification purpose only.

NOTICE OF EGM

(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:

9/F., Easyhome Tower, No. 3A Dongzhimen South Avenue, Dongcheng District, Beijing, the PRC (Postal code: 100007)

Telephone No.: 86-10-58354319/4312

Facsimile No.: 86-10-58354310

Attention: Mr. Xu Bin/Ms. Lu Hongyu

(5) SPECIAL RESOLUTION ABOVE WILL BE VOTED BY POLL BY THE SHAREHOLDERS.

As at the date of this notice, 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.

NOTICE OF H SHAREHOLDERS CLASS 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 THE H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the class meeting of holders of H Shares (the “**H Shareholders Class Meeting**”) of AviChina Industry & Technology Company Limited* (the “**Company**”) will be held at Grand Skylight CATIC Hotel, No. 18 Bei Chen East Road, Chaoyang District, Beijing, the People’s Republic of China on Wednesday, 21 August 2013 at 8:30 a.m., for the purposes of, among other things, considering and approving the following special resolution. Unless otherwise indicated, capitalized terms used in this notice and the following special resolution shall have the same meanings as those defined in the circular of the Company dated 5 July 2013 (the “**Circular**”):

SPECIAL RESOLUTION

1. **“THAT:**
 - (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;
 - (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

* For identification purpose only.

NOTICE OF H SHAREHOLDERS CLASS MEETING

- (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.”

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

Beijing, 5 July 2013

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND THE H SHAREHOLDERS CLASS MEETING

Pursuant to Article 38 of the Articles of Association of the Company, the H Share register of the Company will be closed from Thursday, 1 August 2013 to Wednesday, 21 August 2013 (both days inclusive), during which period no transfer of H shares will be effected. Holders of the Company’s H Shares whose names appear on the Company’s register of members before the close of business hours on Wednesday, 21 August 2013 are entitled to attend the H Shareholders Class Meeting and to vote in the H Shareholders Class Meeting.

In order to qualify to attend and vote in the H Shareholders Class Meeting, 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 Wednesday, 31 July 2013** at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queens’ Road East, Wanchai, Hong Kong.

(2) REGISTRATION PROCEDURES FOR ATTENDING THE H SHAREHOLDERS CLASS MEETING

- (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 H Shareholders Class Meeting, 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 who wish to attend the H Shareholders Class Meeting 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 H Shareholders Class Meeting, i.e. before Wednesday, 31 July 2013.
- (c) Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.

* For identification purpose only.

NOTICE OF H SHAREHOLDERS CLASS MEETING

(3) PROXIES

- (a) Any shareholder who is entitled to attend and vote at the H Shareholders Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the H Shareholders Class Meeting. 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 H Shareholders Class Meeting.
- (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, must be delivered 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 H Shareholders Class Meeting and return of a form of proxy will not preclude a shareholder from attending in person and voting at the H Shareholders Class Meeting if he or she so wishes.

(4) THE H SHAREHOLDERS CLASS MEETING 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:

9/F., Easyhome Tower, No. 3A Dongzhimen South Avenue, Dongcheng District, Beijing, the PRC (Postal code: 100007)

Telephone No.: 86-10-58354319/4312

Facsimile No.: 86-10-58354310

Attention: Mr. Xu Bin/Ms. Lu Hongyu

(5) SPECIAL RESOLUTION ABOVE WILL BE VOTED BY POLL BY THE SHAREHOLDERS.

As at the date of this notice, 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.

NOTICE OF DOMESTIC SHAREHOLDERS CLASS 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 DOMESTIC SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the class meeting of holders of domestic shares (the “**Domestic Shareholders Class Meeting**”) of AviChina Industry & Technology Company Limited* (the “**Company**”) will be held at Grand Skylight CATIC Hotel, No. 18 Bei Chen East Road, Chaoyang District, Beijing, the People’s Republic of China on Wednesday, 21 August 2013 at 8:50 a.m. (or the time immediately after the conclusion of the H Shareholders Class Meeting), for the purposes of, among other things, considering and approving the following special resolution. Unless otherwise indicated, capitalized terms used in this notice and the following special resolution shall have the same meanings as those defined in the circular of the Company dated 5 July 2013 (the “**Circular**”):

SPECIAL RESOLUTION

1. “**THAT:**

- (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;
- (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

* For identification purpose only.

NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

- (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.”

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

Beijing, 5 July 2013

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND THE DOMESTIC SHAREHOLDERS CLASS MEETING

Pursuant to Article 38 of the Articles of Association of the Company, the register of members of the Company will be closed from Thursday, 1 August 2013 to Wednesday, 21 August 2013 (both days inclusive), during which period no transfer of shares will be effected. Holders of the Company’s Domestic Shares whose names appear on the Company’s register of members before the close of business hours on Wednesday, 21 August 2013 are entitled to attend the Domestic Shareholders Class Meeting and to vote in the Domestic Shareholders Class Meeting.

In order to qualify to attend and vote in the Domestic Shareholders Class Meeting, holders of the Company’s Domestic shares shall lodge all transfers together with the relevant share certificates to the Company, not later than **4:30 p.m. on Wednesday, 31 July 2013** at the correspondence address designated by the Company.

(2) REGISTRATION PROCEDURES FOR ATTENDING THE DOMESTIC SHAREHOLDERS CLASS MEETING

- (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 Domestic Shareholders Class Meeting, 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 Domestic Shares who wish to attend the Domestic Shareholders Class Meeting 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 Domestic Shareholders Class Meeting, i.e. before Wednesday, 31 July 2013.
- (c) Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.

* For identification purpose only.

NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

(3) PROXIES

- (a) Any shareholder who is entitled to attend and vote at the Domestic Shareholders Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the Domestic Shareholders Class Meeting. 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 Domestic Shareholders Class Meeting.
- (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, must be delivered to the correspondence address designated by the Company not less than 24 hours before the time for holding the Domestic Shareholders Class Meeting and return of a form of proxy will not preclude a shareholder from attending in person and voting at the Domestic Shareholders Class Meeting if he or she so wishes.

(4) THE DOMESTIC SHAREHOLDERS CLASS MEETING 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:

9/F., Easyhome Tower, No. 3A Dongzhimen South Avenue, Dongcheng District, Beijing, the PRC (Postal code: 100007)

Telephone No.: 86-10-58354319/4312

Facsimile No.: 86-10-58354310

Attention: Mr. Xu Bin/Ms. Lu Hongyu

(5) SPECIAL RESOLUTION ABOVE WILL BE VOTED BY POLL BY THE SHAREHOLDERS.

As at the date of this notice, 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.