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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)

SECOND NOTICE OF EGM

Reference is made to the notice of the extraordinary general meeting (the “**EGM**”) of AviChina Industry & Technology Company Limited (the “**Company**”) dated 10 June 2014, announcing that the EGM will be held at 9:00 a.m. on Tuesday, 22 July 2014.

As at 1 July 2014, which is the deadline for the Shareholders who intend to attend the EGM to return the reply slips, the number of Shares with voting rights represented by the Shareholders who intend to attend the EGM does not reach half of the Company's total number of Shares with voting rights. Pursuant to the relevant provisions in the *Mandatory Provisions for Articles of Association of Companies to be Listed Overseas* and the Articles of Association of the Company, the Company hereby re-announces the time, venue and the proposed resolution of the EGM as follows. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 10 June 2014.

- I. Time of the EGM: 9:00 a.m. on Tuesday, 22 July 2014.
- II. Venue of the EGM: Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC.
- III. The proposed resolution to be put forward at the EGM is as follows:

ORDINARY RESOLUTION

1. “THAT:

(a) the Share Subscriptions and the terms and conditions of the Share Subscription Agreements between the Company and CITC and between AVIC Avionics and CITC, respectively (copies of which have been produced to this meeting marked “A” and initialed by the Chairman of the meeting) in relation to the Share Subscriptions, subject to fulfillment of the conditions as set out in the Share Subscription Agreements, be and are hereby approved, ratified and confirmed; and

(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 and/or to complete or in connection with the Share Subscriptions, 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 and to make changes or amendments to the Share Subscription Agreements, as such Director or authorized representative may in his absolute discretion deem fit.”

For other information of the EGM, please refer to the notice of the EGM dated 10 June 2014 published by the Company on the websites of the HKExnews of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.avichina.com>), respectively.

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

Beijing, 3 July 2014

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. Lau Chung Man, Louis and Mr. Liu Renhuai.

** For identification purposes only.*