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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting (“**AGM**”) of AviChina Industry & Technology Company Limited\* (the “**Company**”) will be held at 9:00 am 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 for the purposes of, among other things, considering and approving 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 13 May 2013 (the “**Circular**”), a copy of which will be produced to the AGM marked “A” and initialed by the Chairman of the meeting for identification purpose:

### **ORDINARY RESOLUTIONS**

1. The resolution relating to the Report of the Board of the Company for the year ended 31 December 2012.
2. The resolution relating to the Report of the Supervisory Committee of the Company for the year ended 31 December 2012.
3. The resolution relating to the audited financial statements of the Company for the year ended 31 December 2012.
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.

\* *For identification purpose only*

5. The resolution relating to the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the international and domestic auditors of the Company for the financial year 2013 respectively and to determine their remuneration.
6. The resolution relating to the non-exempt continuing connected transaction of the Company,

**“THAT:**

- (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
  - (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.”
7. The resolution relating to the Hafei Aviation Subscription under the Subscription Agreement,

**“THAT:**

- (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
- (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.”

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).

### **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).

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

Beijing, 13 May 2013

*Notes:*

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

Pursuant to Article 38 of the Articles of Association of the Company, the H Share register of the Company will be closed from Saturday, 25 May 2013 to Friday, 14 June 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 Friday, 14 June 2013 are entitled to attend the AGM and to vote in the AGM.

In order to qualify to attend and vote in the AGM, 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, 24 May 2013** at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queens’ Road East, Wanchai, Hong Kong.

#### **(2) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO RECEIVE THE 2012 FINAL DIVIDEND**

The Board recommended the payment of a final dividend for the year 2012 in an aggregate amount of RMB109,488,583.34, representing a dividend of RMB0.02 per share (2011: RMB0.01 per share), calculated based on the existing number of total issued shares of 5,474,429,167 shares as at the Latest Practicable Date, which is subject to adjustment based on the number of the total issued shares of the Company as at the Record Date (as defined below). The proposed distribution of 2012 final dividend is subject to Shareholders’ approval by way of an ordinary resolution at the AGM.

\* *For identification purpose only*

The 2012 final dividend will be paid to those Shareholders whose names appear on the Company's register of members at the close of business on 26 June 2013 (the "**Record Date**"). To determine the identity of the Shareholders entitled to receive the 2012 final dividend, the Company's register of members will be closed from 21 June 2013 to 26 June 2013 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to receive the 2012 final dividend, all transfer instruments accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's H Shares registrar, by not later than **4:30 p.m. on 20 June 2013**.

### **(3) REGISTRATION PROCEDURES FOR ATTENDING THE AGM**

- (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 AGM, 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 AGM 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 AGM, i.e. before 25 May 2013.
- (c) Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.

### **(4) PROXIES**

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

- (5) THE AGM 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

- (6) ORDINARY RESOLUTIONS 6 AND 7 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 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.*