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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)

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The announcement is published in accordance with the provisions of Rule 13.51 (1) of the Hong Kong Listing Rules.

The proposed amendments to the Articles of Association will be submitted for consideration and approval by the Shareholders by way of special resolution(s) at the extraordinary general meeting and class shareholders' meeting of the Company, respectively. Notices of the shareholders' meetings and circular in relation to, among other things, the proposed amendments to the Articles of Association will be despatched to the Shareholders in due course.

The announcement is published in accordance with the provisions of Rule 13.51 (1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**").

The board of directors of the Company (the "**Board**") proposed to amend the articles of association of the Company (the "**Articles of Association**") as follows:

1. 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 overseas. 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.”

2. 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.

.....”

3. 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;

.....”

4. 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.”

5. 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.”

6. 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.

.....”

7. 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.”

8. 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.”

9. 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.”

10. 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.”

11. 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.”

The aforementioned proposed amendments to the Articles of Association will be submitted for consideration and approval by the Shareholders by way of special resolution(s) respectively at the extraordinary general meeting and class shareholders' meetings of the Company to be held. A circular containing, among other things, the proposed amendments to the Articles of Association and notices of the shareholders' meetings and class shareholders' meeting will be despatched to the Shareholders in due course.

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 and Mr. Tan Ruisong and non-executive Directors Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Sheng Mingchuan and 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.*