

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



**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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of AviChina Industry & Technology Company Limited (the “**Company**”) will be held at 9:00 a.m. on Tuesday, 29 March 2011 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China to consider and approve the following resolution. 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 24 February 2011 (the “**Circular**”):

### **SPECIAL RESOLUTION**

1. “**THAT** (i) the adoption of the Scheme (as defined in the circular dated 24 February 2011 despatched to the Shareholders, a copy of the Scheme has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) by the Company be and is hereby approved and any Director or authorized representative of the Board be and is hereby authorized to execute any documents and instruments as may be necessary or incidental to the adoption of the Scheme and to do all such acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Scheme; and (ii) the Board be and is hereby authorized to implement the Scheme as well as to approve grants of Restricted Shares under the Scheme from time to time (including but not limited to the Initial Grant).”

By order of the Board

**AviChina Industry & Technology Company Limited\***

**Yan Lingxi**

*Company Secretary*

24 February 2011  
Hong Kong, the PRC

\* *For identification purpose only.*

*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 (“Articles of Association”), the H Share register of the Company will be closed from Wednesday, 9 March 2011 to Tuesday, 29 March 2011 (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 on Tuesday, 29 March 2011 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 Tuesday, 8 March 2011 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, 9 March 2011.
- (c) Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.

**(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:  
P.O. Box 1655, Beijing, the PRC (Postal code: 100009)  
Telephone No.: 86-10-58354319  
Facsimile No.: 86-10-58354310  
Attention: Mr. Xu Bin

*As at the date of this notice, the Board comprises executive directors Mr. Lin Zuoming, Mr. Tan Ruisong and Mr. Wu Xiandong and non-executive directors Mr. Gu Huizhong, Mr. Xu Zhanbin, Mr. Geng Ruguang, Mr. Zhang Xinguo, Mr. Gao Jianshe, Mr. Li Fangyong, Mr. Chen Yuanxian, Mr. Wang Yong, Mr. Maurice Savart as well as independent non-executive directors Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man, Louis.*