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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 and reply slip 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)

**(1) PROPOSED RE-ELECTION AND NEW APPOINTMENT OF
DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS;
(2) PROPOSED GENERAL MANDATE TO ISSUE SHARES;
(3) PROPOSED DISTRIBUTION OF 2014 FINAL DIVIDEND;
(4) PROPOSED CHANGE OF EXTERNAL AUDITORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of AviChina Industry & Technology Company Limited to be held at 9:00 a.m. on Friday, 12 June 2015 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China is set out on pages 14 to 19 of this circular.

A reply slip and a form of proxy for use at the AGM are enclosed and are also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to attend the AGM shall complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 22 May 2015. Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM or any adjournment thereof (as the case may be) and voting in person if you so wish.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held on Friday, 12 June 2015
“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
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for in Renminbi by PRC nationals and/or PRC incorporated entities
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to issue, allot or otherwise deal with additional Shares (whether Domestic Shares or H Shares) representing up to the limit of 20% of the aggregate nominal values of the Domestic Shares and/or H Shares in issue as at the date of passing the General Mandate Resolution at the AGM
“General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the General Mandate to the Board
“Group”	the Company and its subsidiaries
“HK\$” or “HK dollars”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Shares”	overseas listed foreign invested shares with a nominal value of RMB1.00 each in the ordinary share capital of the Company, which are traded in HK dollars and listed on the Stock Exchange

DEFINITIONS

“Latest Practicable Date”	Friday, 17 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended from time to time
“Shareholder(s)”	holders of Domestic Shares and holders of H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company

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. Lau Chung Man, Louis
Mr. Liu Renhuai

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 2202A, 22nd Floor, Fairmont House
8 Cotton Tree Drive
Central
Hong Kong

27 April 2015

To the Shareholders:

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION AND NEW APPOINTMENT OF
DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS;
(2) PROPOSED GENERAL MANDATE TO ISSUE SHARES;
(3) PROPOSED DISTRIBUTION OF 2014 FINAL DIVIDEND;
(4) PROPOSED CHANGE OF EXTERNAL AUDITORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, the resolutions to be proposed at the forthcoming AGM in relation to, among other things, (1) the proposed re-election and new appointment of Directors and Shareholder representative Supervisors; (2) the proposed General Mandate to issue Shares; (3) the proposed distribution of 2014 final dividend; and (4) the proposed change of external auditors.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED RE-ELECTION AND NEW APPOINTMENT OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS

Pursuant to the Articles of Association, Directors and Shareholder representative Supervisors shall be elected at the general meeting of the Company for a term of three years. Directors and Supervisors are eligible for re-election upon the expiration of their respective terms. The appointment of Directors and Shareholder representative Supervisors shall be approved by a resolution which receives more than half of the votes cast in favour by the Shareholders (or their proxies) present at a general meeting of the Company. The composition of the Board shall be nine Directors, including three independent non-executive Directors, and the composition of the supervisory committee will be three Supervisors, including two Shareholder representative Supervisors and one employee representative Supervisor.

The term of all Directors of the fourth session of the Board and all Supervisors of the fourth session of the supervisory committee will expire at the AGM to be held on 12 June 2015. Accordingly, the Company proposes that, members of the fifth session of the Board and the fifth session of the supervisory committee (with respect to Shareholder representative Supervisors) shall be elected at the AGM. In addition, a general meeting of the employees will be held by the Company separately to elect the employee representative Supervisor. The term of the Directors of the fifth session of the Board and the term of the Supervisors of the fifth session of the supervisory committee shall be three years, commencing from the date of establishment of the fifth session of the Board and the supervisory committee respectively, which shall be the date of conclusion of the AGM.

Directors

Certain members of the fourth session of the Board, namely Mr. Lin Zuoming (executive Director), Mr. Tan Ruisong (executive Director), Mr. Gu Huizhong (non-executive Director), Mr. Gao Jianshe (non-executive Director), Mr. Maurice Savart (non-executive Director), Mr. Guo Chongqing (independent non-executive Director), Mr. Lau Chung Man, Louis (independent non-executive Director) and Mr. Liu Renhuai (independent non-executive Director), have been nominated as candidates for re-election as Directors of the fifth session of the Board (in which independent non-executive Director Mr. Guo Chongqing has been nominated as candidate for new appointment as non-executive Director) for a term of three years commencing from the date on which the fifth session of the Board is established.

Mr. Yeung Jason Chi Wai has been nominated as a candidate for new appointment as independent non-executive Director, for a term of three years commencing from the date on which the fifth session of the Board is established.

Mr. Sheng Mingchuan has confirmed that he will not stand for re-election as a Director of the fifth session of the Board after expiration of his term and has confirmed in writing that he has no disagreement with the Board and that there is no matter that needs to be brought to the attention of the Shareholders. The Board takes this opportunity to express sincere gratitude for the contributions that Mr. Sheng Mingchuan has made for the Company during his term of service.

Mr. Lau Chung Man, Louis has been appointed as an independent non-executive Director since August 2006. If re-appointed, he will hold such office for a term of more than 9 years. However, as Mr. Lau Chung Man, Louis has excellent professional skills and no event has occurred during his term of office as the Company's independent non-executive Director which might in any way have affected his independence, Mr. Lau Chung Man, Louis is able to satisfy the independence

LETTER FROM THE BOARD

requirements under Rule 3.13 of the Listing Rules. Therefore, the Board considers that Mr. Lau Chung Man, Louis possesses adequate independence and professional skills and is suitable to continue acting as an independent non-executive Director.

Supervisors

Mr. Chen Guanjun and Mr. Liu Fumin have been nominated as the candidates for Shareholder representative Supervisors of the fifth session of the supervisory committee, each for a term of three years commencing from the date on which the fifth session of the supervisory committee is established.

Ms. Bai Ping and Mr. Yu Guanghai have confirmed that they will not stand for re-election as Supervisors of the fifth session of the Supervisory Committee after expiration of their respective term, and have confirmed in writing that each of them has no disagreement with the Board and that there is no matter that needs to be brought to the attention of the Shareholders. The Board takes this opportunity to express sincere gratitude for the contributions that Ms. Bai Ping and Mr. Yu Guanghai have made for the Company during their terms of service.

In addition, a general meeting of the employees will be held by the Company separately to elect the employee representative Supervisor.

To enable the Shareholders to make informed decisions on the proposed re-election and the new appointment of Directors and Shareholder representative Supervisors, the biographical details of each of the candidates standing for re-election or new-appointment as required under Rule 13.51(2) of the Listing Rules are set out in Appendix to this circular. Please refer to the announcement of the Company dated 30 March 2015 for details regarding the above.

PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to provide the Board with flexibility and discretion to issue new Shares, the Company proposes to grant the General Mandate to the Board to allot, issue and deal with additional Domestic Shares and/or H Shares of the Company up to the limit of 20% of the aggregate nominal values of the Domestic Shares and/or H Shares respectively in issue as at the date of passing the General Mandate Resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 3,117,995,265 Domestic Shares and 2,356,433,902 H Shares. Subject to the passing of the General Mandate Resolution at the AGM and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 623,599,053 Domestic Shares and/or 471,286,780 H Shares. The General Mandate shall be effective from the date of passing the General Mandate Resolution at the AGM until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the 12-month period following the passing of the General Mandate Resolution at the AGM; or (iii) the revocation or variation of the authority given under the General Mandate Resolution by a special resolution of the Company at a general meeting. Any exercise of the power by the Board under the General Mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. As at the Latest Practicable Date, the Board had no plan to issue new Shares pursuant to the General Mandate. The proposal on granting the General Mandate to issue Shares is subject to the Shareholders' approval by a special resolution at the AGM.

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PROPOSED DISTRIBUTION OF 2014 FINAL DIVIDEND

The Board recommended the payment of a final dividend for the year 2014 in an aggregate amount of RMB109,488,583.34, representing a dividend of RMB0.02 per Share (2013: RMB0.02 per Share), 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 2014 final dividend is subject to Shareholders' approval by way of an ordinary resolution at the AGM.

The 2014 final dividend will be paid to those Shareholders whose names appear on the Company's register of members at the close of business on Thursday, 25 June 2015 (the "**Record Date**"). To determine the identity of the Shareholders entitled to receive the final dividend, the Company's register of members will be closed from Saturday, 20 June 2015 to Thursday, 25 June 2015 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to receive the 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 Friday, 19 June 2015, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queens' Road East, Wan Chai, Hong Kong.

In accordance with Article 151 of the Articles of Association, the dividend will be declared in RMB to the Shareholders. The dividend payable to the holders of Domestic Shares will be paid in RMB within three months after the dividend declaration date. The dividend payable to holders of H Shares is calculated and declared in RMB and will be paid in HK\$ within three months after the dividend declaration date. The amount denominated in HK\$ will be converted based on the average closing conversion rate between RMB and HK\$ issued by the People's Bank of China for the five working days prior to the declaration of dividends at the AGM to be held on 12 June 2015.

PROPOSED CHANGE OF EXTERNAL AUDITORS

According to the relevant regulations issued by the Ministry of Finance of the People's Republic of China and the State-owned Assets Supervision and Administration Commission of the State Council, an accounting firm after providing a certain number of years of audit services shall be subject to rotation. Accordingly, PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP will respectively retire as the international and PRC auditors of the Company with effect from the date of the close of the AGM. The Board proposed to appoint Ernst & Young and Ernst & Young Hua Ming LLP as the external auditors of the Company for the financial year 2015. The proposal is subject to the approval by the Shareholders at the AGM.

Each of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP has confirmed that there are no matters in relation to their retirement which should be brought to the attention of the Shareholders. The Board is not aware of any matters in relation to the proposed change of auditors that need to be brought to the attention of the Shareholders. The Board and the audit committee have also confirmed that there are no disagreements or outstanding matters between the Company and PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP.

LETTER FROM THE BOARD

AGM

The AGM will be held at 9:00 a.m. on Friday, 12 June 2015 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC. The notice of the AGM is set out on pages 14 to 19 of this circular. A reply slip and a form of proxy for use at the AGM are also enclosed.

Shareholders who intend to attend the AGM shall complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 22 May 2015. Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form 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 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be).

RECOMMENDATION

The Board considers that (1) the proposed re-election and new appointment of Directors and Shareholder representative Supervisors; (2) the proposed General Mandate to issue Shares; (3) the proposed distribution of 2014 final dividend; and (4) the proposed change of external auditors as mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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

* For identification purpose only

**BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED OR
NEWLY APPOINTED****Executive Directors*****Mr. Lin Zuoming (林左鳴)***

57, chairman of the Board. He is a doctorate degree holder and a researcher. Mr. Lin is also the chairman of the board of AVIC. He graduated from Nanjing University of Aeronautics and Astronautics in 1982 majoring in engine design; and received his Ph.D. degree in administrative engineering from Beijing University of Aeronautics and Astronautics in 2006. Mr. Lin commenced his career in aviation industry in July 1982, and used to be a staff and deputy director of Human Resource Division, deputy director of Engineering and Technology Division, deputy director-general of Technical Research Institute, deputy chief engineer, vice general manager, general manager and chairman of the board of Chengdu Engine Co., Ltd.; general manager of Shenyang Liming Aero-Engine (Group) Corporation Ltd. since October 1998; vice general manager of AVIC I and chairman and general manager of Shenyang Liming Aero-Engine (Group) Corporation Ltd. in July 2001; general manager of AVIC I since May 2006 and general manager of AVIC from July 2008 to March 2012. Mr. Lin also serves as vice chairman of the board of Commercial Aircraft Corporation of China, Ltd., chairman of the board of Chinese Aeronautical Establishment, and president of Chinese Society of Aeronautics and Astronautics. Mr. Lin has been appointed as the chairman of the Board and executive Director of the Company since October 2008.

Mr. Tan Ruisong (譚瑞松)

53, vice chairman of the Board and president of the Company. He is a doctorate degree holder and a researcher level senior engineer. He graduated from Beijing University of Aeronautics and Astronautics in 1983 with a bachelor degree majoring in manufacture and design of engines, and received his master degree in shipping and ocean engineering and Ph.D. degree in management science and engineering from Harbin Engineering University in 2002 and 2006, respectively. Mr. Tan commenced his career in aviation industry in July 1983, and used to be deputy chief engineer and deputy general manager of Harbin Dongan Engine Manufacturing Company, the general manager of Harbin Dongan Auto Engine Co., Ltd., member and vice chairman of the board and the general manager of Harbin Dongan Engine (Group) Co., Ltd., the chairman of the board of Harbin Aviation Industry (Group) Co., Ltd, and vice general manager of AVIC. Mr. Tan has been appointed as a Director of the Company since June 2005, the vice chairman of the Board and executive Director since June 2006 and as the vice chairman of the Board, executive Director and president of the Company since October 2008.

Non-executive Directors***Mr. Gu Huizhong (顧惠忠)***

58, a master degree holder and a researcher level senior accountant. Mr. Gu is also a vice general manager and the chief accountant of AVIC. He graduated from Zhengzhou Aviation Industry Management Institute in 1981 majoring in financial management, and received his master degree from Beijing University of Aeronautics and Astronautics in 2000 majoring in international finance. Mr. Gu commenced his career in aviation industry in July 1981, and used to be a staff, deputy director and director of Financial Departments of The Third Mechanical and Industrial Department, Aviation Industry Ministry and Aviation and Space Industry Ministry; director of International Affairs Financial Division of Financial Department of Former AVIC since June 1993; general manager of Zhongzhen Accounting Consultative Corporation since August 1994; vice manager of Financial Department of Former AVIC since November 1995; deputy director-general of Financial Department of State Commission of Science, Technology and Industry for National Defence since July 1998; vice general manager of AVIC I since June 1999; and hold a concurrent post as chief accountant of AVIC I since February 2005. Mr. Gu also serves as a member of the board and general manager of AVIC Capital Co., Ltd. and chairman of the board of AVIC Capital Co., Ltd. from December 2008 to March 2013. Mr. Gu is also a director of Chinese Aeronautical Establishment. Mr. Gu has been appointed as a non-executive Director of the Company since October 2008.

Mr. Gao Jianshe (高建設)

51, a doctorate degree holder and a class one senior economist. Mr. Gao is also a vice general manager of AVIC. He graduated from Xiamen University with a bachelor degree in 1985 majoring in philosophy, and completed courses for master degree candidates majoring in educational economy and administration conducted by Beijing University of Aeronautics and Astronautics in 2001. He received his Ph.D. degree in management science and engineering from Nanjing University of Aeronautics and Astronautics in 2008. Mr. Gao commenced his career in aviation industry in 1985, and used to be a staff, senior staff, deputy director, director of Human Resource and Labor Division of Aviation Industry Ministry, Aviation and Space Industry Ministry and Former AVIC; deputy director-general and director-general of Human Resource Department of AVIC I since July 1999 and vice chairman and vice general manager of Chengdu Aircraft Company concurrently during this period; and vice general manager of AVIC I since August 2006. Mr. Gao is also a director of Chinese Aeronautical Establishment. Mr. Gao was appointed as a Supervisor of the Company in August 2008 and has been appointed as a non-executive Director of the Company in June 2009.

Mr. Maurice Savart

56, Chairman of Airbus Asia Advisory Council. Mr. Maurice commenced his career in science and technology for national defence in 1982 when he worked at the Training and Cooperation Department of the Ministry of Defence of France. He used to be the regional sales manager (Asia) of the Thomson-CSF/Aerospace Group, the business development director (Asia Pacific) and vice president (North Asia) of the Lagardere Group, the executive director (North Asia) of Aerospatiale Lagardere International and the senior vice president of EADS in charge of business in north Asia. He has been the Chairman of Airbus Asia Advisory Council since late 2007. Mr. Maurice graduated from the School of Engineering of Ecole Nationale Supérieure de Physique in France in 1980 and received his master degree in Science from the University of California in the USA in 1981 and a MBA degree from the School of Business Administration of Institut Supérieur des Affaires in France in 1982. Mr. Savart has been appointed as a non-executive Director of the Company since June 2004.

Mr. Guo Chongqing (郭重慶)

82, an academician of the Chinese Academy of Engineering and a professor of Tongji University, a professor of Shanghai Jiao Tong University, the reputational dean of the Mechanical Engineering Institute and the consulting dean of Economics and Management Institute of Tongji University and a member of the specialist committee of Chinese Association of Machine Building. He graduated from Harbin Polytechnical University in 1957 majoring in machinery manufacturing and was an assistant professor in the university. He had been the head of Department of Management Sciences of the National Natural Science Foundation of China and the chief designer of a number of major national construction projects, and was awarded the “Chinese Master of Engineering Design”. Mr. Guo has been appointed as an independent non-executive Director of the Company since May 2003, and as Chairman of Remuneration Committee since 25 March 2014.

Independent Non-executive Directors***Mr. Lau Chung Man, Louis (劉仲文)***

56, executive director and CFO of Sing Tao News Corporation (“Sing Tao”, a company listed on the main board of the Stock Exchange). Mr. Lau joined Sing Tao on 23 May 2005. Mr. Lau is a Chartered Accountant and has been granted the Bachelor of Business and Administration in Victoria University of Wellington, New Zealand. Mr. Lau is also a member of New Zealand Institute of Chartered Accountants (NZICA) and an associate member of Hong Kong Institute of Certified Public Accountants (HKICPA). He has experience in corporate management, accounting and finance. He had been an executive director of China Everbright Ltd. (a company listed on the main board of the Stock Exchange) before he joined Sing Tao in May 2005. Mr. Lau has been appointed as an independent non-executive Director of the Company since August 2006, as Chairman of Audit Committee since 25 March 2014 and was no longer the Chairman of Remuneration Committee.

Mr. Liu Renhuai (劉人懷)

74, an academican of the Chinese Academy of Engineering, graduated from Lanzhou University in 1963. He was elected as academican of the division of mechanical and vehicle technology of Chinese Academy of Engineering in 1999 and one of the first academicians of the division of engineering management of Chinese Academy of Engineering in 2000. He used to work as the president of Jinan University, director of the guiding committee on education of mechanics for colleges and universities of the Ministry of Education, chairman of Chinese Vibration Engineering Society and vice chairman of Chinese Mechanics Society from 1995 to 2013. He is currently a professor and a board member of Jinan University, director of the research center of strategic management of Jinan University and director of the institute of applied mechanics. Mr. Liu was appointed as a non-executive director of Sino-Tech International Holdings Limited (shares of which are listed on the Stock Exchange) from August 2010 to January 2012. He is currently an independent director of Guangdong Hongda Blasting Co., Ltd. (shares of which are listed on the Shenzhen Stock Exchange). Mr. Liu has been appointed as an independent non-executive Director of the Company since June 2014.

Mr. Yeung Jason Chi Wai (楊志威)

60, a master degree holder. Mr. Yeung was educated at the University of Hong Kong where he obtained a Bachelor's degree in social sciences. Mr. Yeung later graduated from The College of Law, United Kingdom and further obtained a Bachelor's degree in law and a Master's degree in business administration from the University of Western Ontario, Canada. Mr. Yeung used to serve at the Securities and Futures Commission in Hong Kong, and law firms in Canada and Hong Kong. Mr. Yeung joined BOC Hong Kong (Holdings) Limited (Stock Code: 2388) as the board secretary in 2001. From 2011 to February 2015, he held the positions as the deputy chief executive and a member of the management committee of BOC Hong Kong (Holdings) Limited. He also concurrently acted as the board secretary of Bank of China Limited (Stock Code: 3988) from 2005 to 2008. Prior to joining BOC Hong Kong (Holdings) Limited, Mr. Yeung was the general counsel and director of China Everbright Limited (Stock Code: 0165), and before that, a partner of Woo, Kwan, Lee & Lo.

As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed above, each of Mr. Lin Zuoming, Mr. Tan Ruisong, Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Maurice Savart, Mr. Guo Chongqing, Mr. Lau Chung Man, Louis, Mr. Liu Renhuai and Mr. Yeung Jason Chi Wai did not hold any directorships in other publicly listed companies in the last three years, nor did they have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed below, none of them had

**BIOGRAPHICAL DETAILS OF THE DIRECTORS AND
SHAREHOLDER REPRESENTATIVE SUPERVISORS
PROPOSED TO BE RE-ELECTED AND NEWLY APPOINTED**

any interests or short positions in the shares, underlying shares or debentures of the Company or associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Name of Director	Class of shares	Capacity	Number of shares held	Approximate percentage of shareholdings to the same class of shares	Approximate percentage of shareholdings to share capital in issue	Nature of shares held
Lin Zuoming	H Share	Beneficial owner	489,629	0.02%	0.009%	Long position
Tan Ruisong	H Share	Beneficial owner	587,885	0.02%	0.011%	Long position
Gu Huizhong	H Share	Beneficial owner	263,885	0.01%	0.005%	Long position
Gao Jianshe	H Share	Beneficial owner	303,885	0.01%	0.006%	Long position

Mr. Yeung Jason Chi Wai held 248,000 H Shares (representing approximately 0.005% of the issued share capital of the Company as at the Latest Practicable Date).

The Company has received a confirmation of independence from each of Mr. Lau Chung Man, Louis, Mr. Liu Renhuai and Mr. Yeung Jason Chi Wai pursuant to Rule 3.13 of the Listing Rules and on this basis, the Company considers them to be independent.

Subject to Shareholders' approval for their respective re-appointment or new appointment as members of the fifth session of the Board, each of Mr. Lin Zuoming, Mr. Tan Ruisong, Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Maurice Savart, Mr. Guo Chongqing, Mr. Lau Chung Man, Louis, Mr. Liu Renhuai and Mr. Yeung Jason Chi Wai, will have a term of office for three years, which will commence upon the establishment of the fifth session of the Board. Upon the approval of the authorization by the Shareholders, the Remuneration Committee of the Board will determine their remuneration based on their respective duties and responsibilities at the Company and the prevailing market conditions and will be included in their respective service contracts with the Company.

In relation to the respective re-appointment or new appointment of each of Mr. Lin Zuoming, Mr. Tan Ruisong, Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Maurice Savart, Mr. Guo Chongqing, Mr. Lau Chung Man, Louis, Mr. Liu Renhuai and Mr. Yeung Jason Chi Wai as Directors of the Company, there is no other information required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders.

BIOGRAPHICAL DETAILS OF THE SHAREHOLDER REPRESENTATIVE SUPERVISORS PROPOSED TO BE NEWLY APPOINTED

Mr. Chen Guanjun (陳灌軍)

53, a master degree holder and a researcher. Mr. Chen obtained his bachelor degree from Nanjing University of Aeronautics and Astronautics in 1984, majoring in High-Altitude Equipment; and received his master degree in business administration from Paris University of Engineering Management. He commenced his career in the aviation industry in 1984, and used to

be the deputy director and director of the Aviation Development and Research Institute, director of the science & technology department, vice president, and deputy director; the deputy director of the mechanical equipment department of AVIC I since July 2002; and the director of market and international cooperation department of AVIC I since September 2006; Mr. Chen has been the director of the international affairs department of AVIC from September 2008 to March 2015.

Mr. Liu Fumin (劉富敏)

50, a bachelor degree holder and a senior economist. Mr. Liu graduated from Harbin Finance University in 1985, majoring in finance, and graduated from Harbin Normal University in 1994, majoring in economic management. Mr. Liu commenced his career in banking in Heilongjiang Province since 1988, and was the officer, associate chief officer and chief officer of the financial research institute, the business credit department and the liquidity credit department of the Heilongjiang Branch of Industrial & Commercial Bank of China. Mr. Liu acted as the project manager, senior manager, assistant to the president and vice president of the equity management department, the assets management department and the business development department of the Harbin Branch of China Hua Rong Asset Management Corporation since February 2000. He was appointed as the deputy manager of the business review Department of China Huarong Asset Management Co., Ltd. (previously named as China Huarong Asset Management Corporation) in January 2010, and the vice president (in charge) of the Heilongjiang Branch of China Huarong Asset Management Co., Ltd. in January 2015.

As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed above, each of Mr. Chen Guanjun and Mr. Liu Fumin did not hold any important post in other publicly listed companies in the last three years, and did not take any post in the Company or any subsidiary of the Group, nor did they have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chen Guanjun held 100,507 H Shares (representing approximately 0.002 % of the issued share capital of the Company as at the Latest Practicable Date). Mr. Liu Fumin did not have any interests or short positions within the meaning of Part XV of the Securities and Futures Ordinance in the shares, underlying shares or debentures of the Company or its associated corporations.

Subject to the Shareholders' approval for their respective new appointment as Shareholder representative Supervisors of the fifth session of the supervisory committee, each of Mr. Chen Guanjun and Mr. Liu Fumin will have a term of office for 3 years, which will commence upon the establishment of the fifth session of the supervisory committee. Upon the approval of the authorization by the Shareholders, the Remuneration Committee of the Board will determine their remuneration based on their duties and responsibilities at the Company and the prevailing market conditions which will be included in their respective service contracts with the Company.

In relation to the new appointment of each of Mr. Chen Guanjun and Mr. Liu Fumin as Shareholder representative Supervisors respectively, there is no other information required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of AviChina Industry & Technology Company Limited (the “**Company**”) will be held at 9:00 a.m. on Friday, 12 June 2015, 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 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 27 April 2015:

ORDINARY RESOLUTIONS

1. The resolution relating to the report of the Board of the Company for the year ended 31 December 2014;
2. The resolution relating to the report of the supervisory committee of the Company for the year ended 31 December 2014;
3. The resolution relating to the audited financial statements of the Company for the year ended 31 December 2014;
4. The resolution relating to the profit distribution plan (including distribution of 2014 final dividend) of the Company for the year ended 31 December 2014;
5. The resolution relating to the appointment of Ernst & Young and Ernst & Young Hua Ming LLP as the international and domestic auditors of the Company for the financial year 2015 respectively and to determine their remuneration;
6. The resolution relating to the re-election of Mr. Lin Zuoming as an executive Director of the Company with a term of office commencing from the date on which the fifth session of the Board is established until the expiration of the term of the fifth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration;

* For identification purpose only

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7. The resolution relating to the re-election of Mr. Tan Ruisong as an executive Director of the Company with a term of office commencing from the date on which the fifth session of the Board is established until the expiration of the term of the fifth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration;
8. The resolution relating to the re-election of Mr. Gu Huizhong as a non-executive Director of the Company with a term of office commencing from the date on which the fifth session of the Board is established until the expiration of the term of the fifth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration;
9. The resolution relating to the re-election of Mr. Gao Jianshe as a non-executive Director of the Company with a term of office commencing from the date on which the fifth session of the Board is established until the expiration of the term of the fifth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration;
10. The resolution relating to the re-election of Mr. Maurice Savart as a non-executive Director of the Company with a term of office commencing from the date on which the fifth session of the Board is established until the expiration of the term of the fifth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration;
11. The resolution relating to the new appointment of Mr. Guo Chongqing as a non-executive Director of the Company with a term of office commencing from the date on which the fifth session of the Board is established until the expiration of the term of the fifth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration;
12. The resolution relating to the re-election of Mr. Lau Chung Man, Louis as an independent non-executive Director of the Company with a term of office commencing from the date on which the fifth session of the Board is established until the expiration of the term of the fifth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration;
13. The resolution relating to the re-election of Mr. Liu Renhuai as an independent non-executive Director of the Company with a term of office commencing from the date on which the fifth session of the Board is established until the expiration of the

NOTICE OF ANNUAL GENERAL MEETING

term of the fifth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration;

14. The resolution relating to the new appointment of Mr. Yeung Jason Chi Wai as an independent non-executive Director of the Company with a term of office commencing from the date on which the fifth session of the Board is established until the expiration of the term of the fifth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration;
15. The resolution relating to the new appointment of Mr. Chen Guanjun as a Shareholder representative Supervisor with a term of office commencing from the date on which the fifth session of the supervisory committee is established until the expiration of the term of the fifth session of the supervisory committee, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration;
16. The resolution relating to the new appointment of Mr. Liu Fumin as a Shareholder representative Supervisor with a term of office commencing from the date on which the fifth session of the supervisory committee is established until the expiration of the term of the fifth session of the supervisory committee, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Remuneration Committee of the Board to determine his remuneration; and
17. The resolution(s) to be proposed at the AGM by Shareholders holding 3% or more of the total number of the Company's Shares carrying voting rights, if any, by way of ordinary resolution(s).

SPECIAL RESOLUTIONS

18. To consider, and if thought fit, pass the following resolution relating to granting the General Mandate to the Board to issue Shares:

“THAT:

- (1) the Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional and general mandate to issue, allot and/or deal with additional shares in the capital of the Company (whether Domestic Shares or H Shares), and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements

NOTICE OF ANNUAL GENERAL MEETING

or options which might require the exercise of such powers after the end of the Relevant Period;

- (b) the aggregate nominal amount of the Domestic Shares and/or the H Shares to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board other than pursuant to the share option scheme (if any) adopted by the Company for the grant or issue of shares of the Company, shall not exceed:
 - i. 20 percent of the aggregate nominal amount of the Domestic Shares in issue; and/or
 - ii. 20 percent of the aggregate nominal amount of the H Shares in issue, respectively, in each case as at the date of passing of this resolution; and
- (c) the Board will only exercise its power under the General Mandate in accordance with the Company Law of the People's Republic of China and the Listing Rules (as each of them may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant government authorities in the People's Republic of China are obtained;

and, for the purposes of this resolution:

"Relevant Period" means the period from the date of passing this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
 - (b) the expiration of the 12-month period following the passing of this resolution; or
 - (c) the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the Company in a general meeting.
- (2) contingent on the Board resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorised:
- (a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);

NOTICE OF ANNUAL GENERAL MEETING

- (b) to determine the use of proceeds, and to make all necessary filings and registration with the relevant authorities in the People's Republic of China, Hong Kong and/or other places and jurisdictions (as appropriate);
 - (c) to increase the registered capital of the Company and make all necessary amendments to the Articles of Association to reflect such increase and to register the increased capital with the relevant authorities so as to reflect the new capital and/or share capital structure of the Company.”
19. The resolution(s) to be proposed at the AGM by Shareholders holding 3% 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, 27 April 2015

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE AGM

Pursuant to Article 40 of the Articles of Association, the H Share register of members of the Company will be closed from Saturday, 23 May 2015 to Friday, 12 June 2015 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares and Domestic Shares whose names appear on the Company's Register of Members on Friday, 12 June 2015 are entitled to attend and vote at the AGM.

In order to be eligible to attend and vote at the AGM, holders of the Company's H Shares shall lodge all transfer instruments 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, 22 May 2015** at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queens' Road East, Wan Chai, Hong Kong.

(2) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO RECEIVE THE 2014 FINAL DIVIDEND

The Board recommended the payment of a final dividend for the year 2014 in an aggregate amount of RMB109,488,583.34, representing a dividend of RMB0.02 per Share (2013: RMB0.02 per Share), 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 Company will pay the 2014 final dividend to eligible Shareholders as soon as practicable after the resolution on distribution of 2014 final dividend is approved at the AGM.

The 2014 final dividend will be paid to those Shareholders whose names appear on the Company's register of members at the close of business on Thursday, 25 June 2015 (the "**Record Date**"). To determine the identity of the Shareholders entitled to receive the final dividend, the Company's register of members will be closed from Saturday, 20 June 2015 to Thursday, 25 June 2015 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to receive the 2014 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 Friday, 19 June 2015**, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queens' Road East, Wan Chai, Hong Kong.

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NOTICE OF ANNUAL GENERAL MEETING

(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. on or before Friday, 22 May 2015.
- (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 needs not be a Shareholder. 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong 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 AGM or any adjournment thereof (as the case may be) 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:

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

Telephone No.: 86-10-58354335/4752

Facsimile No.: 86-10-58354310

Attention: Mr. Liu Kai/Mr. Hao Weidi

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