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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)

#### VOTING RESULTS OF EGM

The Board is pleased to announce that the resolutions set out in the EGM Notice were considered and approved at the EGM.

Reference is made to the circular of AviChina Industry & Technology Company Limited (the “**Company**”) dated 23 September 2011 (the “**Circular**”), the notice of the extraordinary general meeting of the Company dated 23 September 2011 as well as the second notice of the extraordinary general meeting of the Company dated 21 November 2011 (collectively, the “**EGM Notice**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the EGM Notice.

The board of directors of the Company (the “**Board**”) is pleased to announce that the third extraordinary general meeting of the Company of 2011 (“**EGM**”) was held on Friday, 9 December 2011 at AVIC Hotel, No.10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”). As at the date of EGM, a total of 4,949,024,500 shares of the Company were in issue, of which 2,806,088,233 shares (representing approximately 56.70% of the total number of

issued shares of the Company) were held by Aviation Industry Corporation of China (“AVIC”).

For the ordinary resolutions as set out in the EGM Notice (the “Resolutions”), the total number of shares entitling the holders to attend and vote for or against the Resolutions at the EGM was 2,142,936,267. There were no shares of the Company entitling the holder to attend and vote only against the Resolutions at the EGM. The Shareholders in attendance either in person or by proxy at the EGM represented 559,181,277 shares of the Company carrying voting rights, or 26.09% of the total number of shares of the Company carrying voting rights for the Resolutions.

The EGM was legally and validly convened in accordance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

**At the EGM, the following resolutions were considered and approved by way of poll:**

Number	Resolutions	Number of shares (Approx. Percentage)	
		For	Against
<b>Ordinary Resolutions</b>			
1.	<p>“THAT:</p> <p>(1) the entering into by the Company of the framework agreements in respect of the Non-Exemption Continuing Connected Transactions, namely, (i) the Mutual Supply of Products Agreement, (ii) the Mutual Provision of Services Agreement, and (iii) the AVIC Avionics CCT Agreement and the proposed annual caps for the revenue and expenditure transactions under (i) the Mutual Supply of Products Agreement, (ii) Mutual Provision of the Services Agreement and (iii) the expenditure transaction under the AVIC Avionics CCT Agreement for each of the three financial years ending 31 December 2014 be and are hereby approved; and</p> <p>(2) 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</p>	<p>559,181,277</p> <p>100%</p>	<p>0</p> <p>0%</p>

	effect and/or to complete or in connection with the transactions contemplated under the framework agreements in respect of the Non-Exempt Continuing Connected Transactions, namely, (i) the Mutual Supply of Products Agreement, (ii) the Mutual Provision of Services Agreement, and (iii) the AVIC Avionics CCT Agreement and the proposed caps thereof and all other matters ancillary thereto, 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 aforesaid agreements, as such Director or authorized representative may in his absolute discretion deem fit.”		
2.	“ <b>THAT:</b> the revision of the 2011 annual cap for the expenditure transaction under the AVIC Avionics CCT be and is hereby approved.”	559,181,277 100%	0 0%

The Board confirmed that AVIC and its associates had abstained from voting on the Resolutions, which were duly passed. Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Company, was appointed as the scrutineer for vote-taking at the EGM.

By Order of the Board

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

**Yan Lingxi**

Company Secretary

Hong Kong, 9 December 2011

*As at the date of this announcement, 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.*

\* For identification purposes only.