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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 EGM

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, 22 July 2014, at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC 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 10 June 2014 (the “**Circular**”):

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the Share Subscriptions and the terms and conditions of the Share Subscription Agreements between the Company and CITC and between AVIC Avionics and CITC, respectively (copies of which have been produced to this meeting marked “A” and initialed by the Chairman of the meeting) in relation to the Share Subscriptions, subject to fulfillment of the conditions as set out in the Share Subscription Agreements, be and are hereby approved, ratified and confirmed; and
- (b) any one of the Directors 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 Share Subscriptions, including, without limitation, to obtain all necessary approvals from the relevant regulatory authorities in the PRC, and to sign and execute such further

* *For identification purpose only*

documents, or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to the Share Subscription Agreements, as such Director or authorized representative may in his absolute discretion deem fit.”

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

Beijing, 10 June 2014

Notes:

(1) Closure of register of members and eligibility to attend the EGM

Pursuant to Article 40 of the Articles of Association, the H Share register of the Company will be closed from Wednesday, 2 July 2014 to Tuesday, 22 July 2014 (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 Tuesday, 22 July 2014 are entitled to attend and 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 Monday, 30 June 2014 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 authorization 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 Tuesday, 1 July 2014.
- (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. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use at 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:

9/F., Easyhome Tower, 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

- (5) **The resolution 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.