

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 (“EGM”) of AviChina Industry & Technology Company Limited* (the “**Company**”) will be held at 9:00 a.m. on Thursday, 25 August 2016, 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 relating to the appointment of Mr. He Zhiping as a non-executive director of the Company. For the biographical details of Mr. He Zhiping, please refer to note (1) to this notice.

ORDINARY RESOLUTION

To consider and approve the resolution relating to the appointment of Mr. He Zhiping as a non-executive director of the Company.

By Order of the Board

AviChina Industry & Technology Company Limited*

Yan Lingxi

Company Secretary

Beijing, 22 July 2016

Notes:

(1) The biographical details of Mr. He Zhiping (“Mr. He”) are set out as follows:

Mr. He, 52 years old, studied at the China Textile University* (中國紡織大學, currently known as Donghua University, 東華大學) in Mechanical Engineering in 1979 and graduated with a master degree in engineering in 1986. Since 1987, Mr. He served as the assistant to the general manager of the United Rail Ltd, Shenzhen Branch of China Nonferrous Metals Company* (中國有色金屬深圳聯合公司科力鐵有限公司), the assistant to the general manager and vice general manager of Hainan Sanya Huaya

* *For identification purpose only*

Enterprise Group Corporation* (海南三亞華亞企業集團公司), a director of China Great Wall Securities, LLC* (長城證券有限責任公司). Mr. He is currently the Chairman of the Board of China Wall King Holding Co., Ltd* (中國華建投資控股有限公司) and the actual controller of Qinhuangdao Tianye Communications Heavy Industry Co., Ltd* (秦皇島天業通聯重工股份有限公司) (a company listed on the Small and Medium Enterprise Board of the Shenzhen Stock Exchange, stock code: 002459). Mr. He also serves social functions such as the vice president of the Revolutionary Area Development Association of Jiangxi Province (江西老區建設促進會), Executive Vice President of Gannan General Chamber of Commerce (贛南總商會) and the Council of Donghua University.

As far as the directors of the Company are aware, save as disclosed above, as at the date of this notice, Mr. He did not hold any directorships in other public listed companies nor did he hold any position with the Company or other members of the Company in the last three years. Mr. He does not have any relationship with any director, supervisor, senior management or substantial or controlling shareholder of the Company, and does not have any interests in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any matters that need to be brought to the attention of the shareholders of the Company (the “**Shareholder(s)**”) in relation to the proposed appointment of Mr. He.

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

Pursuant to Article 40 of the Articles of Association of the Company, the H Share register of the Company will be closed from Friday, 5 August 2016 to Thursday, 25 August 2016 (both days inclusive), during which period no transfer of H shares will be effected. Holders of the Company’s H shares (the “**H Shares**”) and domestic shares (the “**Domestic Shares**”) whose names appear on the Company’s Register of Members at the opening of business on Thursday, 25 August 2016 are entitled to attend the EGM and to vote at the EGM.

In order to be eligible to attend and vote at the EGM, holders of the Company’s H Shares shall lodge all transfer instruments together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company’s H Shares Registrar, not later than 4:30 p.m. on Thursday, 4 August 2016 at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queens’ Road East, Wan Chai, Hong Kong.

(3) 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. on or before Thursday, 4 August 2016.

- (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 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 17M Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong 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 or any adjournment thereof (as the case may be) if he or she so wishes.

(5) 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

As at the date of this notice, the Board comprises executive Directors Mr. Lin Zuoming and Mr. Tan Ruisong and non-executive Directors Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Guo Chongqing and Mr. Kiran Rao as well as independent non-executive Directors Mr. Lau Chung Man, Louis, Mr. Liu Renhuai and Mr. Yeung Jason Chi Wai.