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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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 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 CHANGE OF EXECUTIVE DIRECTOR;**
  - (2) PROPOSED ADMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES GOVERNING THE OPERATION OF SHAREHOLDERS' GENERAL MEETINGS;**
  - (3) PROPOSED GENERAL MANDATE TO ISSUE SHARES;**
  - (4) PROPOSED DISTRIBUTION OF 2022 FINAL DIVIDEND;**
  - (5) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES; AND**
- NOTICE OF ANNUAL GENERAL MEETING**  
**NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES**  
**NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES**
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The notices convening the AGM, the H Share Class Meeting and the Domestic Share Class Meeting of AviChina Industry & Technology Company Limited\* to be held at 9 a.m., 10 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) and 10:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof), respectively, on Thursday, 18 May 2023 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC are set out on pages 17 to 24, pages 25 to 28 and pages 29 to 32 of this circular, respectively.

Forms of proxy for use at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting are enclosed and are also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Shareholders who intend to appoint a proxy to attend the AGM, the H Share Class Meeting and/or the Domestic Share Class Meeting shall complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of such meeting(s) or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending the AGM, the H Share Class Meeting and/or the Domestic Share Class Meeting or any adjournment thereof (as the case may be) and voting in person if you so wish.

27 April 2023

\* For identification purpose only

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 9 a.m. on Thursday, 18 May 2023 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“AVIC”	Aviation Industry Corporation of China, Ltd.* (中國航空工業集團有限公司), the controlling shareholder of the Company holding directly and indirectly 62.30% equity interest of the Company as of the Latest Practicable Date
“Board”	the board of directors of the Company
“Class Meetings”	H Share Class Meeting and/or Domestic Share Class Meeting
“Company”	AviChina Industry & Technology Company Limited* (中國航空科技工業股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Stock Exchange
“Company Law”	the Company Law of the PRC (as amended from time to time)
“Director(s)”	the director(s) of the Company
“Domestic Share Class Meeting”	the class meeting for holders of the Domestic Shares to be held at 10:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof) on the same date and at the same place to consider and approve the Repurchase General Mandate
“Domestic Shareholder(s)”	holder(s) of the domestic share(s)
“Domestic Share(s)”	the ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB by PRC nationals and/or PRC corporate entities
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“H Share Class Meeting”	the class meeting for holders of the H Shares to be held at 10 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) on the same date and at the same place to consider and approve the Repurchase General Mandate
“H Shareholder(s)”	holder(s) of the H Share(s)
“H Share(s)”	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
“Harbin Aircraft”	Harbin Aircraft Industry Group Co., Ltd.* (哈爾濱飛機工業集團有限責任公司), a limited liability company established in the PRC and a subsidiary of the Company as of the Latest Practicable Date
“Harbin Aircraft Mutual Products and Services Supply Agreement”	the mutual products and services supply agreement entered into between the Company and Harbin Aircraft dated 15 March 2023
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue 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 approving the General Mandate Resolution at the AGM
“Issue General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Issue General Mandate to the Board
“Latest Practicable Date”	20 April 2023 (Thursday), 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

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## DEFINITIONS

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“Repurchase General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting to exercise all powers of the Company to repurchase or otherwise deal with the Shares (whether Domestic Shares or H Shares) representing up to the limit of 10% of the aggregate nominal values of the Domestic Shares and/or H Shares in issue as at the date of approving the Repurchase General Mandate Resolution at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting
“Repurchase General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting in relation to the granting of the Repurchase General Mandate to the Board
“RMB”	Renminbi, the lawful currency of the PRC
“Rules Governing the Operation of Shareholders’ General Meetings”	the rules governing the operation of shareholders’ general meetings of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (as amended from time to time)
“Shareholder(s)”	holder(s) of Domestic Shares and holder(s) of H Shares
“Shares”	Domestic Shares and H Shares
“subsidiary(ies)”	has the same meaning as defined in the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers (as amended from time to time)
“%”	percent

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LETTER FROM THE BOARD

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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)

*Executive Director:*

Mr. Yan Lingxi (*Chairman*)

*Non-executive Directors:*

Mr. Lian Dawei

Mr. Liu Bingjun

Mr. Xu Gang

Mr. Wang Jun

*Independent non-executive Directors:*

Mr. Liu Weiwu

Mr. Mao Fugen

Mr. Lin Guiping

*Registered Office:*

2nd floor, Building 27

No. 26 Xihuan South Street

Beijing Economic Technological

Development Area

Beijing, PRC

*Place of business in Hong Kong:*

Unit 2202A, 22nd Floor

Fairmont House

8 Cotton Tree Drive Central

Hong Kong

27 April 2023

*To the Shareholders:*

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF EXECUTIVE DIRECTOR;**  
**(2) PROPOSED ADMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES GOVERNING THE OPERATION OF SHAREHOLDERS' GENERAL MEETINGS;**  
**(3) PROPOSED GENERAL MANDATE TO ISSUE SHARES;**  
**(4) PROPOSED DISTRIBUTION OF 2022 FINAL DIVIDEND;**  
**(5) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES; AND**  
**NOTICE OF ANNUAL GENERAL MEETING**  
**NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES**  
**NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES**

\* For identification purpose only

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with (i) the notices of the AGM and the Class Meetings, and (ii) all the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolution(s) at the AGM and/or the Class Meetings.

### PROPOSED CHANGE OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 21 February 2023 in relation to, among others, the proposed change of executive Director.

#### The Resignation

Due to change in work arrangement, on 21 February 2023, Mr. Zhang Minsheng (“**Mr. Zhang**”) applied to the Board for resignation from his position as the Chairman of the Board, executive Director, chairman of the Development and Strategy Committee and chairman of the Nomination Committee of the Company with effect from 21 March 2023.

Mr. Zhang has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Board and the shareholders of the Company in respect of his resignation.

The Company would like to express its sincere gratitude to Mr. Zhang for his valuable contributions to the Company during his term of service.

#### The Proposed Appointment of Executive Director

At the Board meeting held on 21 February 2023, Mr. Sun Jizhong (“**Mr. Sun**”) has been nominated as the candidate for executive Director for a term of office commencing from the date on which his proposed appointment is approved at the AGM until the date on which the election of the new session of the Board is resolved at the annual general meeting to be convened in 2024. The remuneration of Mr. Sun will be determined by the remuneration committee of the Board by reference to his duties and responsibilities at the Company and the prevailing market conditions, subject to the authorization of the AGM. As at the Latest Practicable Date, no director service contract has been entered into between Mr. Sun and the Company. Details of the remuneration of Directors will be disclosed in the Company’s annual reports.

The biographical details of Mr. Sun are set out as follows:

Mr. Sun Jizhong (孫繼忠), 55, a master degree holder. Mr. Sun graduated from Beihang University with a master’s degree in management engineering. Mr. Sun commenced his career in the aviation industry in 1990, and served as deputy section chief of the finance and accounting department, deputy director of the finance and accounting department, director of the finance and accounting department, deputy chief accountant and director of finance department, as well as deputy general manager and the chief accountant of Shenyang Aircraft Corporation\* (沈陽飛機工業(集團)有限公司). From December 2019 to February 2023, Mr. Sun has been a director and the general manager of AVIC Finance Co., Ltd.\* (中航工業集團財務有限責任公司). He has been the General Manager of the Company since February 2023.

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## LETTER FROM THE BOARD

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As far as the Directors are aware, save as disclosed above, as at the Latest Practicable Date, Mr. Sun does not hold any directorships in other public listed companies nor did he hold any position with the Company or other members of the Group in the last three years, and he does not have any relationship with any Director, supervisor, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, as far as the Directors are aware, save for Mr. Sun's holding of 48,513 A shares of AVIC Shenfei Aircraft Company Limited\* (中航沈飛股份有限公司), a subsidiary of AVIC, which represents approximately 0.002% of the issued share capital of AVIC Shenfei Aircraft Company Limited as at the Latest Practicable Date, Mr. Sun does not hold any interests or short positions within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) in the shares, underlying shares or debentures of the Company or any of its associated corporations.

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 Listing Rules, nor is there any other matter that need to be brought to the attention of the shareholders of the Company in relation to the proposed appointment of Mr. Sun.

The above proposal will be submitted for the consideration and approval of the Shareholders by way of an ordinary resolution at the AGM.

### PROPOSED ADMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES GOVERNING THE OPERATION OF SHAREHOLDERS' GENERAL MEETINGS

#### Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Company dated 15 March 2023 in relation to, among others, the proposed amendments to the Articles of Association. The Board proposed to amend the Articles of Associations as follows:

1. To amend Article 1 of the Articles of Association as the administrative regulations such as the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) was repealed on 31 March 2023:

**Article 1** AviChina Industry & Technology Company Limited (hereinafter referred to as “**the Company**”) is incorporated in accordance with the provisions of the Company Law of the People's Republic of China (hereinafter referred to as “**the Company Law**”), ~~the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, and the Letter of Opinion on Supplemental Amendment to Articles of Association of Companies Listing in Hong Kong~~ and other laws and administrative regulations of China.

2. To amend Article 48 of the Articles of Association in accordance with Appendix 3 to the Listing Rules:

**Article 48** Holders of ordinary shares of the Company shall enjoy the following rights:



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## LETTER FROM THE BOARD

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1. collect dividends and other profit distributions on the basis of the number of shares held by them;
2. participate or to appoint proxies to participate in shareholders' meetings and exercise speaking rights and voting rights;
3. supervise and manage the Company's business activities, and raise suggestions or inquiries;
4. transfer share in accordance with laws, administrative regulations and the Articles of Association;
5. obtain relevant information in accordance with the Articles of Association, which shall include:
  - (1) obtaining the Articles of Association after payment of a charge to cover costs;
  - (2) being entitled to browse for free and make a copy, after payment of reasonable charges, of:
    - (a) all parts of the register of shareholders; and
    - (b) the minutes of the shareholders' meetings;
  - (3) being entitled to browse and make a copy, after payment of reasonable charges, of:
    - (a) personal information on the directors, supervisors, manager and other senior management staff of the Company, including:
      - (a.1) current and previous names and aliases;
      - (a.2) main address (domicile);
      - (a.3) nationality;
      - (a.4) full-time and all other part-time occupations and duties; and
      - (a.5) identification documents and their numbers.
    - (b) the status of the Company's share capital; and
    - (c) reports of the aggregate par value, number of shares, and highest and lowest prices of each class of shares bought back by the Company since the last fiscal year as well as all the expenses paid by the Company therefor; ~~and~~

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## LETTER FROM THE BOARD

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(e) ~~the minutes of shareholders' meetings;~~

6. participate in the distribution of the remaining property of the Company according to their shareholding when the Company is terminated or liquidated; and
  7. other rights conferred by laws, administrative regulations and the Articles of Association.
3. To amend Article 64 of the Articles of Association in accordance with Appendix 3 to the Listing Rules:

**Article 64** The instrument appointing a proxy to vote shall be delivered to the address of the Company or any other place designated in the notice of the meeting at least 24 hours before the convening of the meeting to which such instrument is relevant, or 24 hours before the designated time for voting. If the instrument is signed by the other person authorized by the appointer, the power of attorney authorizing the signature or other authorization documents shall be notarially certified. Such power of attorney or other authorization documents notarially certified, together with the instrument appointing the proxy shall be placed at the address of the Company or any other place designated in the notice of the meeting.

If the appointer is a legal person, its legal representative or such person authorized by a resolution of the board of directors or other decision-making body of such legal person can attend at any shareholders' general meeting of the Company as a representative of the appointer.

If a shareholder is a recognized clearing house (or its proxy), it could authorize one or more persons it considers appropriate as its representative at any shareholders' general meeting ~~or~~, any class shareholders' meeting, or any creditors' meeting, however, if more than one person are so authorized, the authorization letter should specify the number and class of shares relating to each of the authorized persons. The authorized person can represent a recognized clearing house (or its proxy) to exercise its rights (including speaking rights and voting rights) in the same manner as it is an individual shareholder of the Company.

4. To amend Article 67 of the Articles of Association in accordance with the Company Law:

**Article 67** Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution must be passed by more than half (excluding half) of the voting rights represented by the shareholders (including proxies) present at the meeting.

A special resolution must be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.

The proposed amendments to the Articles of Association will be submitted for the consideration and approval of the Shareholders by way of a special resolution at the AGM of the Company.

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## LETTER FROM THE BOARD

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### Proposed Amendments to the Rules Governing the Operation of Shareholders' General Meetings

Reference is made to the announcement of the Company dated 15 March 2023 in relation to, among others, the proposed amendments to the Rules Governing the Operation of Shareholders' General Meetings. The Board proposed to amend the Rules Governing the Operation of Shareholders' General Meetings as follows:

1. To amend Article 1 of the Rules Governing the Operation of Shareholders' General Meetings as the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) was repealed on 31 March 2023:

**Article 1** To define the duties and authorities of the shareholders' meeting of AviChina Industry & Technology Company Limited (hereinafter referred to as the "**Company**") and regulate the operation of the shareholders' meeting, These Rules are hereby formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), ~~the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas,~~ the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**") and other laws and regulations governing domestic and overseas companies and the Articles of Association of AviChina Industry & Technology Company Limited (hereinafter referred to as the "**Articles of Association**").

2. To amend the following articles of the Rules Governing the Operation of Shareholders' General Meetings pursuant to the latest provisions of the Company Law and other laws and administrative regulations as well as the Articles of Association:

**Article 23** Unless otherwise provided by the relevant laws, regulations, the Listing Rules and the Articles of Association regarding the means of shareholders communication, or waived by all shareholders of the Company on the receipt of a written notice, a written notice of a general meeting shall be given no less than ~~thirty (30) days~~ twenty (20) days prior to the annual general meeting or fifteen (15) days prior to the extraordinary general meeting, by notifying all of the shareholders who are registered on the register of members of the Company of the matters to be considered at the meeting and the date and the place of the meeting.

~~A shareholder who intends to attend the shareholders' meeting should send his written reply to the company 20 days before the holding of the meeting.~~

~~**Article 29** Shareholders and their authorised proxies who intend to attend the shareholders' general meeting shall deliver a written reply to the company 20 days before the meeting is convened. The company shall compute the number of shares with voting rights represented by the shareholders and their authorised proxies who intend to attend the meeting based on the written replies received 20 days before the shareholders' general meeting. Where the number of shares with voting rights represented by the shareholders intending to attend the meeting is more than half of the company's total number of shares with voting rights, the company may convene a shareholders' general meeting. Where the shareholders are not represented, the company shall notify the shareholders once again through a public announcement within five~~

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## LETTER FROM THE BOARD

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~~days of the matters proposed to be discussed at the meeting and the date and venue of the meeting. Upon notification of the public announcement, the company may convene a shareholders' general meeting.~~

3. To amend Article 35 of the Rules Governing the Operation of Shareholders' General Meetings in accordance with Appendix 3 to the Listing Rules and the Articles of Association:

**Article 35** Shareholders shall be registered to attend general meetings. Shareholders registering for a meeting should provide the following documents.

1. A natural person shareholder should present his/her identity document and provide information that enables the Company to confirm his/her identity as a shareholder. A proxy authorised by a shareholder to attend the meeting shall present his or her identity document, the proxy form and provide documents that enable the Company to confirm the identity of the principal as a shareholder.
2. Where the legal representative of a corporate shareholder attends the meeting, he/she shall present his/her identity document, proof of his/her legal representative status and provide documents that enable the Company to confirm the identity of the corporate shareholder. Where a proxy is appointed to attend a meeting, the proxy shall present his or her identity document, a written power of attorney issued by the legal representative of the corporate shareholder or a notarised copy of the authorisation resolution of the board of directors or other decision-making body of the corporate shareholder, and a document enabling the Company to confirm the identity of the principal as a shareholder.

Any shareholder who is a recognized clearing house (a "**Recognized Clearing House**") within the meaning of the applicable laws at the place where the shares of the Company are listed or its proxy may authorize one or more persons it considers appropriate as its representative at any shareholders' general meeting ~~or~~ any class shareholders' meeting or any creditors' meeting to act as its representative; provided, however, that if more than one persons are so authorized the powers of attorney shall set forth the number and class of shares in respect of which each such persons is so authorized. Any person so authorized may exercise all the rights, including the right to speak and vote, on behalf of the Recognized Clearing House (or its proxy) as if that person were an individual shareholder in the Company.

4. To amend Article 50 of the Rules Governing the Operation of Shareholders' General Meetings in accordance with the Company Law:

**Article 50** Resolutions of the General Meeting shall consist of ordinary resolutions and special resolutions.

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## LETTER FROM THE BOARD

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### 1. Ordinary Resolution

An ordinary resolution must be passed by ~~at least one half~~ a majority of the voting rights represented by the shareholders (including proxies) present at the meeting.

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The proposed amendments to the Rules Governing the Operation of Shareholders' General Meetings are subject to the consideration and approval of the Shareholders by way of a special resolution at the AGM of the Company.

### PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to provide the Board with flexibility and discretion to issue new Shares, the Company proposed to grant the Issue 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 Issue General Mandate Resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,500,669,406 Domestic Shares and 6,210,662,836 H Shares. Subject to the passing of the Issue 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 300,133,881 Domestic Shares and/or 1,242,132,567 H Shares.

The Issue General Mandate shall be effective until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of the Issue General Mandate Resolution at the AGM; or (ii) the expiration of the 12-month period following the passing of the Issue General Mandate Resolution at the AGM; or (iii) the revocation or variation of the authorization given under the Issue General Mandate Resolution by a special resolution of the Company in a general meeting. Any exercise of the power by the Board under the Issue 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. The proposal on granting the Issue General Mandate to issue Shares is subject to the Shareholders' approval by a special resolution at the AGM.

### PROPOSED DISTRIBUTION OF 2022 FINAL DIVIDEND

The Board recommended the payment of a final dividend for the year 2022 in an aggregate amount of 616,906,579.36, representing a dividend of RMB0.08 per Share (2021: RMB0.08 per Share), calculated based on the existing number of total issued Shares of 7,711,332,242 Shares as at the Latest Practicable Date, which is subject to adjustment (if any) based on the number of the total issued Shares as at the Record Date (as defined below).

The final dividend will be paid to those shareholders whose names appear on the Company's register of members at the close of business on Friday, 2 June 2023 (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 Sunday, 28 May 2023 to Friday, 2 June 2023 (both days inclusive), during which period no transfer of H shares of the Company will be registered. In order to be entitled to receive the final dividend, all transfer

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## **LETTER FROM THE BOARD**

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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 Thursday, 25 May 2023.

In accordance with Article 152 of the Articles of Association, the dividend will be declared in RMB to the Shareholders. The dividend payable to Domestic Shareholders will be paid in RMB within three months after the dividend declaration date, the dividend payable to H Shareholders will be denominated and declared in RMB and paid in Hong Kong Dollars within three months after the dividend declaration date. The dividend to be paid in Hong Kong Dollars will be converted based on the average closing exchange rate between RMB and Hong Kong Dollars issued by the People's Bank of China for the five business days prior to the declaration of dividends at the AGM. Subject to the approval of the Shareholders at the AGM, the aforementioned dividend is expected to be paid on or before 30 June 2023.

### **PROPOSED GENERAL MANDATE TO REPURCHASE SHARES**

In order to provide the Board with flexibility and discretion to repurchase Domestic Shares and/or H Shares at the appropriate time, the Company proposed to grant the Repurchase General Mandate to the Board by way of a special resolution considered and approved at the AGM and Class Meetings respectively, to repurchase Domestic Shares and/or H Shares of the Company up to the limit of 10% of the aggregate nominal values of the Domestic Shares and/or H Shares respectively in issue as at the date of passing the Repurchase General Mandate Resolution under the conditions as set out at the AGM and Class Meetings.

Explanatory statement in relation to the Repurchase General Mandate is set out in Appendix I to this circular.

### **AGM AND CLASS MEETINGS**

The notices convening the AGM, the H Share Class Meeting and the Domestic Share Class Meeting of the Company to be held at 9 a.m., 10 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) and 10:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof), respectively, on Thursday, 18 May 2023 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC are set out on pages 17 to 24, pages 25 to 28 and pages 29 to 32 of this circular, respectively.

Forms of proxy for use at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting are enclosed and are also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Shareholders who intend to appoint a proxy to attend the AGM, the H Share Class Meeting and/or the Domestic Share Class Meeting shall complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of such meeting(s) or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending the AGM, the H Share Class Meeting and/or the Domestic Share Class Meeting or any adjournment thereof (as the case may be) and voting in person if you so wish.

The resolution(s) to be approved at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting will be voted by way of poll. The poll results announcement of the above meetings will be published on the website of the Stock Exchange and the website of the Company.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the resolution(s) as set out in the notice of the AGM, the H Share Class Meeting and the Domestic Share Class Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favor of such resolution(s) to be proposed at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting.

Yours faithfully,  
By Order of the Board  
**AviChina Industry & Technology Company Limited\***  
**Xu Bin**  
*Company Secretary*

\* *For identification purpose only*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase General Mandate to the Board.*

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## **LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by the Articles of Association to repurchase its own securities.

## **REGISTERED CAPITAL**

As at the Latest Practicable Date, the registered capital of the Company was RMB7,711,332,242, comprising of 1,500,669,406 Domestic Shares and 6,210,662,836 H Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase General Mandate and on the basis that no Domestic Shares and/or H Shares will be allotted, issued or repurchased by the Company on or prior to the date of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting, the Company will be allowed under the Repurchase General Mandate to repurchase a maximum of 150,066,940 Domestic Shares and/or 621,066,283 H Shares, being the maximum of 10% of the respective aggregate nominal values of Domestic Shares and H Shares in issue as at the date of passing the relevant resolution.

## **REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase General Mandate is in the interests of the Company and the Shareholders. An exercise of the Repurchase General Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **FUNDING OF REPURCHASES**

In repurchasing the Domestic Shares and/or H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including, without limitation, surplus funds and undistributed profits of the Company.

Taking into account the current good working capital position of the Company, the Directors consider that, if the Repurchase General Mandate were to be exercised in full, it would not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at



31 December 2022 as disclosed in the Company's latest published audited accounts contained in the annual report for the year 2022. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of Domestic Shares and/or H Shares to be repurchased on any occasion and the price of repurchase of Domestic Shares and/or H Shares and other terms upon which the same are repurchased will be decided by the Directors at an appropriate time having taking into consideration the circumstances then prevailing which shall be in the best interests of the Company and the Shareholders as a whole.

#### **STATUS OF REPURCHASED DOMESTIC SHARES AND H SHARES**

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates of such repurchased H Shares shall be cancelled and destroyed. The Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. Domestic Shares so repurchased will be handled in accordance with PRC laws and regulations as well as the Articles of Association.

#### **H SHARE PRICES**

The highest and lowest prices at which the H Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>H Share (HK\$)</b>	
	<b>Highest price</b>	<b>Lowest price</b>
<b>2022</b>		
April	4.40	3.63
May	4.54	3.79
June	4.68	3.86
July	4.65	4.09
August	4.46	3.77
September	3.88	2.96
October	3.62	2.85
November	3.79	3.28
December	3.88	3.32
<b>2023</b>		
January	4.39	3.45
February	4.35	3.73
March	4.53	3.75
1 April to the Latest Practicable Date	4.24	4.03

*\*source: Wind*

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company under appropriate circumstances to make purchases pursuant to the Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

**DISCLOSURE OF INTERESTS**

None of the Directors or their close associates (as defined in the Listing Rules), to the best of their knowledge, having made all reasonable enquiries, has any present intention to sell to the Company any of the Domestic Shares and/or H Shares if the Repurchase General Mandate is approved at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.

None of the core connected persons (as defined under the Listing Rules) of the Company has notified the Company that he, she or it has a present intention to sell any Domestic Shares and/or H Shares to the Company, or has undertaken not to do so, if the Repurchase General Mandate is exercised.

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the Company exercising its powers to repurchase securities pursuant to the Repurchase General Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, AVIC was the controlling shareholder of the Company directly and indirectly holding 62.30% of the issued share capital of the Company. The Company expects that the exercise of the Repurchase General Mandate in full will not have any implications for AVIC under the Takeovers Code. Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase General Mandate whether in whole or in part will not result in the percentage of the Shares held by the public being less than the relevant prescribed minimum percentage as required by the Stock Exchange.

Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

**SECURITIES REPURCHASE MADE BY THE COMPANY**

The Company did not repurchase any Domestic Shares and/or H Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of AviChina Industry & Technology Company Limited\* (the “Company”) will be held at 9 a.m. on Thursday, 18 May 2023 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the PRC to consider and approve the following resolutions:

### ORDINARY RESOLUTIONS

1. The resolution relating to the Report of the Board of the Company for the year ended 31 December 2022;
2. The resolution relating to the Report of the Supervisory Committee of the Company for the year ended 31 December 2022;
3. The resolution relating to the audited financial statements of the Company for the year ended 31 December 2022;
4. The resolution relating to the profit distribution plan (including distribution of 2022 final dividend) of the Company for the year ended 31 December 2022;
5. The resolution relating to the re-appointment of Da Hua Certified Public Accountants LLP (大華會計師事務所 (特殊普通合夥)) as the auditor of the Company for the financial year 2023 and the determination of its remuneration;
6. The resolution relating to the appointment of Mr. Sun Jizhong as an executive Director of the Company with a term of office commencing from the date on which his proposed appointment is approved at the AGM until the date on which the election of the new session of the Board is resolved at the annual general meeting to be convened in 2024, and the grant of an authorization to the remuneration committee of the Board to determine his remuneration and the grant of an authorization to an executive Director of the Company to sign the relevant service contract on behalf of the Company with him;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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7. The resolution relating to the continuing connected transaction agreement entered into between the Company and Harbin Aircraft:

**“THAT:**

the terms of the Harbin Aircraft Mutual Products and Services Supply Agreement and the proposed caps in respect of the revenue transactions thereunder for the eight months ending 31 December 2023 and the year ending 31 December 2024 be and are hereby approved, ratified and confirmed; and any Director or authorised representative of the chairman of the Board be and is hereby authorised 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 the continuing connected transactions contemplated thereunder 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 agreement, as such Director or authorised representative may in his absolute discretion deem fit.”

8. 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

9. **“THAT:**

- (1) subject to the required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, the proposed amendments to the Articles of Association (details of which are set out in the section headed “Proposed Amendments to the Articles of Association” in the letter from the Board contained in the AGM Circular) be and are hereby approved and confirmed; and
- (2) 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 to the proposed amendments to the Articles of Association, including, without limitation, to obtain all necessary approvals from the relevant regulatory authorities in the PRC, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder, as such Director or authorized representative may in his absolute discretion deem appropriate.”

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## NOTICE OF ANNUAL GENERAL MEETING

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10. **“THAT:**

- (1) subject to the required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, the proposed amendments to the Rules Governing the Operation of Shareholders’ General Meeting (details of which are set out in the section headed “Proposed Amendments to the Rules Governing the Operation of Shareholders’ General Meeting” in the letter from the Board contained in the AGM Circular) be and are hereby approved and confirmed; and
- (2) 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 to the proposed amendments to the Rules Governing the Operation of Shareholders’ General Meeting, including, without limitation, to obtain all necessary approvals from the relevant regulatory authorities in the PRC, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder, as such Director or authorized representative may in his absolute discretion deem appropriate.”

11. To consider, and if thought fit, pass the following resolution on the proposed general mandate to issue Shares:

**“THAT:**

- (1) the Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional 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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the Board will only exercise its power under the general mandate in accordance with the Company Law and the Listing Rules (as each of them may be amended from time to time) and only if all necessary approvals from or filing with 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:

- i. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
  - ii. the expiration of the 12-month period following the passing of this resolution; or
  - iii. 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 authorized:
- (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);
  - (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); and
  - (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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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12. To consider, and if thought fit, pass the following resolution on the proposed general mandate to repurchase Shares:

**“THAT:**

- (1) subject to paragraphs (2) and (3) below, the exercise by the Board during the Relevant Period (as defined in paragraph (4) below) of all the powers of the Company to repurchase Domestic Shares and/or H Shares in issue, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body, is approved;
- (2) the aggregate nominal value of Domestic Shares or H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period (as defined in paragraph (4) below) shall not exceed 10% of the aggregate nominal value of Domestic Shares or H Shares in issue, respectively, as at the date of the passing of this special resolution;
- (3) the approval in paragraph (1) above shall be conditional upon:
  - (a) the special resolution to be passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting shall be of the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a));
  - (b) compliance with the relevant requirements of the Company Law and the regulations of the regulatory authorities (including the Stock Exchange) of the place of listing of the Company as amended from time to time; and
  - (c) the approval of or the filing with the State Administration of Foreign Exchange, China Securities Regulatory Commission and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made.
- (4) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution in the AGM, the Domestic Share Class Meeting and the H Share Class Meeting until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, by a special resolution of Domestic Shareholders at a class meeting for Domestic Shareholders or by a special resolution of H Shareholders at a class meeting for H Shareholders; or
  - (d) the date of expiration of a period of 12 months after this special resolution has been passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.
- (5) the Board is hereby authorized to:
- (a) formulate and implement specific repurchase plans, including but not limited to the repurchase price, the amount of repurchases, the timing and period for repurchases;
  - (b) notify creditors and publish announcements in accordance with the requirements of the Company Law, the Articles of Association and the relevant requirements of the Stock Exchange (if applicable) as amended from time to time;
  - (c) open a foreign stock account and complete the corresponding procedure of change in foreign exchange registration;
  - (d) perform the relevant approval procedure in accordance with the requirements of the regulatory authority and the place of listing, including filing with China Securities Regulatory Commission;
  - (e) complete the procedure for the cancellation of the repurchased Shares, the reduction of the Company's registered capital, the amendment of the relevant clauses of the Articles of Association relating to, among other things, the total amount of share capital and structure of shareholding, and perform the relevant domestic and foreign registration and filing procedures according to the statutory requirements in the PRC and foreign regions; and
  - (f) sign and execute other documents and complete other matters relevant to repurchases of Shares."
13. 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\***  
**Xu Bin**  
*Company Secretary*

Beijing, 27 April 2023



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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) For details regarding Resolutions No. 1 – No. 6 and No. 9 – No. 12, please refer to the circular of the Company dated 27 April 2023 (“**AGM Circular**”) regarding “ (1) Proposed Change of Executive Director; (2) Proposed Amendments to the Articles of Association and the Rules Governing the Operation of Shareholders’ General Meetings; (3) Proposed General Mandate to Issue Shares; (4) Proposed Distribution of 2022 Final Dividend; (5) Proposed General Mandate to Repurchase Shares and Notice of Annual General Meeting, Notice of Class Meeting for Holders of H Shares, Notice of Class Meeting for Holders of Domestic Shares”. For details regarding Resolution No. 7, please refer to the circular of the Company dated 27 April 2023 in relation to “Continuing Connected Transactions – Entering into of the Harbin Aircraft Mutual Products and Services Supply Agreement; and Notice of Annual General Meeting”. Unless indicated otherwise, capitalised terms used in the respective resolutions shall have the same meanings as those defined in the respective circulars.

- (2) Resolution No. 7 above will be voted by poll by the Independent Shareholders.

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

As disclosed in the announcement of the Company dated 15 March 2023, the H Share register of members of the Company will be closed from Friday, 28 April 2023 to Thursday, 18 May 2023 (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 at the opening of business on Thursday, 18 May 2023 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 with Computershare Hong Kong Investor Services Limited, the Company’s H Shares Registrar, not later than 4:30 p.m. on Thursday, 27 April 2023 at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queens’ Road East, Wanchai, Hong Kong.

**(4) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO RECEIVE THE 2022 FINAL DIVIDEND**

The Board recommended the payment of a final dividend for the year 2022 in an aggregate amount of RMB616,906,579.36, representing a dividend of RMB0.08 per Share (2021: RMB0.08 per Share), calculated based on the existing number of total issued Shares of 7,711,332,242 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). Subject to the approval of the Shareholders at the AGM, the aforementioned dividend is expected to be paid by the Company on or before 30 June 2023. Further announcement will be made in this regard in due course.

The 2022 final dividend will be paid to those Shareholders whose names appear on the Company’s register of members at the close of business on Friday, 2 June 2023 (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 Sunday, 28 May 2023 to Friday, 2 June 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to receive the 2022 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, not later than 4:30 p.m. on Thursday, 25 May 2023 at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queens’ Road East, Wanchai, Hong Kong.

**(5) REGISTRATION PROCEDURES FOR ATTENDING THE AGM**

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 authorization of that legal representative or other person.

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## NOTICE OF ANNUAL GENERAL MEETING

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**(6) 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, the Company's H shares registrar, at 17M Hopewell Centre, 183 Queens' Road East, Wanchai, 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.

**(7) 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:

6/F, Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC (Postal code: 100029)

Telephone No: 86-10-58354348

Facsimile No: 86-10-58354310

Attention: Ms. Pu Yuanqing

*As at the date of this notice, the Board comprises executive Director Mr. Yan Lingxi, non-executive Directors Mr. Lian Dawei, Mr. Liu Bingjun, Mr. Xu Gang and Mr. Wang Jun, as well as independent non-executive Directors Mr. Liu Weiwu, Mr. Mao Fugen and Mr. Lin Guiping.*

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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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 CLASS MEETING FOR HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN THAT** the class meeting of holders of H Shares (the “**H Share Class Meeting**”) of AviChina Industry & Technology Company Limited\* (the “**Company**”) will be held at 10 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) on Thursday, 18 May 2023 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, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 27 April 2023:

### SPECIAL RESOLUTION

1. To consider, and if thought fit, pass the following resolution on the proposed general mandate to repurchase Shares:

“**THAT:**

- (1) subject to paragraphs (2) and (3) below, the exercise by the Board during the Relevant Period (as defined in paragraph (4) below) of all the powers of the Company to repurchase Domestic Shares and/or H Shares in issue, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body, is approved;
- (2) the aggregate nominal value of Domestic Shares or H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period (defined in paragraph (4) below) shall not exceed 10% of the aggregate nominal value of Domestic Shares or H Shares in issue, respectively, as at the date of the passing of this special resolution;
- (3) the approval in paragraph (1) above shall be conditional upon:

\* For identification purpose only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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- (a) the special resolution to be passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting shall be of the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a));
  - (b) compliance with the relevant requirements of the Company Law and the regulations of the regulatory authorities (including the Stock Exchange) of the place of listing of the Company as amended from time to time; and
  - (c) the approval of or the filing with the State Administration of Foreign Exchange, China Securities Regulatory Commission and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made.
- (4) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution in the AGM, the Domestic Share Class Meeting and the H Share Class Meeting until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held;
  - (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, by a special resolution of Domestic Shareholders at a class meeting for Domestic Shareholders or by a special resolution of H Shareholders at a class meeting for H Shareholders; or
  - (d) the date of expiration of a period of 12 months after this special resolution has been passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.
- (5) the Board is hereby authorized to:
- (a) formulate and implement specific repurchase plans, including but not limited to the repurchase price, the amount of repurchases, the timing and period for repurchases;
  - (b) notify creditors and publish announcements in accordance with the requirements of the Company Law, the Articles of Association and the relevant requirements of the Stock Exchange (if applicable) as amended from time to time;
  - (c) open a foreign stock account and complete the corresponding procedure of change in foreign exchange registration;

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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- (d) perform the relevant approval procedure in accordance with the requirements of the regulatory authority and the place of listing, including filing with China Securities Regulatory Commission;
- (e) complete the procedure for the cancellation of the repurchased Shares, the reduction of the Company's registered capital, the amendment of the relevant clauses of the Articles of Association relating to, among other things, the total amount of share capital and structure of shareholding, and perform the relevant domestic and foreign registration and filing procedures according to the statutory requirements in the PRC and foreign regions; and
- (f) sign and execute other documents and complete other matters relevant to repurchases of Shares."

By Order of the Board  
**AviChina Industry & Technology Company Limited\***  
**Xu Bin**  
*Company Secretary*

Beijing, 27 April 2023

*Notes:*

**(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE H SHARE CLASS MEETING**

As disclosed in the announcement of the Company dated 15 March 2023, the H Share register of members of the Company will be closed from Friday, 28 April 2023 to Thursday, 18 May 2023 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares whose names appear on the Company's Register of Members at the opening of business on Thursday, 18 May 2023 are entitled to attend and vote at the H Share Class Meeting.

In order to be eligible to attend and vote at the H Share Class Meeting, 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, 27 April 2023 at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

**(2) REGISTRATION PROCEDURES FOR ATTENDING THE H SHARE CLASS MEETING**

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 H Share Class Meeting, 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.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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**(3) PROXIES**

- a. Any Shareholder who is entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the H Share Class Meeting. 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 H Share Class Meeting.
- 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 to Computershare Hong Kong Investor Services Limited, the Company's H shares registrar, at 17M Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Share Class Meeting and return of a form of proxy will not preclude a Shareholder from attending H Share Class Meeting or any adjournment thereof (as the case may be) in person and voting at the H Share Class Meeting if he or she so wishes.

**(4) THE H SHARE CLASS MEETING 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:

6/F, Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC (Postal code: 100029)

Telephone No: 86-10-58354348

Facsimile No: 86-10-58354310

Attention: Ms. Pu Yuanqing

*As at the date of this notice, the Board comprises executive Director Mr. Yan Lingxi, non-executive Directors Mr. Lian Dawei, Mr. Liu Bingjun, Mr. Xu Gang and Mr. Wang Jun, as well as independent non-executive Directors Mr. Liu Weiwu, Mr. Mao Fugen and Mr. Lin Guiping.*

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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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 CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

**NOTICE IS HEREBY GIVEN THAT** the class meeting of holders of Domestic Shares (the “**Domestic Share Class Meeting**”) of AviChina Industry & Technology Company Limited\* (the “**Company**”) will be held at 10:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof) on Thursday, 18 May 2023 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 27 April 2023:

#### SPECIAL RESOLUTION

1. To consider, and if thought fit, pass the following resolution on the proposed general mandate to repurchase Shares:

“**THAT:**

- (1) subject to paragraphs (2) and (3) below, the exercise by the Board during the Relevant Period (as defined in paragraph (4) below) of all the powers of the Company to repurchase Domestic Shares and/or H Shares in issue, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body, is approved;
- (2) the aggregate nominal value of Domestic Shares or H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period (as defined in paragraph (4) below) shall not exceed 10% of the aggregate nominal value of Domestic Shares or H Shares in issue, respectively, as at the date of the passing of this special resolution;

\* For identification purpose only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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- (3) the approval in paragraph (1) above shall be conditional upon:
- (a) the special resolution to be passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting shall be of the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a));
  - (b) compliance with the relevant requirements of the Company Law and the regulations of the regulatory authorities (including the Stock Exchange) of the place of listing of the Company as amended from time to time; and
  - (c) the approval of or the filing with the State Administration of Foreign Exchange, China Securities Regulatory Commission and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made.
- (4) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution in the AGM, the Domestic Share Class Meeting and the H Share Class Meeting until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held;
  - (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, by a special resolution of Domestic Shareholders at a class meeting for Domestic Shareholders or by a special resolution of H Shareholders at a class meeting for H Shareholders; or
  - (d) the date of expiration of a period of 12 months after this special resolution has been passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.
- (5) the Board is hereby authorized to:
- (a) formulate and implement specific repurchase plans, including but not limited to the repurchase price, the amount of repurchases, the timing and period for repurchases;
  - (b) notify creditors and publish announcements in accordance with the requirements of the Company Law, the Articles of Association and the relevant requirements of the Stock Exchange (if applicable) as amended from time to time;



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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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- (c) open a foreign stock account and complete the corresponding procedure of change in foreign exchange registration;
- (d) perform the relevant approval procedure in accordance with the requirements of the regulatory authority and the place of listing, including filing with China Securities Regulatory Commission;
- (e) complete the procedure for the cancellation of the repurchased Shares, the reduction of the Company's registered capital, the amendment of the relevant clauses of the Articles of Association relating to, among other things, the total amount of share capital and structure of shareholding, and perform the relevant domestic and foreign registration and filing procedures according to the statutory requirements in the PRC and foreign regions; and
- (f) sign and execute other documents and complete other matters relevant to repurchases of Shares."

By Order of the Board  
**AviChina Industry & Technology Company Limited\***  
**Xu Bin**  
*Company Secretary*

Beijing, 27 April 2023

*Notes:*

**(1) REGISTRATION PROCEDURES FOR ATTENDING THE DOMESTIC SHARE CLASS MEETING**

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 Domestic Share Class Meeting, 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.

**(2) PROXIES**

- a. Any Shareholder who is entitled to attend and vote at the Domestic Share Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the Domestic Share Class Meeting. 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 Domestic Share Class Meeting.
- 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 to the correspondence address designated by the Company not less than 24 hours before the time for holding the Domestic Share Class

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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Meeting and return of a form of proxy will not preclude a Shareholder from attending Domestic Share Class Meeting or any adjournment thereof (as the case may be) in person and voting at the Domestic Share Class Meeting if he or she so wishes.

- (3) **THE DOMESTIC SHARE CLASS MEETING 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:

6/F, Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC (Postal code: 100029)

Telephone No: 86-10-58354348

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Attention: Ms. Pu Yuanqing

*As at the date of this notice, the Board comprises executive Director Mr. Yan Lingxi, non-executive Directors Mr. Lian Dawei, Mr. Liu Bingjun, Mr. Xu Gang and Mr. Wang Jun, as well as independent non-executive Directors Mr. Liu Weiwu, Mr. Mao Fugen and Mr. Lin Guiping.*