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If you have sold or transferred all your shares in **AviChina Industry & Technology Company Limited***, you should at once hand this circular and the enclosed proxy form 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)

**PROPOSED RE-ELECTION AND NEW APPOINTMENT OF DIRECTORS AND
SHAREHOLDER REPRESENTATIVE SUPERVISORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the EGM of AviChina Industry & Technology Company Limited* to be held at 9:00 a.m. on Friday, 12 July 2024 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC is set out on pages 12 to 15 of this circular.

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

26 June 2024

* For identification purpose only

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DEFINITIONS

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

“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 60.25% of the total issued shares Company as at the Latest Practicable Date
“AVIC Finance”	AVIC Finance Co., Ltd.* (中航工業集團財務有限責任公司), a subsidiary of AVIC as at the Latest Practicable Date
“AVICOPTER”	AVICOPTER PLC* (中航直升機股份有限公司), a joint stock limited company whose A shares are listed on the Shanghai Stock Exchange and a subsidiary of the Company as at the Latest Practicable Date
“Board”	the board of directors of the Company
“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
“Director(s)”	the director(s) of the Company
“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
“EGM”	the extraordinary general meeting of the Company to be held at 9:00 a.m. on Friday, 12 July 2024 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary share(s) 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
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	21 June 2024 (Friday), being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“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 Shares
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company
“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
“%”	percent

LETTER FROM THE BOARD



中國航空科技工業股份有限公司
AviChina Industry & Technology Company Limited*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2357)

Executive Directors:

Mr. Yan Lingxi (*Chairman*)
Mr. Sun Jizhong

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
Economic Technological
Development Area
Beijing, the PRC

Place of business in Hong Kong:

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

26 June 2024

To the Shareholders:

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND NEW APPOINTMENT OF DIRECTORS AND
SHAREHOLDER REPRESENTATIVE SUPERVISORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (i) the notice of the EGM, 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 EGM.

* For identification purpose only

LETTER FROM THE BOARD

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

Reference is made to the announcement of the Company dated 17 June 2024 in relation to, among others, the proposed re-election and new appointment of Directors and Shareholder representative Supervisors.

As the terms of all Directors of the seventh session of the Board and all Supervisors of the seventh session of the Supervisory Committee expired, the Company proposes to elect the members of the eighth session of the Board and the eighth session of the Supervisory Committee (with respect to Shareholder representative Supervisors) at the EGM. The employee representative Supervisor shall be elected separately by the general meeting of employees of the Company.

The terms of the Directors of the eighth session of the Board and the Supervisors of the eighth session of the Supervisory Committee shall commence from the date of approval at the EGM until the date of approval of the next session of the Board and the Supervisory Committee at the general meeting of the Company to be held in 2027, respectively.

Pursuant to the Articles of Association, Directors and Supervisors are eligible for re-election on expiration of their respective terms, and the re-election shall be approved by resolutions passed by more than half of the voting rights represented by the Shareholders (or their proxies) present at the general meeting of the Company. Therefore, the proposed re-election and new appointment of Directors and Shareholder representative Supervisors will be submitted to the EGM for the Shareholders' consideration and approval.

Directors

Certain members of the seventh session of the Board, namely Mr. Yan Lingxi (executive Director), Mr. Sun Jizhong (executive Director), Mr. Xu Gang (non-executive Director), Mr. Liu Weiwu (independent non-executive Director), Mr. Mao Fugen (independent non-executive Director) and Mr. Lin Guiping (independent non-executive Director) have been nominated as candidates for re-election as Directors of the eighth session of the Board for a term commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027.

The remaining members of the seventh session of the Board, namely Mr. Lian Dawei (non-executive Director), Mr. Liu Bingjun (non-executive Director) and Mr. Wang Jun (non-executive Director) have confirmed that they will not stand for re-election as Directors of the eighth session of the Board after expiry of their respective terms, and have confirmed to the Company that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders in respect of their cessation of office.

The Board would like to express its sincere gratitude for the contributions that Mr. Lian Dawei, Mr. Liu Bingjun and Mr. Wang Jun have made for the Company during their terms of service.

The Board is pleased to announce that Mr. Xu Dongsheng ("**Mr. Xu**"), Mr. Zhou Xunwen ("**Mr. Zhou**") and Ms. Hu Shiwei ("**Ms. Hu**") have been nominated as the candidates of non-executive Directors of the eighth session of the Board for a term commencing from the date of approval at the EGM until the date of

LETTER FROM THE BOARD

approval of the next session of the Board at the general meeting of the Company to be held in 2027. As at the Latest Practicable Date, no service contract has been entered into between Mr. Xu, Mr. Zhou and Ms. Hu with the Company respectively.

When considering the candidates of independent non-executive Directors for the eighth session of the Board as recommended by the nomination committee, the nomination committee and the Board have considered the independence confirmations of Mr. Liu Weiwu, Mr. Mao Fugen and Mr. Lin Guiping and their skills, background, knowledge and experience. In particular, Mr. Liu Weiwu and Mr. Mao Fugen have extensive experience in corporate financial management, and Mr. Lin Guiping has extensive experience in aviation industry. Their different education, background, professional experience and practice enable them to provide relevant valuable insights and contributions to the diversity of the Board.

For biographical details and other information of the candidates for Directors of the eighth session of the Board, please refer to Appendix I to this circular.

Supervisors

Mr. Guo Guangxin, a member of the seventh session of the Supervisory Committee, has been nominated as a candidate for re-election as Shareholder representative Supervisor of the eighth session of the Supervisory Committee for a term commencing from the date of approval at the EGM until the date of approval of the next session of the Supervisory Committee at the general meeting of the Company to be held in 2027.

The remaining Supervisors of the seventh session of the Supervisory Committee, namely Mr. Zheng Qiang and Mr. Zhao Zhuo have confirmed that they will not stand for re-election as Supervisors of the eighth session of the Supervisory Committee after expiry of their terms, and have confirmed to the Company that they have no disagreement with the Board and the Supervisory Committee and there is no matter that needs to be brought to the attention of the Shareholders in respect of their cessation of office.

The Board would like to express its sincere gratitude for the contributions that Mr. Zheng Qiang and Mr. Zhao Zhuo have made for the Company during their terms of service.

The Board is pleased to announce that Mr. Nie Xiaoming (“**Mr. Nie**”) has been nominated as a candidate of Shareholder representative Supervisor of the eighth session of the Supervisory Committee, and Ms. Kang Yinglei (“**Ms. Kang**”) was elected by the general meeting of employees of the Company as an employee representative Supervisor of the eighth session of the Supervisory Committee, both for a term commencing from the date of approval of the Shareholder representative Supervisors of the eighth session of the Supervisory Committee at the EGM until the date of approval of the next session of the Supervisory Committee at the general meeting of the Company to be held in 2027.

The biographical details of Ms. Kang are set out as follows:

Ms. Kang Yinglei (康穎蕾), aged 45, is an intermediate economist. Ms. Kang graduated from Southwest University of Finance and Economics and Sichuan University and is a master’s degree holder. Ms. Kang has served as the director of the Party-mass Office, and the deputy director and director of the general

LETTER FROM THE BOARD

management department of the Company. Since March 2021, Ms. Kang has been the head of the audit and legal department of the Company. Since December 2023, she has been a director of Jiangxi Hongdu Aviation Industry Co., Ltd.* (江西洪都航空工業股份有限公司).

For biographical details and other information of the candidates for Shareholder representative Supervisors of the eighth session of the Supervisory Committee, please refer to Appendix I to this circular.

EGM

The notice convening the EGM to be held at 9:00 a.m. on Friday, 12 July 2024 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC is set out on pages 12 to 15 of this circular.

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

The resolutions to be approved at the EGM will be voted by way of poll. The poll results announcement of the EGM will be published on the website of the Stock Exchange and the website of the Company.

RECOMMENDATION

The Board considers that the resolutions as set out in the notice of the EGM 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 resolutions to be proposed at the EGM.

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

BIOGRAPHICAL DETAILS OF DIRECTORS TO BE RE-ELECTED OR NEWLY APPOINTED

Executive Directors

Mr. Yan Lingxi (閔靈喜)

54, a master's degree holder and a senior engineer. Mr. Yan graduated from Beihang University with a bachelor's degree in engineering in 1991 and with a master's degree in management in 1999. He commenced his career in the aviation industry in July 1991 and worked in the reform bureau of the Ministry of Aero-Space Industry, the corporate management office of Nanjing Jincheng Machinery Factory, the corporate management department and the asset and business management department of Aviation Industry Corporation of China, respectively. From August 2014 to September 2016, Mr. Yan had been a director of AVICOPTER. From October 2016 to February 2018, Mr. Yan had successively been the head of the Office of the Board of Directors and the deputy director of Capital Management Department of AVIC, and the deputy general manager and the secretary of the board of directors of AVIC Industry-Finance. From March 2019 to November 2021, Mr. Yan served as director of the Capital Operation Department of AVIC. From April 2004 to August 2016, Mr. Yan had been the director of the securities and legal department, the secretary of the Board and the assistant to the general manager of the Company, respectively. Mr. Yan was the standing deputy general manager of the Company from February 2018 to March 2019. He was the non-executive Director of the Company from May 2019 to May 2021. Mr. Yan has been the general manager of the Company from December 2021 to February 2023. Since January 2022, he has served as a director and chairman of the board of directors of AVICOPTER. Mr. Yan has been the executive Director of the Company since January 2022, and the Chairman of the Board of the Company since February 2023.

Mr. Sunjizhong (孫繼忠)

56, a master's degree holder. Mr. Sun graduated from Beihang University majoring 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. From December 2019 to February 2023, Mr. Sun has been a director and the general manager of AVIC Finance. He has been the general manager of the Company since February 2023. Mr. Sun has been the executive Director of the Company since May 2023.

Non-executive Directors

Mr. Xu Dongsheng (徐東升)

58, a doctor's degree holder and a researcher-level senior engineer. Mr. Xu graduated from the School of Management of Beihang University with a doctorate degree in management. Mr. Xu has successively served as the assistant to the general manager of China National Aero-Technology Import & Export Corporation Shenzhen Company* (中國航空技術進出口深圳公司), the general manager and chairman of the board of directors of FIYTA (Group) Co., Ltd.* (飛亞達(集團)股份有限公司), and the deputy general manager of

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

China Aviation Technology Shenzhen Co., Ltd.* (中國航空技術深圳有限公司) and other positions. He has been the director of China Aviation Planning and Design Institute Co., Ltd.* (中國航空規劃設計研究總院有限公司) since August 2020.

Mr. Zhou Xunwen (周訓文)

58, a master's degree holder and a researcher. Mr. Zhou graduated from the Department of Automatic Control of Nanjing Aeronautical Institute, majoring in aircraft instrumentation and obtained a Master of Business Administration in Aerospace MBA from Toulouse Business School in France. Mr. Zhou has successively served as the director of the Information Research Department of the Aviation Information Center of Aviation Industry of China Corporation* (中國航空工業總公司), the deputy director of the Planning and Development Department of China Aviation Industry Corporation II* (中國航空工業第二集團公司), the deputy director of the Strategic Planning Department of Aviation Industry Corporation of China* (中國航空工業集團公司), the vice president of the Basic Technology Research Institute of Aviation Industry Corporation of China, the vice president of Aviation Manufacturing Technology Research Institute of China* (中國航空製造技術研究院). He served as a director of AVIC Aviation Technology Co., Ltd.* (中航航空高科技股份有限公司) from January 2017 to April 2018 and the chairman of the supervisory committee of AVIC Aviation Technology Co., Ltd. from April 2018 to May 2023. He has been a director of China Aviation Planning and Design Institute Co., Ltd. since August 2022 and has held positions including director of Jinhang Digital Technology Co., Ltd.* (金航數碼科技有限責任公司) since February 2023.

Ms. Hu Shiwei (胡世偉)

55, a doctor's degree holder and a researcher-level senior political engineer. Ms. Hu graduated from Nanjing University of Aeronautics and Astronautics with a doctor's degree in law. Ms. Hu has successively served as the secretary of the Discipline Inspection Commission and the chairman of the labor union of Changhe Aircraft Industry (Group) Co., Ltd.* (昌河飛機工業(集團)有限責任公司), and the deputy head of the office for Inspection Work of AVIC. She successively served as a supervisor and a director of Changhe Aircraft Industry (Group) Co., Ltd. from June 2013 to October 2022 and a director of AVIC Culture Co., Ltd.* (中航文化有限公司) from July 2017 to May 2019. She has served as the head of the office for Inspection Work of AVIC since November 2023.

Mr. Xu Gang (徐崗)

52, a doctor's degree holder. Mr. Xu graduated from Tianjin University with a bachelor's degree in information management system engineering. Mr. Xu also holds a master's degree in business administration from Roosevelt University in Chicago and a doctorate degree in economics from Nankai University. In 1995, Mr. Xu worked for the Tianjin Economic and Technology Development Area Administrative Committee. He was nominated as the deputy head of the Investment Promotion Bureau of Tianjin Free Trade Zone in 2003 and was promoted as its head in 2005, when he started to actively participate in the Airbus A320 Series Final Assembly Line program jointly initiated by Airbus and its Chinese partners. From 2008 to 2011, Mr. Xu was the deputy general manager of Airbus Tianjin A320 Series Final Assembly Line and the head of the Investment Promotion Bureau of Tianjin Free Trade Zone Administrative Committee. In 2011, he was appointed as the chairman of board of Airbus Tianjin Final Assembly Line and the deputy director of Tianjin Free Trade Zone Administrative Committee. From 2014 to 2017, Mr. Xu was appointed

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

as the Secretary of Tianjin Youth League. Since January 2018, Mr. Xu has served as the chief executive officer of Airbus China and the head of Airbus China, responsible for all commercial aircraft operations and helicopter, defense and aerospace operations of Airbus in China. He has been the non-executive Director of the Company since May 2019.

Independent non-executive Directors

Mr. Liu Weiwu (劉威武)

60, a master's degree holder. Mr. Liu is a director of the finance (property) department of China Merchants Group Limited. Mr. Liu was the head of treasury division of financial department of Guangzhou Ocean Shipping Company, the manager of financial department of Hong Kong Mingwah Co., Ltd. Mr. Liu has been the deputy general manager of financial department of China Merchants Group Limited from August 2004 to February 2009. Mr. Liu had successively been the director, the chief financial officer and the deputy general manager of China Merchants Energy Shipping Co., Ltd.* since February 2009. Mr. Liu was an executive director of China Merchants Port Holding Co., Ltd. from March 2021 to December 2022. Mr. Liu has been the independent non-executive Director of the Company since June 2018.

Mr. Mao Fugen (毛付根)

61, a doctor's degree holder, a senior management accountant and a committee member of the Cost Research Society of China. Mr. Mao graduated from the School of Accounting of Xiamen University in 1985 and achieved a master's degree in economics (accounting) from Xiamen University in 1988, and a doctorate degree in economics (accounting) from Xiamen University in 1994. Mr. Mao is a long-term EMBA lecture professor at Xiamen University and other universities with main research areas including management accounting, corporate finance, crossborder corporate finance management and other areas and he has extensive experience in senior management training. Mr. Mao successively served as the lecturer, deputy professor and professor of the School of Accounting of Xiamen University. He has been an independent non-executive director of Zhonghong Pulin Medical Product Co., Ltd. since July 2021. He has been an independent non-executive director of Haitong Securities Co., Ltd. since October 2023. He has been the independent non-executive Director of the Company since May 2021.

Mr. Lin Guiping (林貴平)

58, a doctor's degree holder. Mr. Lin graduated from Beihang University with a bachelor's degree majoring in automotive engine in 1986, a master's degree majoring in engineering thermal physics in 1989, and a doctorate degree majoring in man-machine and environmental engineering in 1993. Mr. Lin was promoted successively as the deputy professor in 1993, the professor in 1998, and was elected as the doctoral tutor in 2000. Mr. Lin has engaged in research work in multiple national projects including projects and subprojects of major projects launched by the National Natural Science Foundation of China and the National High-tech R&D Program. Mr. Lin is a member of the Aviation Medical and Rescue Committee of the Chinese Society of Aeronautics and Astronautics. He has been the independent non-executive Director of the Company since May 2021.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS TO BE RE-ELECTED AND NEWLY APPOINTED

As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed above, each of the above candidates for Directors did not hold any directorships in other publicly listed companies in the last three years and did not take any position in the Company or other members of the Group, nor did they have any relationship with any other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, (a) Mr. Yan Lingxi held 267,740 H shares in the Company which represent approximately 0.003% of the total issued share capital of the Company; and (b) Mr. Zhou Xunwen held (i) 66,966 H shares in the Company which represent approximately 0.0008% of the total issued share capital of the Company, and (ii) 7,000 H shares in Nexteer Automotive Group Limited (“Nexteer”) which represent approximately 0.0003% of the total issued share capital of Nexteer. Nexteer is an associated corporation (within the meaning of Part XV of the SFO) of the Company. As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed above, none of them had any interests or short positions within the meaning of Part XV of the SFO in the shares, underlying shares or debentures of the Company or any of its associated corporations.

Each of Mr. Liu Weiwu, Mr. Mao Fugen and Mr. Lin Guiping has confirmed their independence as regards the factors in Rule 3.13 of the Listing Rules and on this basis, the Company considers them to be independent.

Subject to the Shareholders’ approval for their respective re-appointment or new appointment as members of the eighth session of the Board, each of the candidates for Directors will hold a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027. Upon the approval of the authorization by the Shareholders, the remuneration committee of the Board will determine their annual remuneration based on their respective duties and responsibilities at the Company and the prevailing market conditions. Details of the remuneration of the Directors will be disclosed in the Company’s annual report.

Saved as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders in relation to the respective re-election or new appointment of the above candidates for Directors.

BIOGRAPHICAL DETAILS OF SHAREHOLDER REPRESENTATIVE SUPERVISORS TO BE RE-ELECTED OR NEWLY APPOINTED

Mr. Nie Xiaoming (聶小銘)

57, is a researcher. Mr. Nie graduated from the Department of Aircraft Manufacturing Engineering of Northwestern Polytechnical University, majoring in aircraft engineering and manufacturing. He has successively served as the director of the Process Division, the deputy chief engineer, deputy general manager and chief engineer of Changhe Aircraft Industry (Group) Co., Ltd.* (昌河飛機工業(集團)有限責任公司), the deputy director of the Engineering Department, the chief technologist of the helicopter company of Changhe Aircraft Industry (Group) Co., Ltd., the deputy general manager, vice chairman and chairman of the board of directors of Harbin Aircraft Industry Group Co., Ltd.* (哈爾濱飛機工業集團有限

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

責任公司), the deputy general manager of AVICOPTER, and the deputy director of the Helicopter Design and Research Institute of Aviation Industry of China* (中國航空工業直升機設計研究所). Since March 2022, he has been engaged in the full-time board of directors and supervisors affairs of AVIC.

Mr. Guo Guangxin (郭廣新)

54, a bachelor's degree holder. Mr. Guo graduated with a bachelor of engineering from the department of computer and science technology in Harbin College of Shipbuilding Engineering in 1991 and majoring in computer application technology. Mr. Guo served successively as a member of technology department and then a senior staff member of disciplinary committee in Heilongjiang Branch of Industrial and Commercial Bank of China from July 1991 to January 2000. Mr. Guo served successively as the deputy head of the equity management department, the head of the debt comprehensive operation department, the head of the comprehensive management department and the assistant to senior manager of the innovation business department in Harbin Branch of China Huarong Asset Management Co., Ltd. from January 2000. Mr. Guo served as a senior deputy manager and senior manager of Business Division VII in Heilongjiang Branch of China Huarong Asset Management Co., Ltd. from 2013 to 2020. Mr. Guo served as a senior manager of Business Division IV in Heilongjiang Branch of China Huarong Asset Management Co., Ltd. in January 2021. Mr. Guo has been a senior specialist and the head of Business Division IV in Heilongjiang Branch of China Huarong Asset Management Co., Ltd. since January 2022. Mr. Guo has been a level 3 specialist and the head of Business Division IV in Heilongjiang Branch of CITIC Financial Asset Management Co., Ltd. since 2024. Mr. Guo has been the Supervisor of the Company since June 2018.

As at the Latest Practicable Date, as far as the Directors are aware and save as disclosed above, each of Mr. Nie Xiaoming and Mr. Guo Guangxin did not hold any directorships in other publicly listed companies in the last three years and did not take any position in the Company or other members of the Group, nor did they have any relationship with any other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, as far as the Directors are aware, each of Mr. Nie Xiaoming and Mr. Guo Guangxin did not have any interests or short positions within the meaning of Part XV of the SFO in the shares, underlying shares or debentures of the Company or its associated corporations.

Subject to the Shareholders' approval for the new appointment of Mr. Nie Xiaoming and re-election of Mr. Guo Guangxin as Shareholder representative Supervisors of the eighth session of the Supervisory Committee, each of them will hold a term commencing from the date of approval at the EGM until the date of approval of the next session of the Supervisory Committee at the general meeting of the Company to be held in 2027. Upon the approval of the authorization by the Shareholders, the remuneration committee of the Board will determine their annual remuneration based on their duties and responsibilities at the Company and the prevailing market conditions. Details of the remuneration of the Supervisors will be disclosed in the Company's annual report.

Saved as disclosed above, in relation to the new appointment of Mr. Nie Xiaoming and re-election of Mr. Guo Guangxin as Shareholder representative Supervisors respectively, there is no other information required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF EXTRAORDINARY GENERAL MEETING



中國航空科技工業股份有限公司
AviChina Industry & Technology Company Limited*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2357)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of AviChina Industry & Technology Company Limited* (the “Company”) will be held at 9:00 a.m. on Friday, 12 July 2024 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC to consider and approve the following resolutions. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 26 June 2024 of which this notice relates.

ORDINARY RESOLUTIONS

1. The resolution relating to the re-election of Mr. Yan Lingxi as an executive Director of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.
2. The resolution relating to the re-election of Mr. Sun Jizhong as an executive Director of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.
3. The resolution relating to the new appointment of Mr. Xu Dongsheng as a non-executive Director of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.

* For identification purpose only

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4. The resolution relating to the new appointment of Mr. Zhou Xunwen as a non-executive Director of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.
5. The resolution relating to the new appointment of Ms. Hu Shiwei as a non-executive Director of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with her and the grant of an authorization to the remuneration committee of the Company to determine her remuneration.
6. The resolution relating to the re-election of Mr. Xu Gang as a non-executive Director of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.
7. The resolution relating to the re-election of Mr. Liu Weiwu as an independent non-executive Director of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.
8. The resolution relating to the re-election of Mr. Mao Fugen as an independent non-executive Director of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.
9. The resolution relating to the re-election of Mr. Lin Guiping as an independent non-executive Director of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Board at the general meeting of the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.
10. The resolution relating to the new appointment of Mr. Nie Xiaoming as a Shareholder representative Supervisor of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Supervisory Committee at the general meeting of

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the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.

11. The resolution relating to the re-election of Mr. Guo Guangxin as a Shareholder representative Supervisor of the Company with a term of office commencing from the date of approval at the EGM until the date of approval of the next session of the Supervisory Committee at the general meeting of the Company to be held in 2027, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.

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

Beijing, 26 June 2024

Notes:

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

As disclosed in the announcement of the Company dated 6 June 2024, the H share register of members of the Company has been closed from Saturday, 22 June 2024 to Friday, 12 July 2024 (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 Friday, 12 July 2024 are entitled to attend and 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 register, not later than 4:30 p.m. on Friday, 21 June 2024 at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

(2) REGISTRATION PROCEDURES FOR ATTENDING THE EGM

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.

(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 needs not to be a Shareholder. 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

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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 EGM and return of a form of proxy will not preclude a Shareholder from attending EGM or any adjournment thereof (as the case may be) 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:

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 Directors Mr. Yan Lingxi and Mr. Sun Jizhong, 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.