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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)

EXCESS OF AND REVISION TO THE EXISTING ANNUAL CAPS FOR **CERTAIN CONTINUING CONNECTED TRANSACTIONS**

Summary

As disclosed in the Circular, the Group is party to a number of existing continuing connected transactions. In this connection, Shareholders' approval has been obtained by the Company pursuant to Rule 14A.35 of the Listing Rules in respect of the continuing connected transactions and the proposed annual caps of the continuing connected transactions.

In accordance with Rule 14A.36(1) of the Listing Rules, if an annual cap is exceeded in respect of a given transaction, the Company will have to re-comply with the provisions of Chapter 14A of the Listing Rules in relation to such connected transaction.

Excess of the existing annual caps for the Continuing Connected Transactions

arising from or in reliance upon the whole or any part of the contents of this announcement.

It has come to the Company's auditors' attention during the course of the auditing on the Company's financial statements for the year ended 31 December 2006 that the 2006 caps for transactions entered into under the following two agreements have been exceeded in September and May 2006 respectively:

the Mitsubishi Technology Transfer Agreement in respect of the provision of technology documents and technical services and other special assistance by Mitsubishi to Dongan Engine; and

the Mitsubishi CKD Agreement in respect of the purchase of CKD spare parts and components by Dongan Engine from Mitsubishi. 2.

The excess was caused by the significant growth in the sales volume of Dongan Engine's products as its business has developed rapidly in 2006.

The applicable percentage ratios (as defined in the Listing Rules, other than the profits ratio) in respect of each of the aggregate values for the transactions under the Mitsubishi Technology Transfer Agreement for 2006 are less than 2.5% on an annual basis. Transactions under the Mitsubishi Technology Transfer Agreement are therefore only subject to the reporting and announcement requirements in Rules 14A.45 to 14A.47 of the Listing Rules. On the other hand, transactions under the Mitsubishi CKD Agreement for 2006 exceed 2.5% on an annual basis. Transactions under the Mitsubishi CKD Agreement are therefore subject to the reporting and announcement requirements in Rules 14A.45 to 14A.47 of the Listing Rules and the Independent Shareholders' approval requirements under Rule 14A.35(4) of the Listing Rules.

Revision to the existing annual caps for the Continuing Connected Transactions

The Company has also been monitoring all of the Company's continuing connected transactions. With the continued development in the business of Dongan Engine and based on internal estimates of the demand and the operating conditions of the Continuing Connected Transactions, the Company notes that the existing caps for 2007 and 2008 for the Continuing Connected Transactions as set out in the Circular will not be sufficient for the Group's requirements, and therefore proposes that the existing caps for 2007 and 2008 for transactions under the Mitsubishi Technology Transfer Agreement be revised to RMB120,000,000 and RMB150,000,000 respectively and transactions under the Mitsubishi CKD Agreement be revised to RMB400,000,000 and RMB450,000,000 respectively.

In respect of each of the revised annual caps for the Continuing Connected Transactions, each of the applicable percentage ratios(as defined in the Listing Rules, other than the profits ratio) is expected to exceed 2.5% on an annual basis and thus in accordance with Rule 14A.35(4) of the Listing Rules, the Company must comply with the Independent Shareholders' approval requirements described in Rule 14A.48, in additional to the reporting and announcement requirements in Rules 14A.45 to 14A.47 of the Listing Rules.

In this connection, the Company will seek Independent Shareholders' approval to the revised caps for the Continuing Connected Transactions at the AGM. Mitsubishi and its associate(s), if any, are connected persons of the Company as defined in the Listing Rules will abstain from voting on the relevant resolutions.

An Independent Board Committee has been formed to advise the Independent Shareholders in connection with the revised caps for the Continuing Connected Transactions, and an independent financial adviser will be appointed to advise the Independent Board Committee on the same.

A circular containing, among other things, further information on the terms of the revised caps for the Continuing Connected Transactions, a letter from the Independent Board Committee, the recommendations of the independent financial adviser, together with a notice to convene the AGM to approve, among other things, the revised caps for the Continuing Connected Transactions will be dispatched to the shareholders of the Company within 21 days after the publication of this announcement.

As disclosed in the Circular, the Group is party to a number of existing continuing connected transactions. In this connection, Shareholders' approval has been obtained by the Company pursuant to Rule 14A.35 of the Listing Rules in respect of the continuing connected transactions and the proposed annual caps of the continuing connected transactions.

In accordance with Rule 14A.36(1) of the Listing Rules, if an annual cap is exceeded in respect of a given transaction, the Company will have to re-comply with the provisions of Chapter 14A of the Listing Rules in relation to such connected transaction.

Excess of the existing annual caps for the Continuing Connected Transactions

It has come to the Company's auditors' attention during the course of the auditing on the Company's financial statements for the year ended 31 December 2006 that the 2006 caps for transactions entered into under the following two agreements have been exceeded in September and May 2006 respectively:

- the Mitsubishi Technology Transfer Agreement in respect of the provision of technology documents and technical services and other special assistance by Mitsubishi to Dongan Engine; and
- the Mitsubishi CKD Agreement in respect of the purchase of CKD spare parts and components by Dongan Engine from Mitsubishi. 2

The Company has been monitoring these categories of connected transactions. However, the Company was not aware that the existing caps for the financial year ended 31st December 2006 was exceeded because Dongan Engine is an indirect subsidiary of the Company, the shares of which are held as to 51% by the Company through Harbin Dongan Auto Engine Co., Ltd. and Harbin Aviation Industry (Group) Co., Ltd., both of which are subsidiaries of the Company. For the three financial years ended 31st December 2005, the royalty fee charged in respect of each engine and gearbox and the prices for the CKD spare parts and components payable by Dongan Engine to Mitsubishi have decreased gradually. For this reason, the Company did not adopt a mechanism to supervise the Continuing Connected Transactions regularly. Instead, the total transaction amount relating to the Continuing Connected Transactions submitted by Dongan Engine to the Company at the end of each financial year Under Transactions was submitted by Dongan Engine to the Company at the end of each financial year. Under such circumstances, the Company would not be in a position to monitor whether the transaction amount in the Continuing Connected Transactions have exceeded their respective annual caps until the auditors of the Company have conducted their annual audit on the financial information of the Company.

Due to the significant growth in the sales volume of Dongan Engine's products as a result of the rapid development in its business in 2006, the Company has not predicted with sufficient accuracy whether the caps for the continuing connected transactions mentioned above were exceeded by the end of 2006. Under such circumstances, the Company had not published a press announcement at the time when the relevant amounts under the Continuing Connected Transactions exceeded the initial caps, in compliance with Rule 14A.36(1) of the Listing Rules.

The Company has established an internal audit department in 2007 which acts as a daily operation office of the audit committee of the Board to monitor how the Company and its subsidiaries establish and improve their respective internal control system and to supervise and review the implementation of regulations on internal control systems. The Company has already adopted internal guidelines for identifying and monitoring its connected transactions which have been disseminated to relevant personnel of the Company. In addition, in order to better monitor the aggregate volume of its continuing connected transactions which have been disseminated to relevant personnel of the relevant be for its branches and subsidiaries to report, on a periodical basis, on the status of the relevant continuing connected transactions, to the Company. To minimise the risk of failing to comply with the Listing Rules in the event the transaction amount of any continuing connected transactions to report the transaction amounts on a monthly basis.

Revision to the existing annual caps for certain continuing connected transactions

The Company has also been monitoring all of the Company's continuing connected transactions. With the continued development in the business of Dongan Engine and based on internal estimates of the demand and the operating conditions of the Continuing Connected Transactions, the Company notes that the existing caps for 2007 and 2008 for the Continuing Connected Transactions as set out in the

Circular will not be sufficient for the Group's requirements, and therefore proposes that the existing caps for 2007 and 2008 for transactions under the Mitsubishi Technology Transfer Agreement be revised to RMB120,000,000 and RMB150,000,000 respectively and transactions under the Mitsubishi CKD Agreement be revised to RMB400,000,000 and RMB450,000,000 respectively.

Mitsubishi Technology Transfer Agreement

Background:

As disclosed in the Circular, pursuant to the Mitsubishi Technology Transfer Agreement, Mitsubishi:

- has granted certain licenses to Dongan Engine to use the industrial properties rights, patent and technology documents relating to engines, gearboxes and the respective assemblies, parts and components;
- agrees to assist Dongan Engine to establish research and development centre, and provide technical training and technology instructions; 2
- 3. agrees to provide Dongan Engine with all technology documents pursuant to the Mitsubishi Technology Transfer Agreement;
- agrees to provide technical services in relation to quality control, product technology, production, sales and after sales services, purchase and management of materials of Dongan Engine; and 4
- agrees to provide special assistance to Dongan Engine as agreed between Mitsubishi and Dongan Engine.

The provision of the above services is regulated by the Mitsubishi Technology Transfer Agreement. Pricing:

Pursuant to the Mitsubishi Technology Transfer Agreement, Dongan Engine will pay Mitsubishi royalty fee charged in respect of each engine and gearbox produced by Dongan Engine using Mitsubishi's technology. The amount of royalty fee is agreed between Dongan Engine and Mitsubishi after arm's length negotiation. In negotiating the royalty fee with Mitsubishi, the Company has taken into account:

- the overall development of the vehicle engines and gearboxes business of the Group; 1.
- the fact that the royalty fees are charged in proportion to the production of engines and gearboxes produced by Dongan Engine using Mitsubishi's technology; and
- that the expected gross profit margins of the engines and gearboxes to be produced by Dongan Engine using Mitsubishi's technology during commercial production will not be lower than that of other engines and gearboxes produced by the Group even after taking into account the royalty fees payable to Mitsubishi.

Taking into account of all the above factors, the Company considers that the royalty fees charged by Mitsubishi are fair and reasonable to the Company and the Shareholders as a whole. Caps:

The original caps set and the revised caps proposed by the Company for the three years 2006 to 2008 inclusive are as follows:

	Year ended 31 December 2006 (RMB million)		Year ending 31 December 2007 (RMB million)		Year ending 31 December 2008 (RMB million)	
Transaction	Original Cap	Actual Value	Original Cap	Revised cap proposed	Original cap	Revised cap proposed
Mitsubishi Technology Transfer Agreement	8	31	14	120	17	150

For the year ended 31 December 2006, the aggregate value of the transaction under the Mitsubishi Technology Transfer Agreement reached approximately RMB31 million, which is higher than the 2006 cap the Company originally set by RMB23 million. It is expected that the annual value of the transactions under the Mitsubishi Technology Transfer Agreement in 2007 and 2008 will exceed the original 2007 and 2008 caps for reasons set out below. Accordingly, the Company proposes the annual caps for 2007 and 2008 in relation to the transactions under the Mitsubishi Technology Transfer Agreement be revised to RMB120 million and RMB150 million respectively.

Reasons for exceeding the Cap:

The exceeding of the cap for 2006 in relation to the transactions under the Mitsubishi Technology Transfer Agreement is primarily due to the significant growth in the sales volume of Dongan Engine's products as a result of the rapid development in its business in 2006. Under such circumstances, more engines and gearboxes were produced by Dongan Engine using Mitsubishi's technology and therefore the amount of royalty fee paid by Dongan Engine to Mitsubishi was greater than the amount that the Company had originally estimated. Furthermore, on 20 December 2006, Dongan Engine and Mitsubishi entered into a development agreement (the "Development Agreement"), under which Dongan Engine engaged Mitsubishi to develop MIVEC (variable air valve timing) technology and turbo supercharging technology to upgrade the performance of the original engines and to satisfy the various market demand. Since the Development Agreement falls within the framework under the Mitsubishi Technology Transfer Agreement and as at 29 December 2006, Dongan Engine has already paid Mitsubishi an aggregate amount of approximately RMB14,000,000 under the Development Agreement, it has therefore led to a significant increase in the value of the transactions under the Mitsubishi Technology Transfer Agreement for the year ended 31 December 2006.

Due to the significant increase in the sale volume of the engines and the execution of the Development Agreement between Dongan Engine and Mitsubishi in 2006, the transaction amounts under the Mitsubishi Technology Transfer Agreement for 2006 has increased.

Based on the actual figures of engines by Dongan Engine in the first quarter of 2007, it is estimated that the annual sales volume of engines by Dongan Engine will be significantly higher than that of 2006. Furthermore, due to the significant increase in the market demand for the upgraded model of engines, the transaction amounts under the Mitsubishi Technology Transfer Agreement for 2007 and 2008 will increase significantly.

The reason for the revision of the 2007 and 2008 caps for the transactions under the Mitsubishi Technology Transfer Agreement is primarily due to the implementation of the Development Agreement and the forecast conducted by the Company on the business of Dongan Engine in 2007 and 2008. The Company expects Dongan Engine to continue its well developing trend in the two financial years ending 31 December 2008 and the output and sales volume of Dongan Engine's products are expected to grow rapidly, resulting in increases in royalty fees to be paid by Dongan Engine under the Mitsubishi Technology Transfer Agreement.

The Company has also determined the revised caps for 2007 and 2008 for the above transactions based on the relevant historical figures in 2006 and taking into account the reasons set out above.

Mitsubishi CKD Agreement

Background:

Pursuant to the Mitsubishi CKD Agreement, Dongan Engine agrees to purchase CKD spare parts and components from Mitsubishi.

Pricing:

Pursuant to the Mitsubishi CKD Agreement, the prices payable for the CKD spare parts and components are fixed for a term of four and a half years commencing from the placement of the first order by the Company on 23 November 2000. The prices were fixed after arm's length negotiation between Dongan Engine and Mitsubishi based on market price. Dongan Engine would continue to purchase these parts and components from Mitsubishi at the same prices for the period ending 31 December 2008.

Caps:

The original caps set and the revised caps proposed by the Company for 2006 to 2008 inclusive are as follows:

	Year ended 31 December 2006 (RMB million)		Year ending 31 December 2007 (RMB million)		Year ending 31 December 2008 (RMB million)	
Transaction	Original Cap	Actual Value	Original Cap	Revised cap proposed	Original cap	Revised cap proposed
Mitsubishi CKD Agreement	36	186	86	400	0 (Note)	450

Note: The Company did not seek a cap for Mitsubishi CKD Agreement for the financial year ending 31 December 2000 because the Company expected that the localizaton of parts and components would have completed by the end of 2007 and that Dongan Engine would no longer need to purchase parts and components from Mitsubishi.

For the year ended 31 December 2006, the aggregate value of the transaction under the Mitsubishi CKD Agreement reached approximately RMB186 million, which is higher than the 2006 cap the Company originally set by RMB150 million. It is expected that the annual value of the transactions under the Mitsubishi CKD Agreement in 2007 and 2008 will exceed the original 2007 and 2008 caps for reasons set out below. Accordingly, the Company proposes the annual caps for 2007 and 2008 in relation to the transactions under the Mitsubishi CKD Agreement be revised to RMB400 million and RMB450 million.

Reasons for exceeding the Cap:

The exceeding of the cap for 2006 in relation to the transactions under the Mitsubishi CKD Agreement is primarily due to the significant growth in the sales volume of Dongan Engine's products as a result of the rapid development in its business in 2006 as well as more customers of Dongan Engine demanding the supply of engines and gearboxes using CKD spare parts instead of spare parts manufactured domestically. Under such circumstances, more engines and gearboxes were produced by Dongan Engine using CKD spare parts and therefore the amount paid by Dongan Engine to Mitsubish for CKD spare parts was greater than that the Company had originally estimated.

The reason for the revision of the 2007 and 2008 caps for the transactions under the Mitsubishi CKD Agreement is primarily due to the forecast conducted by the Company on the business of Dongan Engine in 2007 and 2008. In 2005, the Company has made an optimistic estimate on the pace of localization of the parts and components for manufacturing engines and the market demand for engines manufactured with domestic parts and components. The Company has predicted that after completion of the localization in 2007, the majority of the customers will purchase engines manufactured with domestic parts and the Company will therefore cease purchasing CKD components from Mitsubishi. However, from the actual sales volume for 2006, although the localization of parts and components are still preferring to purchase engines installed with CKD components and the purchasing price for CKD components. Under such circumstances, a cap for 2008 for transactions under the Mitsubishi CKD Agreement is sought as CKD components will still be purchased by Dongan Engine after 2007.

The Company expects a significant increase in payments related to Mitsubishi CKD Agreement as Dongan Engine is improving the technologies, upgrading its products and modifying the production structure. Despite gaining remarkable achievements through localization of parts and components, Dongan Engine could not absolutely meet the demands arisen from the upgrade of products and the increase in output, therefore, the quantity of CKD spare parts and components purchased from Mitsubishi will continue to increase, which will result in increases in amount payable by Dongan Engine under the Mitsubishi CKD Agreement. Due to the significant increase in the sale volume of the engines installed with CKD components imported from Mitsubishi, the Company has increased its purchase of CKD components from Mitsubishi in 2006. In view of the expected increase in market demand of those engines with CKD components imported from Mitsubishi, the Company expects the transaction amounts under the Mitsubishi CKD Agreement for 2007 and 2008 will increase significantly.

The Company has also determined the revised caps for 2007 and 2008 for the above transactions based on the relevant historical figures in 2006 and taking into account the reasons set out above.

Implications under the Listing Rules

Under the Listing Rules, when the existing caps for 2006 in respect of the Continuing Connected Transactions were exceeded in September and May 2006 respectively, the Company should have been re-complied with the provisions of Chapter 14A of the Listing Rules in relation to the Continuing Connected Transactions.

The applicable percentage ratios(as defined in the Listing Rules, other than the profits ratio) in respect of each of the aggregate values for the transactions under the Mitsubishi Technology Transfer Agreement for the 2006 are less than 2.5% on an annual basis. Transactions under the Mitsubishi Technology Transfer Agreement are therefore only subject to the reporting and announcement requirements in Rules 14A.45 to 14A.47 of the Listing Rules. On the other hand, transactions under the Mitsubishi CKD Agreement are therefore subject to the reporting and announcement requirements in Rules 14A.45 to 14A.47 of the Listing Rules. Transactions under the Mitsubishi CKD Agreement are therefore subject to the reporting and announcement requirements in Rules 14A.45 to 14A.47 of the Listing Rules and the Independent Shareholders' approval requirements under Rule 14A.35(4) of the Listing Rules.

In respect of each of the revised annual caps for the Continuing Connected Transactions, each of the applicable percentage ratios(as defined in the Listing Rules, other than the profits ratio) is expected to exceed 2.5% on an annual basis and thus in accordance with Rule 14A.35(4) of the Listing Rules, the Company has to comply with the Independent Shareholders' approval requirements described in Rule 14A.48, in additional to the reporting and announcement requirements in Rules 14A.45 to 14A.47 of the Listing Rules.

In this connection, the Company will seek Independent Shareholders' approval to the revised caps for the Continuing Connected Transactions at the AGM. As Mitsubishi is a substantial shareholder of Dongan Engine, an indirect non wholly-owned subsidiary of the Company, Mitsubishi and its associate(s), if any, are connected persons of the Company as defined in the Listing Rules and will abstain from voting on the relevant resolutions.

The Company believes that the terms of the Continuing Connected Transactions have been conducted on normal commercial terms, or on terms no less favourable than those available to independent third parties under prevailing local market conditions, and are entered into in the ordinary and usual course of business of the Group, are fair and reasonable and in the interest of the Shareholders as a whole, and that all the revised caps mentioned above are fair and reasonable.

Approval by Independent Shareholders

An Independent Board Committee has been formed to advise the Independent Shareholders in connection with the proposed amendments to the existing caps for the Continuing Connected Transactions, and independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders on the same.

General information relating to the Group, Dongan Engine and Mitsubishi

The Company operates mainly through its subsidiaries. The Group mainly engages in the development, manufacture and sale of mini-automobiles, economy sedans and automobile engines; the development, manufacture, sale and upgrade of aviation products, providing helicopters, trainers, general aeroplanes and regional aeroplanes to Chinese and overseas customers; and the joint development and manufacture of helicopters with international helicopter manufactures.

Dongan Engine is an automobile engine manufacturer. The Company, through its subsidiaries, holds 36.42% equity interests in Dongan Engine, while Mitsubishi and Mitsubishi Corporation hold 15.3% and 5.7% equity interests in Dongan Engine respectively, therefore, Mitsubishi becomes a connected person of the Company as defined under the Listing Rules.

Mitsubishi is a joint venture party of Dongan Engine holding approximately 15.3% in the registered capital of Dongan Engine.

General

A circular containing, among other things, further information on the terms of the revised caps for the Continuing Connected Transactions, a letter from the Independent Board Committee, the recommendations of the independent financial adviser, together with a notice to convene the AGM to approve, among other things, the revised caps for the Continuing Connected Transactions will be dispatched to the shareholders of the Company within 21 days after the publication of this announcement.

Definitions:

"ACM" or "Ar

In this announcement, unless the context otherwise requires, the following terms shall have the meanings indicated:

p d	General Meeting"	approve, among other things, the revised caps for the Continuing Connected Transactions				
0	"Board"	the board of directors of the Company				
0	"Circular"	the circular of the Company dated 2 November 2005				
8 d	"CKD"	completely knock down, the parts and components for manufacturing of vehicles, vehicle engines and gearboxes which were completely knocked down when imported into the PRC				
D y e	"Company"	中國航空科技工業股份有限公司 (AviChina Industry & Technology Company Limited), a joint stock limited company established in the PRC with limited liability on 30 April 2003				
e n	"Continuing Connected Transactions"	the transactions under the Mitsubishi Technology Transfer Agreement and the Mitsubishi CKD Agreement, details of which are set out in this announcement				
	"Directors"	the director(s) of the Company				
nt lt e ts	"Dongan Engine"	哈爾濱東安汽車發動機製造有限公司 (Harbin Dongan Automotive Engine Manufacturing Co., Ltd.), Aa sino-foreign joint venture held as to 36% by Harbin Dongan Auto Engine Co., Ltd., 15% by Harbin Aviation Industry (Group) Co., Ltd., 19% by Harbin Dongan Engine (Group) Co., Ltd., 15.3% by Mitsubishi, 9% by MCIC Holdings Sdn. Bhn. and 5.7% by Mitsubishi Corporation.				
y ni	"Group"	the Company and all or any of its subsidiaries				
D n	"Independent Board Committee"	an independent board committee comprising independent non- executive Directors, namely Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man, Louis				
of	"Independent Shareholders"	Shareholders other than Mitsubishi and its associate(s), if any				
n	"Listing Rules"	the Rules Govening the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)				
h ts d	"Mitsubishi"	Mitsubishi Motor Corporation (三菱自動車工業株式會社), a substantial shareholder of Dongan Engine				
g h	"Mitsubishi CKD Agreement"	the CKD Supply Agreement, Adated 30th June 1999 entered into between Dongan Engine and Mitsubishi				
or e	"Mitsubishi Technology Transfer Agreement"	the Mitsubishi Technology Transfer Agreement, Adated 30th June 1999 entered between Dongan Engine and Mitsubishi				
	"PRC"	the People's Republic of China				
IS	"RMB"	the lawful currency of the People's Republic of China				
n s, e	"Shareholders"	the holder(s) of shares of RMB1.00 each in the capital of the Company				
n		By order of the Board				

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

Hong Kong, 23 April 2007

As at the date of this announcement, the Board of the Company comprises executive directors Mr. Zhang Hongbiao, Mr. Wu Xiandong and Mr. Tan Ruisong and non-executive directors Mr. Liang Zhenhe, Mr. Song Jingang, Mr. Tian Min, Mr. Wang Bin, Mr. Chen Huaiqiu, Mr. Wang Yong, Mr. Maurice Savart as well as independent non-executive directors Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man, Louis.

* For identification purpose only