



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

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AviChina Industry & Technology Company Limited*

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

(Stock Code: 2357)

Announcement for Resolution passed at the Extraordinary General Meeting

The Board of Directors (the "Board") of AviChina Industry & Technology Company Limited (the "Company") is pleased to announce that an Extraordinary General Meeting of the Company (the "EGM") was held at 9 a.m. on 22 March 2005 at Beijing Oriental Culture Hotel, No. 101, Jiao Dao Kou East Street, Dongcheng District, Beijing, the People's Republic of China.

As stated in the circular dated 1 February 2005, China Aviation Corporation II, being the controlling shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company holding an aggregate of 2,835,305,636 shares in the capital of the Company, representing approximately 61.06% of the entire issued share capital of the Company as at the date of the EGM, has abstained from voting at the EGM. As at the date of the EGM, the total number of shares entitling holders to attend and vote for or against the resolution proposed at the EGM was 1,808,302,865 shares.

Five shareholders (including those attending in person or by proxy or authorized representatives but excluding China Aviation Corporation II) holding an aggregate of 430,824,790 shares representing 23.82% of the entire issued share capital of the Company, were present at the EGM. The following ordinary resolution was passed at the EGM by way of poll:

RESOLUTION

- a) the agreement dated 30 December 2004 between Harbin Dongan Auto Engine Co., Ltd. ("Dongan Motor") and Harbin Aircraft Industry (Group) Co., Ltd. in relation to Dongan Motor's acquisition of the 74.81% equity interest in Hafei Auto Co. Ltd. ("Hafei Auto") and all transactions contemplated thereby be approved;
- b) the agreement dated 30 December 2004 amongst Dongan Motor, China Aero (382) Limited, Harbin Dongan Engine (Group) Co., Ltd., China National Aero-Technology Import & Export Co., Ltd. and Shenzhen Shenhang Avionics Co., Ltd. in relation to Dongan Motor's acquisition of the 25.19% equity interest in Hafei Auto and all transactions contemplated thereby be approved;
- c) the directors of the Company or any one of the directors of the Company be authorised to do all such further acts and things and sign, seal, execute and deliver all such documents and take all such actions which in their absolute discretion consider necessary, desirable or expedient to implement and/or give effect to the agreements in (a) and (b) above and the transactions contemplated thereunder.

430,244,790 shares were voted in the affirmative and 580,000 shares were voted in the negative, representing 99.87% and 0.13% respectively of the total number of shares held by shareholders present at the EGM (including those attending in person or by proxy or authorised representatives but excluding China Aviation Corporation II) carrying voting rights.

PricewaterhouseCoopers was appointed as the scrutineer for the vote-taking at the EGM.

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

Hong Kong, 22 March 2005

As the date of this announcement, the board of the Company comprises executive directors Mr. Zhang Hongbiao and Mr. Wu Xiandong, and non-executive directors Mr. Liang Zhenhe, Mr. Song Jingang, Mr. Chen Huaqiu, Mr. Xu Tongxing, Mr. Cui Xuewen, Mr. Tian Min, Mr. Yang Jinhuai, Ms. Hu Jiarui, Mr. Maurice Savart as well as independent non-executive directors Dr. The Hon. Li Kwok-Po, David, Mr. Guo Chongqing and Mr. Li Xianzong.

* For identification purposes only.