



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

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

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2357)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of AviChina Industry & Technology Company Limited ("Company") will be held at 9 a.m. on Thursday, 30 December 2004 at Beijing Oriental Culture Hotel, No. 101, Jiao Dao Kou East Street, Dongcheng District, Beijing, the People's Republic of China transact the businesses as follows:

I. To consider and approve the following as a special resolution:

"THAT the articles of association of the Company be and are hereby amended by substituting the existing Article 87 of the Articles by the following new Article 87:

"The Company shall have a board of Directors ("Board") comprising fourteen Directors. The Board shall include a Chairman of the Board and two vice-chairmen. Of these, more than half of the Board (including half of the Board) shall be external Directors (refer to Directors who do not have executive posts in the Company) and three shall be independent Directors."

II. To consider and approve the following as an ordinary resolution:

"THAT the appointment of Mr. Li Xianzong as an independent non-executive director of the Company be and is hereby approved with his term of office starting from the date of this resolution and that the remuneration committee of the Board be and is hereby authorised to determine his remuneration."

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

Hong Kong, 12 November 2004

Notes:

1. Closure of register of members and eligibility to attend the extraordinary general meeting of the Company ("EGM")

Pursuant to Article 38 of the Articles of Association of the Company, the H Share register of the Company will be closed between Tuesday, 30 November 2004 and Thursday, 30 December 2004 (both days inclusive), during which no transfer of H Shares will be effected. Holders of the Company's H Shares and Domestic Shares whose names appear on the Company's Register of Members before 4:00 p.m. on Thursday, 30 December 2004 (both days inclusive) are entitled to attend the EGM.

In order to attend the EGM, holders of the Company's H Shares shall lodge all transfers together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the Company's H Shares Registrar, not later than 4:00 p.m. on Monday, 29 November 2004 at Rooms 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;
 - Holders of H Shares or Domestic Shares who wish to attend the EGM must complete the reply slip to confirm the attendance, and return the same to the correspondence address designated by the Company not later than 20 days before the date of the EGM, i.e. no later than Friday, 10 December 2004.
 - Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.
3. Proxies
- Any shareholder who is entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf at the EGM. A proxy need not be a shareholder of the Company. Any shareholder who wish to appoint a proxy should first review the form of proxy for use in the EGM.
 - For any shareholder who has appointed more than one proxy, such proxies shall only vote on a poll. Whether or not the voting is conducted by a show of hands or by way of a poll, the results of the voting shall be calculated on the basis of number of shares relevant.
 - Any shareholder shall appoint its proxy in writing. The instrument appointing a proxy must be in writing signed under the hand of the appointor or his attorney duly authorized in writing. If the appointor is a legal person, the instrument shall be signed by its directors or attorneys duly authorized with the seal of the legal person affixed. If the instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other documents of authorization must be notarially certified. In order to be valid, the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, where appropriate, must be delivered in the case of holders of domestic shares, to the correspondence address designated by the Company, and in the case of holders of H Shares, to Computershare Hong Kong Investor Services Limited at the address stated in note 1 above not less than 24 hours before the time for holding the EGM and return of a form of proxy will not preclude a shareholder from attending in person and voting at the EGM 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: P. O. Box 1655, Beijing, the PRC (Postal code: 100009)
Telephone No.: 86-10-64094825
Facsimile No.: 86-10-64094826
Attention: Yan Lingxi, Xu Bin

As at 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 Jinhui, Ms. Hu Jiarui, Mr. Maurice Savart as well as independent non-executive directors Dr. The Hon. Li Kwok-Po, David and Mr. Guo Chongqing.

* For identification purposes only