



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 Tuesday, 22 March 2005 at Beijing Oriental Culture Hotel, No. 101, Jiao Dao Kou East Street, Dongcheng District, Beijing, the People's Republic of China for the purpose of considering and passing the following resolution as ordinary resolution of the Company:

"THAT

- (a) the agreement dated 30 December 2004 between Harbin Dongan Auto Engine Co., Ltd. ("Dongan Motor") and Harbin Aircraft Industry (Group) Co., Ltd., (a copy of which marked "A" is produced to the meeting and signed by the chairman of the meeting for the purpose of identification), 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 and the same are hereby approved; and
- (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 Shenhong Avionics Co., Ltd. (a copy of which marked "B" is produced to the meeting and signed by the chairman of the meeting for the purpose of identification), in relation to Dongan Motor's acquisition of the 25.19% equity interest in Hafei Auto and all transactions contemplated thereby be and the same are hereby approved; and
- (c) the directors of the Company or any one of the directors of the Company be and is hereby 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."

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

Hong Kong, 1 February 2005

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 Monday, 21 February 2005 and Tuesday, 22 March 2005 (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 on Tuesday, 22 March 2005 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 Friday, 18 February 2005 at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
2. Registration procedures for attending the EGM
 - a. The shareholder or its proxies shall produce his identification proof;
 - b. 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 Wednesday, 2 March 2005.
 - c. Shareholders may deliver the reply slip by post or facsimile to the correspondence address designated by the Company.
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 need not be a shareholder of the Company. Any shareholder who wishes to appoint a proxy should first review the form of proxy for use in the EGM.
 - b. For any shareholder who has appointed more than one proxy, such proxies shall only vote on a poll.
 - c. 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.:	86-10-64094835
Facsimile No.:	86-10-64094826
Attention:	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 Huaigui, 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 Xian Zong.

* For identification purposes only