



**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)

## Notice of Annual General Meeting

Notice is hereby given that the 2004 Annual General Meeting of AviChina Industry & Technology Company Limited (the "Company") will be held at 9 a.m. on Thursday, 16 June 2005 at Beijing Oriental Culture Hotel, No. 101, Jiao Dao Kou East Street, Dongcheng District, Beijing, the People's Republic of China to transact the businesses as follows:

### I. To consider and approve the following as ordinary resolutions:

1. The resolution relating to the Report of the Board of Directors for the year 2004;
2. The resolution relating to the Report of the Supervisory Committee for the year 2004;
3. The resolution relating to the audited financial statements of the Company for the year ended 31 December 2004;
4. The resolution relating to the profit distribution plan of the Company for the year ended 31 December 2004;
5. The resolution relating to the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the international and domestic auditors of the Company for the financial year 2005 respectively and the authorization of the Board to determine their remunerations;
6. The resolution relating to the resignation of Hu Jiarui as the Company's non-executive director due to changes of duties;
7. The resolution relating to the resignation of Xu Tongxing as the Company's non-executive director due to changes of duties;
8. The resolution relating to the resignation of Cui Xuewen as the Company's non-executive director for changes of duties;
9. The resolution relating to the resignation of Yang Jinhui as the Company's non-executive director for changes of duties;
10. The resolution relating to the appointment of Mr. Wang Yong as non-executive director of the Company with effect from the date on which the resolution is passed, the authorization of any executive directors of the Company to sign the service contract with him and the authorization of the remuneration committee to determine his remuneration.
11. The resolution relating to the appointment of Mr. Tan Ruisong as non-executive director of the Company with effect from the date on which the resolution is passed, the authorization of any executive directors of the Company to sign the service contract with him and the authorization of the remuneration committee to determine his remuneration.
12. The resolution relating to the appointment of Mr. Wang Bin as non-executive director of the Company with effect from the date on which the resolution is passed, the authorization of any executive directors of the Company to sign the service contract with him and the authorization of the remuneration committee to determine his remuneration.
13. The resolution relating to the authorization of the remuneration committee to determine the remunerations of the directors and supervisors of the Company for the year 2005.
14. The resolution to be proposed by shareholders holding 5% or more of the total number of the Company's shares carrying voting rights, if any, by way of ordinary resolutions.

### II. To consider and approve the following as special resolution;

The resolution to be proposed by shareholders holding 5% or more of the total number of the Company's shares carrying voting rights, if any, by way of special resolutions.

By order of the Board  
**Yan Lingxi**  
Company Secretary

4 April 2005

#### Notes:

1. Closure of Register and Eligibility to Attend the Annual General Meeting of the Company ("AGM")  
Pursuant to Article 38 of the Articles of Association of the Company, the H Share register of the Company will be closed from 17 May 2005 (Tuesday) to 16 June 2005 (Thursday) (both days inclusive), during which no transfer of H Shares will be affected. Holders of the Company's H Shares and Domestic Shares whose names appear on the Company's Register of Members on 16 June 2005 (Thursday) are entitled to attend the AGM.  
In order to attend the AGM, 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 13 May 2005 (Friday) at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
2. Registration procedures for attending the AGM
  - a. The shareholder or its proxies shall produce his identification proof. If a corporate shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate shareholder attends the AGM, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid resolution or authorisation 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.
  - b. Holders of H Shares or Domestic Shares who wish to attend the AGM 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 AGM, i.e. no later than 27 May 2005 (Friday).
  - 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 AGM is entitled to appoint one or more proxies to attend and vote on his behalf at the AGM. 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 AGM.
  - b. 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.
  - 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 AGM and return of a form of proxy will not preclude a shareholder from attending in person and voting at the AGM if he or she so wishes.
4. The AGM is expected to last for half a day. Shareholders attending the meeting are responsible for their own transportation and accommodation expenses.

Designated correspondence 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

#### Profiles of Proposed Directors

Ms. Hu Jiarui, Mr. Xu Tongxing, Mr. Cui Xuewen and Mr. Yang Jinhui have tendered their resignations as directors of the Company due to changes of duties. The Board of Directors has nominated Mr. Wang Yong, Mr. Tan Ruisong and Mr. Wang Bin for non-executive directors of the first Board of Directors of the Company. Their profiles are presented as follows.

Mr. Wang Yong (王勇), 48, a senior economist. He has been appointed as the deputy general manager of China Hua Rong Asset Management Corporation Harbin Office since December 2001. He graduated from Harbin Normal University in 1997 with a bachelor degree majoring in economy administration. Mr. Wang commenced his career in the People's Bank of China, Lanxi County branch. He had been the manager of the credit and loan department and a vice president of Industrial and Commercial Bank of China, Suihua branch, the department head of credit and loan department of Industrial and Commercial Bank of China, Hei Longjiang Branch, the president of Industrial and Commercial Bank of China, Qiqihar Branch. He was appointed as the deputy general manager of China Hua Rong Asset Management Corporation Changchun Office in April 2000. At present, Mr. Wang serves as a vice chairman of Harbin Huaer Chemical Industry Co., Ltd. and a vice chairman of Harbin Turbine Co., Ltd..

Mr. Tan Ruisong (譚瑞松), 43, a research senior engineer. Mr. Tan also serves as the deputy general manager of China Aviation Industry Corporation II. He graduated from Beijing University of Aeronautics and Astronautics in 1983 with a bachelor degree majoring in manufacture and design of engine, and received his master degree in shipping and ocean engineering from Harbin Engineering University in 2002. Mr. Tan commenced his career in aviation in July 1983, and used to be a technician, technical supervisor and workshop supervisor of National Dongan Machinery Factory. He had been the deputy general engineer and deputy general manager of Harbin Dongan Engine Company, the general manager of Harbin Dongan Auto Engine Co., Ltd., the director, vice chairman and general manager of Harbin Dongan Engine (Group) Co., Ltd., and the chairman of Harbin Aviation Industry (Group) Co., Ltd.. Mr. Tan has been interested in 5,070 A Shares in the capital of Harbin Dongan Auto Engine Co., Ltd. since October 1998.

Mr. Wang Bin (王斌), 45, a research senior engineer. He has been appointed as the executive director and general manager of Jiangxi Changhe Aviation Industry Co., Ltd. in November 2004. Mr. Wang graduated from Shenyang Institute of Aeronautical Engineering in 1982 with a bachelor degree majoring in aircraft manufacture. He commenced his career in aviation in August 1982 and had been a technician of assembly section, vice team head, team head, deputy manager, deputy supervisor of workshop, deputy general technologist and general technologist. He was appointed as a deputy chief engineer, chief of general engineer office, and deputy general manager of Harbin Aircraft Manufacturing Corporation in 1997, the director, general manager and chairman of Harbin Aviation Industry Co., Ltd., and the general manager and vice chairman of Harbin Aircraft Industry (Group) Co., Ltd. Mr. Wang served as the director of Harbin Embraer Aircraft Industry Co., Ltd. from July 2002 to December 2004.

Save as disclosed above, none of Mr. Wang Yong, Mr. Tan Ruisong or Mr. Wang Bin is connected with any other directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company, and nor do they have any interests in the shares of the Company, which should be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The term of office for Mr. Wang Yong, Mr. Tan Ruisong and Mr. Wang Bin will be from June 16 2005 to the date of the 2005 annual general meeting whereby the resolution relating to the election of directors to replace the first Board of Directors will be considered. They will enter into service contracts with the Company and their remuneration will be determined by the remuneration committee according to their duties and experience.

As at the date of this announcement, the board of the Company comprises executive directors Mr. Zhang Hengbiao and Mr. Wu Xiangdong, and non-executive directors Mr. Liang Zhenhe, Mr. Song Jingang, Mr. Chen Huaiqi, 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, Mr. Guo Chongqing and Mr. Li Xianzong.

\* For identification purposes only