



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 of the Extraordinary General Meeting

AviChina Industry & Technology Company Limited (the "Company") published a notice of extraordinary general meeting (the "EGM") on 2 November 2005 (Wednesday). The Company now gives notice to its shareholders again as follows:

The EGM of the Company will be held at 9 a.m. on Monday, 19 December 2005 at Kang Ming Hotel, No. 18 Meishuguan Hou Jie, Dong Cheng Qu, Beijing, the People's Republic of China for the purpose of considering and passing the following resolutions as ordinary resolutions of the Company:

1. "THAT the supplemental agreement dated 26 August 2005 entered into between the Company and AVIC II (as defined in the Company's circular dated 2 November 2005 ("Circular")) in relation to certain amendments of the Mutual Supply Agreement (as defined in the Circular), a copy of which has been initiated by the Chairman and for the purposes of identification marked "A" be and is hereby approved, ratified and confirmed and any one director of the Company be and he is hereby authorized to do all such further acts and things and execute such further documents or supplemental agreements or deeds on behalf of the Company and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the said supplemental agreement and to make and agree with such changes in the terms of the said supplemental agreement as he may in his discretion consider necessary, desirable and expedient and in the interest of the Company, that the continuing connected transactions under the Mutual Supply Agreement, which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps in respect of the Mutual Supply Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
2. "THAT the supplemental agreement dated 26 August 2005 entered into between the Company and AVIC II in relation to certain amendments of the Comprehensive Services Agreement (as defined in the Circular), a copy of which has been initiated by the Chairman and for the purposes of identification marked "B" be and is hereby approved, ratified and confirmed and any one director of the Company be and he is hereby authorized to do all such further acts and things and execute such further documents or supplemental agreements or deeds on behalf of the Company and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the said supplemental agreement and to make and agree with such changes in the terms of the said supplemental agreement as he may in his discretion consider necessary, desirable and expedient and in the interest of the Company, that the continuing connected transactions under the Comprehensive Services Agreement, which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps in respect of the Comprehensive Services Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
3. "THAT the supplemental agreement dated 26 August 2005 entered into between the Company and AVIC II in relation to certain amendments of the Technology Cooperation Agreement (as defined in the Circular), a copy of which has been initiated by the Chairman and for the purposes of identification marked "C" be and is hereby approved, ratified and confirmed and any one director of the Company be and he is hereby authorized to do all such further acts and things and execute such further documents or supplemental agreements or deeds on behalf of the Company and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the said supplemental agreement and to make and agree with such changes in the terms of the said supplemental agreement as he may in his discretion consider necessary, desirable and expedient and in the interest of the Company, that the continuing connected transactions under the Technology Cooperation Agreement, which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps in respect of the Technology Cooperation Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
4. "THAT the supplemental agreement dated 26 August 2005 entered into between the Company and AVIC II in relation to certain amendments of the Properties Leasing Agreement (as defined in the Circular), a copy of which has been initiated by the Chairman and for the purposes of identification marked "D" be and is hereby approved, ratified and confirmed and any one director of the Company be and he is hereby authorized to do all such further acts and things and execute such further documents or supplemental agreements or deeds on behalf of the Company and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the said supplemental agreement and to make and agree with such changes in the terms of the said supplemental agreement as he may in his discretion consider necessary, desirable and expedient and in the interest of the Company, that the continuing connected transactions under the Properties Leasing Agreement, which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps in respect of the Properties Leasing Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
5. "THAT the supplemental agreement dated 26 August 2005 entered into between the Company and AVIC II in relation to certain amendments of the Internal CT Agreement (as defined in the Circular), a copy of which has been initiated by the Chairman and for the purposes of identification marked "E" be and is hereby approved, ratified and confirmed and any one director of the Company be and he is hereby authorized to do all such further acts and things and execute such further documents or supplemental agreements or deeds on behalf of the Company and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the said supplemental agreement and to make and agree with such changes in the terms of the said supplemental agreement as he may in his discretion consider necessary, desirable and expedient and in the interest of the Company, that the continuing connected transactions under the Internal CT Agreement, which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps in respect of the Internal CT Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
6. "THAT the continuing connected transactions under the Land Use Rights Leasing Agreement (as defined in the Circular), which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps of the continuing connected transactions under the Land Use Rights Leasing Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
7. "THAT the continuing connected transactions under the Mitsubishi Technology Transfer Agreement (as defined in the Circular), which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps of the continuing connected transactions under the Mitsubishi Technology Transfer Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
8. "THAT the continuing connected transactions under the Mitsubishi CKD Agreement (as defined in the Circular), which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps of the continuing connected transactions under the Mitsubishi CKD Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
9. "THAT the continuing connected transactions under the Agusta Agreement (as defined in the Circular), which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps of the continuing connected transactions under the Agusta Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
10. "THAT the continuing connected transactions under the Liana Licence Agreement and the New Series Automobile Licence Agreement and the K Series Engine Agreement (as such terms are defined in the Circular), which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps of the continuing connected transactions under the Liana Licence Agreement, the New Series Automobile Licence Agreement and the K Series Engine Licence Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
11. "THAT the continuing connected transactions under the Mitsubishi Joint Development Agreement (as defined in the Circular), which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps of the continuing connected transactions under the Mitsubishi Joint Development Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."
12. "THAT the continuing connected transactions under the Mitsubishi Hafei CKD Agreement (as defined in the Circular), which the Company expects to be conducted on normal commercial terms, be and are hereby generally approved and that the proposed annual Caps of the continuing connected transactions under the Mitsubishi Hafei CKD Agreement as set out in the Circular be and are hereby approved, ratified and confirmed."

According to Article 55 of the Articles of Association of the Company, the Company would like to inform shareholders again of the matters to be considered, the date and the venue of the EGM by way of a public announcement. After making this announcement, even if the number of the shares with voting right represented by shareholders who have indicated their intention to attend the EGM does not reach a half or more of the Company's total number of shares with voting right, the Company would still convene the EGM on schedule.

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

Hong Kong, 1 December 2005

As at the date of this announcement, the board of the Company comprises executive directors Mr. Zhang Hongbiao and Mr. Wu Xiangdong, and non-executive directors Mr. Liang Zhenhe, Mr. Song Jingang, Mr. Tan Ruisong, Mr. Wang Bin, Mr. Chen Huaqiu, Mr. Tian Min, Mr. Wang Yong, 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