



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 the Extraordinary General Meeting

Reference is made to the Notice of Extraordinary General Meeting issued by AviChina Industry & Technology Company Limited (the "Company") to its shareholders on 10 November 2008.

Pursuant to Article 55 of the Articles of Association of the Company, the Company now gives notice to its shareholders again as follows:

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the Company will be held at 10:00 a.m. on Monday, 15 December 2008, at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China to consider and approve the following resolutions. Unless otherwise indicated, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 10 November 2008 (the "Circular"):

ORDINARY RESOLUTIONS

1. **"THAT**

- (a) the entering into of the Supplemental Agreements to the non-exempt Existing Continuing Connected Transactions agreements, namely, the Mutual Supply Agreement (A.1), the Comprehensive Services Agreement (A.2), the Technology Cooperation Agreement (A.5) and the Products and Services Mutual Supply and Guarantees Provision Agreement (A.10) to extend their respective term for a further period of three years ending 31 December 2011 be and are hereby approved; and
- (b) the board of directors of the Company be and is hereby authorized to do all such further acts and things and execute such further documents and take all such steps which in its opinion may be necessary, desirable and expedient to implement and/or give effect to the non-exempt Existing Continuing Connected transactions."

2. **"THAT**

- (a) the continuation of the non-exempt Continuing Connected Transactions (as defined in the Circular) which required approval by the Independent Shareholders under the Listing Rules, namely, the Mutual Supply Agreement (A.1), the Comprehensive Services Agreement (A.2), the Technology Cooperation Agreement (A.5), the Agusta Agreement (A.9), the Products and Services Mutual Supply and Guarantees Provision Agreement (A.10), and the proposed annual caps for such continuing connected transactions in respect thereof for each of the three financial years ending 31 December 2011 be and are hereby approved; and

- (b) the board of directors of the Company be and is hereby authorized to do all such further acts and things and execute such further documents and take all such steps which in its opinion may be necessary, desirable and expedient to implement and/or give effect to the non-exempt Continuing Connected transactions.”

By Order of the Board

AviChina Industry & Technology Company Limited*

Yan Lingxi

Company Secretary

Hong Kong, 27 November 2008

Notes:

(1) Closure of register of members and eligibility to attend the extraordinary general meeting (“EGM”)

Pursuant to Article 38 of the Articles of Association of the Company, the H Share register of the Company will be closed from Saturday, 15 November 2008 to Monday, 15 December 2008 (both days inclusive) during which period no transfer of H shares will be effected. Holders of the Company’s H Shares and Domestic Shares whose name appear on the Company’s Register of Members on Monday, 15 December 2008 are entitled to attend the EGM and to vote in the EGM.

In order to qualify to attend and vote in 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 4:30 p.m. on Friday, 14 November 2008 at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queens’ Road East, Wanchai, Hong Kong.

(2) Registration procedures for attending the EGM

- (a) The shareholder or its proxies shall produce his identification proof. If a corporation shareholder’s legal representative or any other person authorized by the board of directors or other governing body of such corporate shareholder attends the EGM, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (b) Holders of H Shares or Domestic Shares who wish to attend the EGM must complete the reply slip to confirm 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 Tuesday, 25 November 2008.
- (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 wish 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. Whether or not the voting is conducted by way of 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 appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument shall be affixed with the seal of the body corporate or shall be signed by the directors of the board of the body corporate or by attorneys duly authorized. If the instrument is signed by an attorney of the appointer, the power of attorney authorizing the 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.:	86-10-64094835/06
Facsimile No.:	86-10-64094826
Attention:	Mr. Xu Bin/Mr. Wang Yongzhi

(5) The ordinary resolutions will be voted by poll by the Independent Shareholders.

As at the date of this notice, the Board of the Company comprises executive directors Mr. Lin Zuoming, Mr. Tan Ruisong and Mr. Wu Xiandong and non-executive directors Mr. Gu Huizhong, Mr. Xu Zhanbin, Mr. Geng Ruguang, Mr. Zhang Xinguo, Mr. Li Fangyang, Mr. Wang Yong, Mr. Maurice Savart as well as independent non-executive directors Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man, Louis.

** For identification purpose only.*