



**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 ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of AviChina Industry & Technology Company Limited (the "Company") will be held at 9:00 a.m. on 15 June 2007 (Friday) at Beijing Jinjiang Fuyuan Hotel, No.11 Ronghua Road, Beijing Economic & Technological Development Area, Beijing, the People's Republic of China (the "PRC") to transact the business as follows:

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

1. The resolution relating to the Report of the Board of the Company for the year 2006;
2. The resolution relating to the Report of the Supervisory Committee of the Company for the year 2006;
3. The resolution relating to the audited financial statements of the Company for the year ended 31 December 2006;
4. The resolution relating to the profit distribution plan of the Company for the year ended 31 December 2006;
5. The resolution relating to the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the international and domestic auditors of the Company for the financial year 2007 respectively and to determine their remuneration;
6. The resolution to be proposed at the meeting 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 resolutions:**

The resolution to be proposed at the meeting 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  
**AviChina Industry & Technology Company Limited\***  
**Yan Lingxi**  
Company Secretary

25 April 2007

Notes:

**1. Closure of register of members 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 between 16th May 2007 (Wednesday) and 15th June 2007 (Friday) (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 15th June 2007 (Friday) 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 15th May 2007 (Tuesday) 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 authorized 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 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 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 25th May 2007 (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 wish 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 relevant number of shares.
- 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 notorally certified. To be valid, the form of proxy, and a notorally 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. The 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 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: Xu Bin, WangYongzhi

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