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**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 DOMESTIC SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN THAT** the class meeting of holders of domestic shares (the **“Domestic Shareholders Class Meeting”**) of AviChina Industry & Technology Company Limited\* (the **“Company”**) will be held at Grand Skylight CATIC Hotel, No. 18 Bei Chen East Road, Chaoyang District, Beijing, the People's Republic of China on Wednesday, 21 August 2013 at 8:50 a.m. (or the time immediately after the conclusion of the H Shareholders Class Meeting), for the purposes of, among other things, considering and approving the following special resolution. Unless otherwise indicated, capitalized terms used in this notice and the following special resolution shall have the same meanings as those defined in the circular of the Company dated 5 July 2013 (the **“Circular”**):

### **SPECIAL RESOLUTION**

1. **“THAT:**

- (a) subject to the required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, the proposed amendments to the Articles of Association (details of which are set out in the section headed “Proposed Amendments to the Articles of Association” in the letter from the Board contained in the Circular) be and are hereby approved and confirmed;
- (b) any one of the Directors or authorized representative of the Chairman of the Board be and is hereby authorized to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect to the proposed amendments to the Articles of Association, including, without limitation, to obtain all necessary approvals from the

\* *For identification purpose only*

relevant regulatory authorities in the PRC, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder, as such Director or authorized representative may in his absolute discretion deem fit; and

- (c) any one of the Directors or authorized representative of the Chairman of the Board be and is hereby authorised to make such other modifications to the proposed amendments to the Articles of Association as may be required by the relevant regulatory authorities in the PRC.”

By Order of the Board  
**AviChina Industry & Technology Company Limited\***  
**Yan Lingxi**  
*Company Secretary*

Beijing, 5 July 2013

*Notes:*

**(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND THE DOMESTIC SHAREHOLDERS CLASS MEETING**

Pursuant to Article 38 of the Articles of Association of the Company, the register of members of the Company will be closed from Thursday, 1 August 2013 to Wednesday, 21 August 2013 (both days inclusive), during which period no transfer of shares will be effected. Holders of the Company’s Domestic Shares whose names appear on the Company’s register of members before the close of business hours on Wednesday, 21 August 2013 are entitled to attend the Domestic Shareholders Class Meeting and to vote in the Domestic Shareholders Class Meeting.

In order to qualify to attend and vote in the Domestic Shareholders Class Meeting, holders of the Company’s Domestic shares shall lodge all transfers together with the relevant share certificates to the Company, not later than **4:30 p.m. on Wednesday, 31 July 2013** at the correspondence address designated by the Company.

**(2) REGISTRATION PROCEDURES FOR ATTENDING THE DOMESTIC SHAREHOLDERS CLASS MEETING**

- (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 Domestic Shareholders Class Meeting, 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 Domestic Shares who wish to attend the Domestic Shareholders Class Meeting 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 Domestic Shareholders Class Meeting, i.e. before Wednesday, 31 July 2013.
- (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 Domestic Shareholders Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the Domestic Shareholders Class Meeting. 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 Domestic Shareholders Class Meeting.
- (b) 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, must be delivered to the correspondence address designated by the Company not less than 24 hours before the time for holding the Domestic Shareholders Class Meeting and return of a form of proxy will not preclude a shareholder from attending in person and voting at the Domestic Shareholders Class Meeting if he or she so wishes.

**(4) THE DOMESTIC SHAREHOLDERS CLASS MEETING 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:

9/F., Easyhome Tower, No. 3A Dongzhimen South Avenue, Dongcheng District, Beijing, the PRC  
(Postal code: 100007)

Telephone No.: 86-10-58354319/4312

Facsimile No.: 86-10-58354310

Attention: Mr. Xu Bin/Ms. Lu Hongyu

**(5) SPECIAL RESOLUTION ABOVE WILL BE VOTED BY POLL BY THE SHAREHOLDERS.**

*As at the date of this notice, the Board comprises executive Directors Mr. Lin Zuoming, Mr. Tan Ruisong and non-executive Directors Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Sheng Mingchuan, Mr. Maurice Savart as well as independent non-executive Directors Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man, Louis.*