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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 EGM**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“**EGM**”) of AviChina Industry & Technology Company Limited (the “**Company**”) will be held at 9 a.m. on Wednesday, 26 October 2022 at 6/F, Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the People's Republic of China to consider and approve the following resolutions. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 29 September 2022 (the “**Circular**”):

### **ORDINARY RESOLUTIONS**

**1. “THAT:**

- (1) the Share Swap and Absorption Agreement entered into between AVIC Avionics and AVIC Electromechanical, and the transactions contemplated thereunder, be and is hereby approved, ratified and confirmed; and
- (2) any Director or authorized representative of the Chairman of the Board be and is hereby authorised to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect and/or to complete the relevant actions and transactions contemplated under the Share Swap and Absorption Agreement, including but not limited to obtain necessary approval from relevant PRC government authorities, and to sign any further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

\* *For identification purpose only*

2. “**THAT:**

- (1) the Subscription Agreements entered into between the AVIC Avionics and: (i) the Company; and (ii) AVIC Aviation Industry Investment, AVIC Shenfei and Chengdu Aircraft Industry, and the transactions contemplated thereunder, be and is hereby approved, ratified and confirmed; and
  - (2) any Director or authorized representative of the Chairman of the Board be and is hereby authorised to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect and/or to complete the relevant actions and transactions contemplated under the Subscription Agreements, including but not limited to obtain necessary approval from relevant PRC government authorities, and to sign any further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”
3. the resolution relating to the new appointment of Mr. Liu Bingjun as the non-executive Director of the Company with a term of office commencing from the date on which his proposed appointment is approved at the EGM until the date on which the election of the new session of the Board is resolved at the annual general meeting to be convened in 2024, the grant of an authorisation to the remuneration committee of the Company to determine his remuneration and the grant of an authorisation to an executive Director of the Company to sign the relevant service contract on behalf of the Company with him.

By Order of the Board  
**AviChina Industry & Technology Company Limited\***  
**Xu Bin**  
*Company Secretary*

Beijing, 29 September 2022

*As at the date of this notice, the Board comprises executive Directors Mr. Zhang Minsheng and Mr. Yan Lingxi, non-executive Directors Mr. Lian Dawei, Mr. Li Xichuan, Mr. Xu Gang and Mr. Wang Jun as well as independent non-executive Directors Mr. Liu Weiwu, Mr. Mao Fugen and Mr. Lin Guiping.*

Notes:

**(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE EGM**

Pursuant to Article 41 of the Articles of Association of the Company, the H Share register of members of the Company will be closed from Thursday, 6 October 2022 to Wednesday, 26 October 2022 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders of the Company whose names appear on the Company's Register of Members at the opening of business on Thursday, 6 October 2022 are entitled to attend and vote at the EGM.

In order to be eligible to attend and vote at the EGM, Shareholders of the Company shall lodge all transfer instruments together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Shares Registrar, not later than 4:30 p.m. on Wednesday, 5 October 2022 at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

**(2) REGISTRATION PROCEDURES FOR ATTENDING THE EGM**

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.

**(3) PROXIES**

1. 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 needs not be a Shareholder. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the EGM.
2. 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, for H Shareholders, the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, where appropriate, must be delivered to Computershare Hong Kong Investor Services Limited, the Company's H shares registrar, at 17M Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong 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 EGM or any adjournment thereof (as the case may be) in person and voting at the EGM if he or she so wishes.

**(4) PRECAUTIONARY MEASURES FOR THE EGM**

Measures being taken to prevent and control the spread of the COVID-19 pandemic, including but not limited to:

- compulsory temperature check before entering the EGM venue, and those with a body temperature of over 37.3 degrees Celsius or with the flu-like symptoms or is otherwise unwell will not be admitted to the EGM venue;
- wearing of surgical face mask is compulsory at any time within the EGM venue; and
- signing of health declaration form before admission to the EGM venue
- satisfying other requirements according to local epidemic prevention and control policies.

Any person who declines any of the aforementioned precautionary measures will not be admitted to the EGM venue. The Company reminds the Shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

**(5) 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:

Building A, No. 14 Xiaoguan Dongli,

Andingmenwai, Chaoyang District,

Beijing, the PRC (Postal code: 100029)

Telephone No: 86-10-58354335/4313 Facsimile No: 86-10-58354310

Attention: Mr. Liu Kai

**(6) Resolutions above will be voted by poll by the Independent Shareholders.**