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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)

### **(1) Voting Results of AGM;**

### **(2) Changes in compositions of the Board and members of the special committees of the Board;**

### **(3) Changes in composition of the Supervisory Committee; and**

### **(4) Appointment of general manager, vice general managers, chief financial officer, Board secretary and authorized representatives**

The Board is pleased to announce that (1) the resolutions set out in the AGM Notice were considered and approved at the AGM; (2) the Board had passed the resolutions in respect of the changes in compositions of the Board and members of the special committees of the Board; (3) the Supervisory Committee of the Company had passed the resolutions in respect of the changes in composition of the Supervisory Committee, and (4) Appointment of general manager, vice general managers, chief financial officer, Board secretary and authorized representatives.

### **(1) Voting Results of AGM**

Reference is made to the circular of AviChina Industry & Technology Company

Limited (the “**Company**”) dated 5 April 2012 (the “**Circular**”) and the notice of the AGM (the “**AGM Notice**”) dated 5 April 2012. Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the AGM Notice and the Circular.

The Board is pleased to announce that the AGM was held at 9:00 a.m. on Friday, 25 May 2012 at AVIC Hotel, No.10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People’s Republic of China during which all the resolutions set out in the AGM Notice were duly passed. As at the date of the AGM, a total of 5,474,429,167 shares of the Company were in issue, of which 2,806,088,233 shares (representing approximately 51.26% of the total number of issued shares of the Company) were held by Aviation Industry Corporation of China (“**AVIC**”).

For ordinary resolutions numbered 1 to 17 and special resolutions numbered 18 to 21 as set out in the AGM Notice (the “**Resolutions**”), the total number of shares entitling the holders to attend and vote for or against the Resolutions at the AGM was 5,474,429,167. There were no shares of the Company entitling the holder to attend and abstain from voting in favour of the Resolutions at the AGM as set out in rule 13.40 of the Listing Rules. There were no Shareholders that are required under the Listing Rules to abstain from voting at the AGM. The Shareholders in attendance either in person or by proxy at the AGM represented 3,831,091,823 shares of the Company carrying voting rights, or 69.98% of the total number of shares of the Company carrying voting rights for the Resolutions.

The AGM was legally and validly convened in accordance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

**At the AGM, the following resolutions were considered and approved by way of poll:**

| Number | Resolutions | Number of shares<br>(Approximate Percentage) |
|--------|-------------|--|
|--------|-------------|--|

|                             |  | For                       | Against               |
|-----------------------------|--|---------------------------|-----------------------|
| <b>Ordinary Resolutions</b> |  |                           |                       |
| 1                           | The resolution relating to the Report of the Board of the Company for the year ended 31 December 2011.   | 3,828,239,823<br>(99.93%) | 2,852,000<br>(0.07%)  |
| 2                           | The resolution relating to the Report of the Supervisory Committee of the Company for the year ended 31 December 2011.   | 3,828,239,823<br>(99.93%) | 2,852,000<br>(0.07%)  |
| 3                           | The resolution relating to the audited financial statements of the Company for the year ended 31 December 2011.  | 3,828,239,823<br>(99.93%) | 2,852,000<br>(0.07%)  |
| 4                           | The resolution relating to the profit distribution plan (including distribution of 2011 final dividend) of the Company for the year ended 31 December 2011.  | 3,828,239,823<br>(99.93%) | 2,852,000<br>(0.07%)  |
| 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 2012 respectively and to determine their remuneration.  | 3,816,343,662<br>(99.62%) | 14,748,161<br>(0.38%) |
| 6                           | The resolution relating to the re-election of Mr. Lin Zuoming as an executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.    | 3,817,255,869<br>(99.64%) | 13,643,954<br>(0.36%) |
| 7                           | The resolution relating to the re-election of Mr. Tan Ruisong as an executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.    | 3,817,447,869<br>(99.64%) | 13,643,954<br>(0.36%) |
| 8                           | The resolution relating to the re-election of Mr. Gu Huizhong as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration. | 3,811,243,662<br>(99.48%) | 19,848,161<br>(0.52%) |
| 9                           | The resolution relating to the re-election of Mr. Gao Jianshe as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration. | 3,811,243,662<br>(99.48%) | 19,848,161<br>(0.52%) |

|    |   |                           |                       |
|----|---|---------------------------|-----------------------|
| 10 | The resolution relating to the new appointment of Mr. Sheng Mingchuan as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.                      | 3,817,447,869<br>(99.64%) | 13,643,954<br>(0.36%) |
| 11 | The resolution relating to the re-election of Mr. Maurice Savart as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.                           | 3,817,447,869<br>(99.64%) | 13,643,954<br>(0.36%) |
| 12 | The resolution relating to the re-election of Mr. Guo Chongqing as an independent non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.               | 3,818,447,616<br>(99.67%) | 12,644,207<br>(0.33%) |
| 13 | The resolution relating to the re-election of Mr. Li Xianzong as an independent non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.                 | 3,818,447,616<br>(99.67%) | 12,644,207<br>(0.33%) |
| 14 | The resolution relating to the re-election of Mr. Liu Zhongwen as an independent non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.                | 3,812,947,662<br>(99.53%) | 18,144,161<br>(0.47%) |
| 15 | The resolution relating to the re-election of Ms. Bai Ping as a Shareholder representative Supervisor with a term of office commencing from the date on which the fourth session of the supervisory committee is established until the expiration of the term of the fourth session of the supervisory committee, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with her and the authorization of the Board to determine her remuneration. | 3,828,239,823<br>(99.93%) | 2,852,000<br>(0.07%)  |
| 16 | The resolution relating to the re-election of Mr. Yu Guanghai as a Shareholder representative Supervisor with a term of office commencing from the date on which the fourth   | 3,828,239,823<br>(99.93%) | 2,852,000<br>(0.07%)  |

|                            |  |                           |                        |
|----------------------------|--|---------------------------|------------------------|
|                            | session of the supervisory committee is established until the expiration of the term of the fourth session of the supervisory committee, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration. |                           |                        |
| 17                         | The resolution(s) to be proposed at the AGM by shareholders holding 5% or more of the total number of the Company's shares carrying voting rights, if any, by way of ordinary resolution(s).   | N/A                       | N/A                    |
| <b>Special Resolutions</b> |  |                           |                        |
| 18                         | The resolution relating to the increase in the registered capital of the Company from RMB4,949,024,500 to RMB5,474,429,167.  | 3,828,239,823<br>(99.93%) | 2,852,000<br>(0.07%)   |
| 19                         | The resolution relating to the amendments to Article 16, Article 19, Article 87 and Article 110 of the Articles of Association and that the Board is authorized to make appropriate revision to the aforementioned amendments to the Articles of Association at the request of the relevant regulatory authorities.            | 3,828,239,823<br>(99.93%) | 2,852,000<br>(0.07%)   |
| 20                         | To grant an unconditional General Mandate to issue shares to the Board.  | 3,537,277,773<br>(92.33%) | 293,814,050<br>(7.67%) |
| 21                         | The resolution(s) to be proposed at the AGM by Shareholders holding 5% or more of the total number of the Company's shares carrying voting rights, if any, by way of special resolution(s).  | N/A                       | N/A                    |

The Board confirmed that all the resolutions mentioned above were duly passed. Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Company, was appointed as the scrutineer for vote-taking at the AGM.

## **(2) Changes in compositions of the Board and members of the special committees of the Board**

At the Board meeting convened following the AGM, Mr. Lin Zuoming was appointed as the chairman of the fourth session of the Board and Mr. Tan Ruisong was appointed as the vice chairman of the fourth session of the Board.

After the conclusion of the AGM during which all the resolutions in relation to the re-election and new appointment of Directors, namely, resolutions numbered 6 to 14

were duly passed, and the Board meeting, the fourth session of the Board comprises the following members:

Mr. Lin Zuoming (chairman and executive Director), Mr. Tan Ruisong (vice chairman and executive Director), Mr. Gu Huizhong (non-executive Director), Mr. Gao Jianshe (non-executive Director), Mr. Sheng Mingchuan (non-executive Director), Mr. Maurice Savart (non-executive Director), Mr. Guo Chongqing (independent non-executive Director), Mr. Li Xianzong (independent non-executive Director) and Mr. Lau Chung Man, Louis (independent non-executive Director).

The biographical details of each of the Directors of the fourth session of the Board as required under Rule 13.51(2) of the Listing Rules are set out in Appendix I to the Circular. As far as the Board is aware and save as disclosed in the Circular, each of the Directors did not have any major appointments in other public listed companies in the last three years, and does not have any relationship with any other directors, supervisors, senior management or substantial or controlling shareholders of the Company, nor does each of them have any interests in the shares of the Company or associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed in the Circular, there is no other information in relation to the Directors which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

The members of the Development and Strategy Committee, the Remuneration Committee, the Audit Committee and the Nomination Committee of the fourth session of the Board were appointed as follows:

1. Mr. Lin Zuoming was appointed as the member and chairman of the Development and Strategy Committee. Mr. Tan Ruisong, Mr. Gu Huizhong and Mr. Maurice Savart were appointed as the members of the Development and Strategy Committee.

2. Mr. Lau Chung Man, Louis was appointed as the member and chairman of the Remuneration Committee. Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Gao Jianshe were appointed as the members of the Remuneration Committee.
3. Mr. Li Xianzong was appointed as the member and chairman of the Audit Committee. Mr. Gu Huizhong, Mr. Guo Chongqing and Mr. Lau Chung Man, Louis were appointed as the members of the Audit Committee.
4. Mr. Lin Zuoming was appointed as the member and chairman of the Nomination Committee. Mr. Guo Chongqing, Mr. Li Xianzong, Mr. Gao Jianshe and Mr. Lau Chung Man, Louis were appointed as the members of the Nomination Committee.

After the conclusion of the AGM, each of Mr. Wu Xiandong, Mr. Xu Zhanbin, Mr. Geng Ruguang, Mr. Zhang Xinguo, Mr. Li Fang Yong, Mr. Chen Yuanxian and Mr. Wang Yong ceased to be a director of the Company. Each of them has confirmed in writing that there is no disagreement with the Board and that there is no matter that needs to be brought to the attention of the Shareholders in respect of their respective cessation of office.

### **(3) Changes in composition of the Supervisory Committee**

Ms. Li Jing was elected democratically by the employees of the Company as a Supervisor of the fourth session of the Supervisory Committee representing the employees of the Company on 21 March 2012.

At the Supervisory Committee meeting following the AGM, Ms. Bai Ping was appointed as the chairman of the fourth session of the Supervisory Committee.

After the conclusion of the AGM during which all the resolutions in relation to the

re-election and new appointment of Supervisors, namely, resolutions numbered 15 and 16 were duly passed, and the Supervisory Committee meeting, the fourth session of the Supervisory Committee comprises the following members:

Ms. Bai Ping (chairman of the Supervisory Committee and Supervisor representing Shareholders), Mr. Yu Guanghai (Supervisor representing Shareholders) and Ms. Li Jing (Supervisor representing the employees of the Company).

The biographical details of Ms. Bai Ping and Mr. Yu Guanghai as members of the fourth session of the Supervisory Committee as required under Rule 13.51(2) of the Listing Rules are set out in Appendix I to the Circular, and the biographical details of Ms. Li Jing as a member of the fourth session of the Supervisory Committee as required under Rule 13.51(2) of the Listing Rules are set out in the announcement of the Company dated 27 March 2012 (the “**Announcement**”). As far as the Board is aware and save as disclosed in the Circular and the Announcement, each of the Supervisors did not have any major appointments in other public listed companies in the last three years, and does not have any relationship with any other directors, supervisors, senior management or substantial or controlling shareholders of the Company, nor does each of them have any interests in the shares of the Company or associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed in the Circular, there is no other information in relation to the Supervisors which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

After the conclusion of the AGM, each of Mr. Li Yuhai, Mr. Tang Jianguo and Mr. Wang Yuming ceased to be a supervisor of the Company. Each of them has confirmed in writing that there is no disagreement with the Supervisory Committee and that there is no matter that needs to be brought to the attention of the Shareholders in respect of their respective cessation of office.



**(4) Appointment of general manager, vice general managers, chief financial officer, Board secretary and authorized representatives**

At the Board meeting following the AGM, Mr. Tan Ruisong was appointed as the general manager of the Company.

Mr. Wang Jun, Mr. Ni Xianping, Mr. Zheng Qiang and Mr. Zhang Kunhui were appointed as the vice general managers of the Company.

Mr. Wang Jun was appointed as the chief financial officer of the Company.

Mr. Yan Lingxi was appointed as the Board secretary of the Company.

Mr. Tan Ruisong and Mr. Yan Lingxi were appointed as the authorized representatives of the Company.

By Order of the Board

**AviChina Industry & Technology Company Limited\***

**Yan Lingxi**

Company Secretary

Hong Kong, 25 May 2012

*As at the date of this announcement, the Board comprises executive directors Mr. Lin Zuoming and Mr. Tan Ruisong and non-executive directors Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Sheng Mingchuan and 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.*