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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) 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 and Board secretary**

The Board is pleased to announce that (1) all the resolutions set out in the AGM Notice and the Supplemental AGM Notice were considered and passed at the AGM held on 9 June 2009; (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) the general manager, vice general managers, chief financial officer and Board secretary of the Company were appointed. The Board also announces the resignation of Mr. Ip Kun Wan, Kiril, as the joint company secretary of the Company.

(1) Results of AGM

References are made to the circular of the Company dated 27 April 2009 (the “Circular”), the notice of AGM of the Company dated 27 April 2009 (the “AGM Notice”), the circular of the Company dated 6 May 2009 (the “Supplemental Circular”) and the supplemental notice of AGM of the Company dated 6 May 2009 (the “Supplemental AGM Notice”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental Circular.

The Board is pleased to announce that the AGM was held at 9 a.m. on Tuesday, 9 June 2009 at AVIC Hotel, No.10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People’s Republic of China (the “PRC”) during which all the resolutions set out in the AGM Notice and the Supplemental AGM Notice were duly passed.

As at the date of the AGM, a total of 4,643,608,500 shares of the Company were in issue, of which 2,835,305,636 shares (representing approximately 61.06% of the total number of issued shares of the Company) were held by AVIC.

In relation to resolution numbers 1 to 31 as set out in the AGM Notice, the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM was 4,643,608,500. There were no shares of the Company entitling the holder to attend and vote only against the resolutions at the AGM. The Shareholders in attendance either in person or by proxy represented 3,311,424,147 shares of the Company carrying voting rights, or 71.31% of the total number of shares of the Company carrying voting rights for the resolutions.

In relation to resolution numbers 32 and 33 as set out in the Supplemental AGM Notice, the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM was 1,808,302,864. There were no shares of the Company entitling the holder to attend and vote only against the resolutions at the AGM. The Shareholders in attendance either in person or by proxy at the AGM represented 476,118,511 shares of the Company

carrying voting rights, or 26.33% 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.

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

Number	Resolution	Number of shares (Approx. Percentage)	
		For	Against
Ordinary Resolutions			
1.	To approve the Report of the Board of the Company for the year ended 31 December 2008.	3,311,424,147 (100%)	0 (0%)
2.	To approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2008.	3,311,424,147 (100%)	0 (0%)
3.	To approve the audited financial statements of the Company for the year ended 31 December 2008.	3,311,424,147 (100%)	0 (0%)
4.	To approve the profit distribution plan of the Company for the year ended 31 December 2008.	3,311,424,147 (100%)	0 (0%)
5.	To appoint the Auditors of the Company for the financial year 2009 and to determine their respective remuneration.	3,311,424,147 (100%)	0 (0%)
6.	To re-elect Mr. Lin Zuoming as executive Director.	3,311,424,147 (100%)	0 (0%)
7.	To re-elect Mr. Tan Ruisong as executive Director.	3,311,424,147 (100%)	0 (0%)
8.	To re-elect Mr. Wu Xiandong as executive Director.	3,303,367,978 (99.76%)	8,056,169 (0.24%)
9.	To re-elect Mr. Gu Huizhong as non-executive Director.	3,311,424,147 (100%)	0 (0%)
10.	To re-elect Mr. Xu Zhanbin as non-executive Director.	3,311,424,147 (100%)	0 (0%)
11.	To re-elect Mr. Geng Ruguang as non-executive Director.	3,311,424,147 (100%)	0 (0%)
12.	To re-elect Mr. Zhang Xinguo as non-executive Director.	3,311,424,147 (100%)	0 (0%)
13.	To re-elect Mr. Li Fangyong as non-executive Director.	3,311,424,147 (100%)	0 (0%)
14.	To re-elect Mr. Wang Yong as non-executive Director.	3,311,424,147 (100%)	0 (0%)

Number	Resolution	Number of shares (Approx. Percentage)	
		For	Against
15.	To re-elect Mr. Maurice Savart as non-executive Director.	3,311,424,147 (100%)	0 (0%)
16.	To re-elect Mr. Guo Chongqing as independent non-executive Director.	3,311,424,147 (100%)	0 (0%)
17.	To re-elect Mr. Li Xianzong as independent non-executive Director.	3,311,424,147 (100%)	0 (0%)
18.	To re-elect Mr. Lau Chung Man, Louis as independent non-executive Director.	3,311,424,147 (100%)	0 (0%)
19.	To appoint Mr. Gao Jianshe as non-executive Director.	3,311,424,147 (100%)	0 (0%)
20.	To appoint Mr. Chen Yuanxian as non-executive Director.	3,303,367,978 (99.76%)	8,056,169 (0.24%)
21.	The resolution relating to the resignation of Mr. Hu Wenming as a Supervisor representing the Shareholders.	3,311,424,147 (100%)	0 (0%)
22.	The resolution relating to the resignation of Mr. Yu Yan as a Supervisor representing the Shareholders.	3,311,424,147 (100%)	0 (0%)
23.	The resolution relating to the resignation of Ms. Zheng Li as an independent Supervisor.	3,311,424,147 (100%)	0 (0%)
24.	The resolution relating to the resignation of Mr. Xie Zhihua as an independent Supervisor.	3,311,424,147 (100%)	0 (0%)
25.	To re-elect Ms. Bai Ping as a Supervisor representing the Shareholders.	3,311,424,147 (100%)	0 (0%)
26.	To re-elect Mr. Wang Yuming as a Supervisor representing the Shareholders.	3,311,424,147 (100%)	0 (0%)
27.	To appoint Mr. Yu Guanghai as a Supervisor representing the Shareholders.	3,311,424,147 (100%)	0 (0%)
28.	To approve the ordinary 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.	N/A	N/A
Special Resolutions			
29.	To approve the amendments to articles 1, 3, 87, 110, 111, 113, 150 and 153 of the Articles of Association.	3,311,424,147 (100%)	0 (0%)
30.	To grant an unconditional General Mandate to issue shares to the Board.	3,303,367,978 (99.76%)	8,056,169 (0.24%)
31.	To approve the special 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.	N/A	N/A

Number	Resolution	Number of shares (Approx. Percentage)	
		For	Against
Ordinary Resolutions			
32.	<p>“THAT:</p> <p>(a) the terms and conditions of the Share Transfer Agreement I (a copy of which has been produced to this meeting marked “A” and initialed by the Chairman of the meeting), which provide, among other matters, the transfer of 100% equity interest in Harbin Automobile Group by the Company to AVIC Automobile for a cash consideration of RMB1 million, subject to the final figure endorsed by SASAC, be and are hereby approved, ratified and confirmed; and</p> <p>(b) the Directors (or any one of them) be and are hereby authorized 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 or in connection with the transactions contemplated under the Share Transfer Agreement I, including, without limitation, to confirm the final consideration with the relevant PRC government authorities and obtain the necessary approval from the relevant PRC government authorities, and to sign and execute such further documents or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to the Share Transfer Agreement I as the Directors (or any one of them) may in their absolute discretion deem fit.”</p>	<p>476,118,511 (100%)</p>	<p>0 (0%)</p>

Number	Resolution	Number of shares (Approx. Percentage)	
		For	Against
33.	<p>“THAT:</p> <p>(a) the terms and conditions of the Share Transfer Agreement II (a copy of which has been produced to this meeting marked “B” and initialed by the Chairman of the meeting), which provide, among other matters, the transfer of 10% equity interest in Changhe Suzuki by the Company to AVIC Automobile for a cash consideration of RMB109.4 million, subject to any adjustment upon the final valuation figure is confirmed by SASAC, be and are hereby approved, ratified and confirmed; and</p> <p>(b) the Directors (or any one of them) be and are hereby authorized 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 or in connection with the transactions contemplated under the Share Transfer Agreement II, including, without limitation, to confirm the final consideration with the relevant PRC government authorities and obtain the necessary approval from the relevant PRC government authorities, and to sign and execute such further documents or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to the Share Transfer Agreement II as the Directors (or any one of them) may in their absolute discretion deem fit.”</p>	476,118,511 (100%)	0 (0%)

The Board confirmed that AVIC and its associates had abstained from voting on ordinary resolution numbers 32 and 33. 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 third session of the Board and Mr. Tan Ruisong was appointed as the vice chairman of the third 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, resolution numbers 6 to 20 were duly passed, and the Board meeting, the third session of the Board comprises the following members:

Mr. Lin Zuoming (chairman and executive director), Mr. Tan Ruisong (vice chairman, executive director and general manager), Mr. Wu Xiandong (executive director), Mr. Gu Huizhong (non-executive director), Mr. Xu Zhanbin (non-executive director), Mr. Geng Ruguang (non-executive director), Mr. Zhang Xinguo (non-executive director), Mr. Gao Jianshe (non-executive director), Mr. Li Fangyong (non-executive director), Mr. Chen Yuanxian (non-executive director), Mr. Wang Yong (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 third 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 Board is also pleased to announce the following appointment of members of the Development and Strategy Committee, the Remuneration Committee and the Audit Committee:

1. Mr. Lin Zuoming was appointed as the member and chairman of the Development and Strategy Committee. Mr. Maurice Savart and Mr. Geng Ruguang were appointed as the members of the Development and Strategy Committee.
2. Mr. Gao Jianshe was appointed as the member and chairman of the Remuneration Committee. Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man, Louis 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.

(3) Changes in composition of the Supervisory Committee

Mr. Li Yuhai and Mr. Tang Jianguo were elected democratically by the employees of the Company as supervisors of the third session of the Supervisory Committee representing the employees of the Company on 27 May 2009.

After the conclusion of the AGM during which resolution numbers 21 to 24 were passed, each of Mr. Hu Wenming and Mr. Yu Yan ceased to be a supervisor representing the Shareholders; each of Ms. Zheng Li and Mr. Xie Zhihua ceased to be an independent supervisor and Mr. Gao Jianshe ceased to be a supervisor representing the employees of the Company. Each of Mr. Hu Wenming, Mr. Yu Yan, Ms. Zheng Li, Mr. Xie Zhihua and Mr. Gao Jianshe 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.

At the Supervisory Committee meeting following the AGM, Mr. Li Yuhai was appointed as the chairman of the third 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, resolution numbers 25 to 27 were duly passed, and the Supervisory Committee meeting, the third session of the Supervisory Committee comprises the following members:

Mr. Li Yuhai (chairman of the Supervisory Committee and supervisor representing the employees of the Company), Mr. Tang Jianguo (supervisor representing the employees of the Company), Ms. Bai Ping (supervisor representing Shareholders), Mr. Wang Yuming (supervisor representing Shareholders) and Mr. Yu Guanghai (supervisor representing Shareholders).

The biographical details of each of the supervisors of the third 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. As far as the Board is aware and save as disclosed in the Circular, 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.

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

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

Mr. Li Yao, Mr. Ni Xianping, Mr. Liu Chunhui, Mr. Zheng Qiang and Mr. Tian Xueying were appointed as the vice general managers of the Company.

Mr. Li Yao was appointed as the chief financial officer of the Company.

Mr. Yan Lingxi was appointed as the Board secretary of the third session of the Board. The Board further announces that Mr. Ip Kun Wan, Kiril (“Mr. Ip”) resigned from the office of joint company secretary of the Company with effect from 9 June 2009 due to his personal work arrangements. Mr. Ip has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

By order of the board of directors
AviChina Industry & Technology Company Limited*
Yan Lingxi
Company Secretary

Hong Kong, 9 June 2009

As at the date of this announcement, the Board 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. Gao Jianshe, Mr. Li Fangyong, Mr. Chen Yuanxian, 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.*