



中航興業有限公司

CHINA NATIONAL AVIATION COMPANY LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 1110)

RESULTS OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the announcement made by China National Aviation Company Limited (the “Company”) on 19 August, 2004 and the circular of the Company dated 2 September, 2004 (the “Circular”). Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

RESULTS OF EGM

The Board is pleased to announce that the ordinary resolutions relating to: (i) the CNACG Agreement, the CNACG Acquisition and the transactions contemplated thereunder; (ii) the HKIAC Agreement, the HKIAC Acquisition and the transactions contemplated thereunder; (iii) the BACL Contract and the transactions contemplated thereunder for annual amount not exceeding RMB200 million; and (iv) the SWACL Air China Contract, the SWACL Air China Zhejiang Contract, the SWACL China Southwest Contract, and the SWACL Supply Contract and the transactions contemplated thereunder for annual aggregate amount not exceeding RMB70 million, were duly passed by the independent Shareholders by way of poll at the Extraordinary General Meeting held on 20 September, 2004 (“EGM”).

As at the date of this announcement, the total number of issued shares in the Company was 3,312,680,000. In accordance with the requirements of the Listing Rules, China National Aviation Corporation (Group) Limited (“CNACG”), the substantial shareholder of the Company holding 2,303,098,000 shares in the Company, has abstained from voting on the ordinary resolutions at the EGM. No Shareholder was required to, nor has stated its intention in the Circular to, vote only against the ordinary resolutions at the EGM. Accordingly, the total number of shares entitling the holders thereof to attend and vote for or against the ordinary resolutions at the EGM was 1,009,582,000.

Computershare Hong Kong Investor Services Limited, the Company’s share registrars and transfer office, was appointed as the scrutineer in the EGM for the purpose of vote-taking. Set out below are the poll results in respect of the respective resolutions put to the vote at the EGM:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To approve and ratify the CNACG Agreement dated 19 August 2004 entered into between Fly Top Limited and China National Aviation Corporation (Group) Limited, the CNACG Acquisition and the transactions contemplated thereunder.	482,193,032 (100%)	0 (0%)
2.	To approve and ratify the HKIAC Agreement dated 19 August 2004 entered into between Fly Top Limited and Hong Kong International Air Catering Limited, the HKIAC Acquisition and the transactions contemplated thereunder.	482,193,032 (100%)	0 (0%)
3.	To approve the ratify the BACL Contract dated 5 August 2004 entered into between Beijing Air Catering Co., Ltd. and Air China International Corporation and the transactions contemplated thereunder on the condition that the annual amount for the transactions contemplated thereunder shall not exceed RMB200 million.	482,193,032 (100%)	0 (0%)
4.	To approve and ratify: (i) the SWACL Air China Contract dated 7 March 2003 entered into between Southwest Air Catering Company Limited, and Air China International Corporation; (ii) the SWACL Air China Zhejiang Contract dated 15 December 2003 entered into between Southwest Air Catering Company Limited and Zhejiang branch company of Air China International Corporation; (iii) SWACL Air China Southwest Contract dated 25 June 2002 entered into between Southwest Air Catering Company Limited and Southwest branch company of Air China International Corporation; and (iv) the SWACL Supply Contract dated 15 December 2003 entered into between Southwest Air Catering Company Limited and Southwest branch company of Air China International Corporation and the transactions contemplated thereunder on the condition that the annual aggregate amount for the transactions contemplated thereunder shall not exceed RMB70 million.	482,193,032 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the respective resolutions, each of the above resolutions was duly passed as an ordinary resolution of the Company.

By Order of the Board
Li Man Kit
Company Secretary

Hong Kong, 20 September, 2004

As at the date of this announcement, the executive Directors are Messrs. Kong Dong, Chuang Shih Ping, Zhang Xianlin, Tsang Hing Kwong, Thomas, Gu Tiefert and Zhao Xiaohang and the independent non-executive Directors are Messrs. Lok Kung Nam, Hu Hung Lick, Henry, Ho Tsu Kwok, Charles, Li Kwok Heem, John and Chan Ching Har, Eliza.

“Please also refer to the published version of this announcement in The Standard.”