THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **AviChina Industry & Technology Company Limited***, you should at once hand this circular and the enclosed proxy form to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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) PROPOSED DISTRIBUTION OF 2025 FINAL DIVIDEND;
(2) PROPOSED RE-APPOINTMENT OF AUDITOR FOR THE FINANCIAL YEAR 2026;
(3) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR;
(4) PROPOSED GENERAL MANDATE TO ISSUE SHARES;
(5) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice convening the AGM of AviChina Industry & Technology Company Limited* to be held at 9:00 a.m. on Tuesday, 19 May 2026 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC is set out on pages 12 to 17 of this circular.

Form of proxy for use at the AGM is enclosed and is also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of such meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM or any adjournment thereof (as the case may be) and voting in person if you so wish.

28 April 2026

* *For identification purposes only*

CONTENTS

Page

Definitions 1

Letter from the Board 4

Introduction 4

Proposed Distribution of 2025 Final Dividend 5

Proposed Re-appointment of Auditor for the Financial Year 2026 5

Proposed Change of Non-Executive Director 6

Proposed General Mandate to Issue Shares 7

Proposed General Mandate to Repurchase Shares 8

AGM 8

Recommendation 8

Appendix I – Explanatory Statement for Repurchase General Mandate 9

Notice of AGM 12

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company to be held at 9:00 a.m. on Tuesday, 19 May 2026 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC
"Articles of Association"	the articles of association of the Company (as amended from time to time)
"AVIC"	Aviation Industry Corporation of China, Ltd.* (中國航空工業集團有限公司), the controlling Shareholder of the Company holding directly and indirectly 59.63% equity interest of the Company as of the Latest Practicable Date
"Board"	the board of directors of the Company
"Company"	AviChina Industry & Technology Company Limited* (中國航空科技工業股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Stock Exchange
"Company Law"	the Company Law of the People's Republic of China (as amended from time to time)
"controlling Shareholder(s)"	has the same meaning as defined in the Listing Rules
"Director(s)"	the director(s) of the Company
"Domestic Shares"	the ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB by PRC nationals and/or PRC corporate entities
"Group"	the Company and its subsidiaries
"H Share(s)"	ordinary share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Company, which are traded in HK dollars and listed on the Stock Exchange
"HK$" or "HK dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Issue General Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to issue, allot or otherwise deal with additional Shares representing up to the limit of 20% of the total number of the Shares in issue (excluding treasury Shares, if any) as at the date of approving the Issue General Mandate Resolution at the AGM
"Issue General Mandate Resolution"	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Issue General Mandate to the Board
"Latest Practicable Date"	Thursday, 23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
"PRC"	the People's Republic of China
"Repurchase General Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase or otherwise deal with the H Shares representing up to the limit of 10% of the total number of the H Shares in issue (excluding treasury Shares, if any) as at the date of approving the Repurchase General Mandate Resolution at the AGM
"Repurchase General Mandate Resolution"	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Repurchase General Mandate to the Board
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
"Share(s)"	share(s) of RMB1.00 each in the capital of the Company
"Shareholder(s)"	holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the same meaning as defined in the Listing Rules
"substantial Shareholder(s)"	has the same meaning as defined in the Listing Rules

"Takeovers Code"	the Code on Takeovers and Mergers (as amended from time to time)
"treasury Shares"	has the same meaning as defined in the Listing Rules
"%"	percent

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)

Executive Directors:
Mr. Yan Lingxi *(Chairman)*
Mr. Sun Jizhong

Non-executive Directors:
Mr. Xu Dongsheng
Mr. Zhou Xunwen
Ms. Hu Shiwei
Mr. Gao Jiming

Independent non-executive Directors:
Mr. Liu Weiwu
Mr. Mao Fugen
Mr. Lin Guiping

Registered office:
2nd Floor, Building 27
No. 26 Xihuan South Street
Economic Technological
Development Area
Beijing, the PRC

Place of business in Hong Kong:
Unit 2202A, 22nd Floor
Fairmont House
8 Cotton Tree Drive, Central
Hong Kong

28 April 2026

To the Shareholder(s):

Dear Sir or Madam,

(1) PROPOSED DISTRIBUTION OF 2025 FINAL DIVIDEND; (2) PROPOSED RE-APPOINTMENT OF AUDITOR FOR THE FINANCIAL YEAR 2026; (3) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR; (4) PROPOSED GENERAL MANDATE TO ISSUE SHARES; (5) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with (i) the notice of the AGM, and (ii) the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the AGM.

* *For identification purposes only*

PROPOSED DISTRIBUTION OF 2025 FINAL DIVIDEND

The Board recommended the payment of a final dividend for the year 2025 in an aggregate amount of RMB530,194,807, representing a dividend of RMB0.0665 per Share (2024: RMB0.081 per Share), calculated based on the existing number of total issued Shares of 7,972,854,242 Shares of the Company as at the Latest Practicable Date, subject to adjustment (if any) based on the number of total issued Shares on Friday, 29 May 2026 (the "**Record Date**").

The final dividend will be paid to those Shareholders whose names appear on the Company's register of members at the close of business on the Record Date. To determine the identity of the Shareholders entitled to receive the final dividend, the Company's register of members will be closed from Sunday, 24 May 2026 to Friday, 29 May 2026 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order to be entitled to receive the final dividend, all transfer instruments accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's H Shares registrar, by not later than 4:30 p.m. on Friday, 22 May 2026.

In accordance with Article 137 of the Articles of Association, the dividend will be declared in RMB to the Shareholders. The dividend payable to Domestic Shares Shareholders will be paid in RMB within three months after the dividend declaration date, the dividend payable to H Shares Shareholders will be denominated and declared in RMB and paid in Hong Kong Dollars within three months after the dividend declaration date. The dividend to be paid in Hong Kong Dollars will be converted based on the average central parity rate between RMB and Hong Kong Dollars issued by the People's Bank of China for the five business days prior to the declaration of dividends at the AGM. Subject to the approval of the Shareholders at the AGM, the aforementioned dividend is expected to be paid by the Company on or before Thursday, 25 June 2026.

PROPOSED RE-APPOINTMENT OF AUDITOR FOR THE FINANCIAL YEAR 2026

WUYIGE Certified Public Accountants LLP* (大信會計師事務所(特殊普通合夥)) ("**WUYIGE**") will retire as the auditor of the Company for the financial year 2025 at the AGM. In view of the circumstance that WUYIGE is a certified public accountant firm approved by the Ministry of Finance of the PRC and the China Securities Regulatory Commission and is qualified to provide auditing services by adopting the Chinese Standards on Auditing for issuers listed in Hong Kong and incorporated in the PRC, the Board, upon the recommendation from the Audit and Risk Management Committee of the Company, has resolved the proposed re-appointment of WUYIGE as the auditor of the Company for the financial year 2026 for a term of office commencing from the date of the re-appointment upon approval at the AGM until the end of the annual general meeting of the Company for the year of 2026, with the remuneration of RMB2.27 million. Since 2024, the Company has engaged WUYIGE as its auditor. The audit fees are determined based on a number of factors, including the size, workload and complexity of the Company's annual audit, the Company's audit timetable, the resources required to be deployed by WUYIGE, and prevailing market rates. The audit fees for WUYIGE's audit services for 2026 remain consistent with those for the financial years 2024 and 2025.

The proposed re-appointment of auditor for the financial year 2026 is subject to the approval by ordinary resolution at the AGM.

PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 27 March 2026 in relation to, among others, the proposed change of non-executive Director.

Having reached the statutory retirement age, Mr. Zhou Xunwen ("**Mr. Zhou**") applied to the Board for resignation from his position as a non-executive Director and member of each of the Development and Strategy Committee, the Audit and Risk Management Committee and the Sustainable Development Committee of the Board on 27 March 2026. Mr. Zhou's tenure shall end on the date on which the appointment of the new Director candidate is approved at the AGM.

Mr. Zhou has confirmed that he has no disagreement with the Board, and there is no matter in relation to his resignation that needs to be brought to the attention of the Board and the Shareholders.

The Company would like to express its sincere gratitude to Mr. Zhou for his valuable contributions to the Company during his term of service.

At the Board meeting of the Company held on 27 March 2026, Mr. Wang Rong ("**Mr. Wang**") had been nominated as a candidate for non-executive Director of the eighth session of the Board for a term of office commencing from the date on which his proposed appointment is approved at the AGM until the date on which the election of the new session of the Board is resolved at the Shareholders' meeting to be convened in 2027. As at the Latest Practicable Date, no service contract has been entered into between Mr. Wang and the Company. The remuneration of Mr. Wang will be determined by the remuneration committee of the Board by reference to his duties and responsibilities at the Company and the prevailing market conditions, subject to the authorization of AGM. Details of the remuneration of Directors will be disclosed in the Company's annual reports.

The biographical details of Mr. Wang are set out as follows:

Mr. Wang Rong, 57, holds a master's degree and is a professor-level senior accountant. Mr. Wang graduated from the School of Business Administration at Southwest University of Finance and Economics with a master's degree in business administration. Mr. Wang has previously served as a deputy chief and chief of the finance section at Chengdu Aircraft Electromechanical Products General Corporation* (成飛機電產品總公司); as a chief finance officer of Chengdu Aircraft Electromechanical Products General Corporation, dispatched by the Foreign Investment Office of Chengdu Aircraft Company Limited* (成飛對外投資處); as a deputy director of the audit department of Chengdu Aircraft Industry (Group) Co., Ltd. * (成都飛機工業(集團)有限責任公司); as a director, deputy general manager, and chief finance officer of Sichuan Chengfei Integration Technology Corporation Limited* (四川成飛集成科技股份有限公司); and as a deputy director and director of the finance department, assistant general manager and deputy chief accountant at Chengdu Aircraft Industrial (Group) Co., Ltd. From January 2014 to October 2020, Mr. Wang served successively as a deputy general manager and chief accountant, and later as a director, deputy general manager and chief accountant of AVIC Guizhou Aviation Aircraft Co., Ltd.* (中航貴州飛機有限責任公司). From October 2020 to March 2022, Mr. Wang served as a deputy director of the internal control and audit committee of the Science and Technology Committee of Chengdu Aircraft Industry (Group) Co., Ltd.* (成都飛機工業(集團)有限責任公司科學技術委員會). From March 2022 to November 2025, Mr. Wang served as a chief accountant of AVIC Chengdu Aircraft Civil Aircraft Co., Ltd* (中航成飛民用飛機有限責任公司). Since

December 2025, Mr. Wang has been a director of AVIC Airborne Systems Co., Ltd.* (中航機載系統有限公司) and a non-independent director of AVIC Industry-Finance Holdings Co., Ltd.* (中航工業產融控股股份有限公司).

As far as the Directors are aware, save as disclosed above, as at the Latest Practicable Date, Mr. Wang does not hold any directorships in other public listed companies in the last three years nor did he hold any position with the Company or other members of the Group, and he does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company.

As at the Latest Practicable Date, as far as the Directors are aware, Mr. Wang does not hold any interests or short positions within the meaning of Part XV of the SFO in the shares, underlying shares or debentures of the Company or any of its associated corporations.

Save as disclosed above, the Company is not aware of any other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Wang as a non-executive Director of the Company.

The proposed appointment of Mr. Wang as a non-executive Director is subject to the approval by ordinary resolution at the AGM.

PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to provide the Board with flexibility and discretion to issue new Shares, the Company proposed to grant the Issue General Mandate to the Board to allot, issue and deal with additional Shares of the Company up to the limit of 20% of the total number of the Shares in issue (excluding treasury Shares, if any) as at the date of passing the Issue General Mandate Resolution at the AGM. As at the Latest Practicable Date, the total number of Shares of the Company in issue was 7,972,854,242. Subject to the passing of the Issue General Mandate Resolution at the AGM and on the basis that the total number of Shares of the Company in issue remains unchanged on or before the date of the AGM, the Company will be allowed to issue a maximum of 1,594,570,848 Shares.

The Issue General Mandate shall be effective until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company following the date of passing the Issue General Mandate Resolution at the AGM; or (ii) the expiration of the 12-month period following the date of passing the Issue General Mandate Resolution at the AGM; or (iii) the revocation or variation of the authorization given under the Issue General Mandate Resolution by a special resolution of the Company at a Shareholder's meeting. Any exercise of the power by the Board under the Issue General Mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and applicable laws and regulations of the PRC. The above Issue General Mandate Resolution is subject to the approval of the Shareholders by a special resolution at the AGM.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

In order to provide the Board with flexibility and discretion to repurchase H Shares at the appropriate time, the Company proposed to grant the Repurchase General Mandate to the Board by way of a special resolution considered and approved at the AGM to repurchase H Shares of the Company up to the limit of 10% of the total number of the H Shares in issue (excluding treasury Shares, if any) as at the date of passing the Repurchase General Mandate Resolution under the conditions as set out at the AGM.

Explanatory statement in relation to the Repurchase General Mandate is set out in Appendix I to this circular.

AGM

The notice convening the AGM to be held at 9:00 a.m. on Tuesday, 19 May 2026 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC is set out on pages 12 to 17 of this circular.

Form of proxy for use at the AGM is enclosed and is also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM or any adjournment thereof (as the case may be) and voting in person if you so wish.

The resolutions to be approved at the AGM will be voted by way of poll. The poll results announcement of the AGM will be published on the website of the Stock Exchange and the website of the Company.

RECOMMENDATION

The Board considers that the resolutions as set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favor of such resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
AviChina Industry & Technology Company Limited*
Yan Lingxi
Chairman

* *For identification purpose only*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase General Mandate to the Board. Neither the explanatory statement set out in this appendix nor the proposed share repurchase has any unusual features.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this document.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by the Articles of Association to repurchase its own securities.

REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB7,972,854,242, divided into 1,762,191,406 Domestic Shares and 6,210,662,836 H Shares, with a nominal value of RMB1.00 each. The Company did not hold any treasury Share as at the Latest Practicable Date. Subject to the passing of the proposed Repurchase General Mandate Resolution and on the basis that the number of the total issued Shares of the Company remains unchanged on or prior to the date of the AGM, the Company will be allowed under the Repurchase General Mandate to repurchase a maximum of 621,066,283 H Shares, being the maximum of 10% of the total number of the H Shares in issue (excluding treasury Shares, if any) as at the date of passing the Repurchase General Mandate Resolution.

The Company may cancel the Shares bought back under the Repurchase General Mandate, and/or hold them as treasury Shares subject to, for example, market conditions, purpose of repurchase and its capital management needs at the relevant time of the repurchase.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase General Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase General Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including, without limitation, surplus funds and undistributed profits of the Company.

Taking into account the current good working capital position of the Company, the Directors consider that, if the Repurchase General Mandate were to be exercised in full, it would not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 December 2025 as disclosed in the Company's latest published audited accounts contained in the annual report for the year 2025. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price of repurchase of Shares and other terms upon which the same are repurchased will be decided by the Directors at an appropriate time having taken into consideration the circumstances then prevailing which shall be in the best interests of the Company and the Shareholders as a whole.

MARKET PRICES OF H SHARES

The highest and lowest prices at which the H Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	H Shares (HK$)	
Month	**Highest Price**	**Lowest Price**
2025		
April	4.02	3.02
May	4.39	3.55
June	4.51	3.81
July	4.96	4.21
August	5.01	4.35
September	4.43	3.88
October	4.51	3.96
November	4.09	3.75
December	4.12	3.75
2026		
January	4.66	3.95
February	4.38	3.99
March	4.38	3.29
1 April to the Latest Practicable Date	3.72	3.34

* *Source: Wind*

DIRECTORS' UNDERTAKING

The Directors will exercise the power of the Company under appropriate circumstances to make purchases pursuant to the Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

DISCLOSURE OF INTERESTS

None of the Directors or their close associates (as defined in the Listing Rules), to the best of their knowledge, having made all reasonable enquiries, has any present intention to sell to the Company any of the Shares if the Repurchase General Mandate is approved at the AGM.

None of the core connected persons (as defined in the Listing Rules) of the Company has notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, if the Repurchase General Mandate is exercised.

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the Company exercising its powers to repurchase Shares pursuant to the Repurchase General Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, AVIC was the controlling Shareholder of the Company directly and indirectly holding 59.63% of the issued share capital of the Company. The Company expects that the exercise of the Repurchase General Mandate in full will not have any implications for AVIC under the Takeovers Code. Assuming that the number of total issued Shares of the Company remains unchanged between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase General Mandate whether in whole or in part will not result in the percentage of the Shares held by the public being less than the relevant prescribed minimum percentage as required by the Stock Exchange.

Moreover, the Directors will not make Share repurchases on the Stock Exchange if such repurchase would result in the requirements under Rule 13.32A of the Listing Rules not being complied with.

SECURITIES REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of AviChina Industry & Technology Company Limited* (the "**Company**") will be held at 9:00 a.m. on Tuesday, 19 May 2026 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC to consider and approve the following resolutions:

ORDINARY RESOLUTIONS

1. The resolution relating to the Report of the Board of the Company for the year ended 31 December 2025, the full text of which is set out in the 2025 annual report of the Company dated 22 April 2026 (the "**Annual Report**");

2. The resolution relating to the audited financial statements of the Group for the year ended 31 December 2025, the full text of which is set out in the Annual Report;

3. The resolution relating to the profit distribution plan (including distribution of 2025 final dividend) of the Company for the year ended 31 December 2025;

4. The resolution relating to the re-appointment of WUYIGE Certified Public Accountants LLP* (大信會計師事務所 (特殊普通合夥)) as the auditor of the Company for the financial year 2026 and the determination of its remuneration;

5. The resolution relating to the appointment of Mr. Wang Rong as a non-executive Director of the Company with a term of office commencing from the date of approval at the AGM until the date of approval of the next session of the Board at the Shareholders' meeting of the Company to be held in 2027, the grant of an authorization to any executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Board to determine his remuneration;

6. The resolution(s) to be proposed at the AGM by Shareholders holding 1% or more of the total number of the Company's Shares carrying voting rights, if any, by way of ordinary resolution(s).

* *For identification purpose only*

SPECIAL RESOLUTIONS

7. To consider, and if thought fit, pass the following resolution on the proposed general mandate to issue Shares:

"**THAT**:

(1) the Board be and is hereby granted, during the Relevant Period (as defined hereinbelow), an unconditional general mandate to issue, allot and/or deal with additional Shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate number of the additional Shares to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board other than pursuant to the share scheme (if any) adopted by the Company for the grant or issue of Shares, shall not exceed 20% of the total number of the Shares in issue (excluding treasury Shares, if any) as at the date of passing of this resolution; and

(c) the Board will only exercise its power under the general mandate in accordance with the Company Law and the Listing Rules (as each of them may be amended from time to time) and only if all necessary approvals from or filing with the China Securities Regulatory Commission and/or other relevant government authorities in the PRC (if applicable) are obtained;

and, for the purposes of this resolution:

"**Relevant Period**" means the period from the date of passing this resolution until whichever is the earliest of:

i. the conclusion of the next annual general meeting of the Company following the passing of this special resolution; or

ii. the expiration of the 12-month period following the passing of this special resolution; or

iii. the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a Shareholders' meeting.

(2) contingent on the Board resolving to exercise the general mandate and/or issue Shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorized:

(a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the general mandate and/or the issue of Shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);

(b) to determine the use of proceeds, and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or other places and jurisdictions (as appropriate); and

(c) to increase the registered capital of the Company and make all necessary amendments to the Articles of Association to reflect such increase and to register the increased registered capital with the relevant authorities so as to reflect the new registered capital and/or share structure of the Company."

8. To consider, and if thought fit, pass the following resolution on the proposed general mandate to repurchase Shares:

"**THAT**:

(1) subject to paragraphs (2) and (3) below, the exercise by the Board during the Relevant Period (as defined in paragraph (4) below) of all the powers of the Company to repurchase H Shares in issue, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body, is approved;

(2) the aggregate number of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period (as defined in paragraph (4) below) shall not exceed 10% of the total number of the H Shares in issue (excluding treasury Shares, if any) as at the date of the passing of this special resolution;

(3) the approval in paragraph (1) above shall be conditional upon:

(a) compliance with the relevant requirements of the Company Law and the regulations of the regulatory authorities (including the Stock Exchange) of the place of listing of the Company as amended from time to time; and

(b) the approval of or the filing with the State Administration of Foreign Exchange, China Securities Regulatory Commission and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made.

(4) For the purpose of this special resolution, "**Relevant Period**" means the period from the passing of this special resolution at the AGM until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held;

(c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a Shareholders' meeting; or

(d) the date of expiration of a period of 12 months after this special resolution has been passed at the AGM.

(5) the Board is hereby authorized to:

(a) formulate and implement specific repurchase plans, including but not limited to the repurchase price, the amount of repurchases, the timing and period for repurchases;

(b) notify creditors and publish announcements in accordance with the requirements of the Company Law, the Articles of Association and the relevant requirements of the Stock Exchange (if applicable) as amended from time to time;

(c) open a foreign stock account and complete the corresponding procedure of change in foreign exchange registration;

(d) perform the relevant approval procedure in accordance with the requirements of the regulatory authority and the place of listing, including filing with the China Securities Regulatory Commission (if applicable);

(e) complete the procedure for the cancellation of the repurchased H Shares, the reduction of the Company's registered capital, the amendment of the relevant clauses of the Articles of Association relating to, among other things, the total amount of share capital and structure of shareholding, and perform the relevant domestic and foreign registration and filing procedures according to the statutory requirements in the PRC and foreign regions; and

(f) sign and execute other documents and complete other matters relevant to repurchases of H Shares."

9. The resolution(s) to be proposed at the AGM by Shareholders holding 1% or more of the total number of the Company's Shares carrying voting rights, if any, by way of special resolution(s).

By Order of the Board
AviChina Industry & Technology Company Limited*
Wu Yun
Company Secretary

Beijing, 28 April 2026

Notes:

1. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 28 April 2026 of which this notice relates.

2. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE AGM

As disclosed in the announcement of the Company dated 27 March 2026, the H Shares register of members of the Company will be closed from Wednesday, 29 April 2026 to Tuesday, 19 May 2026 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares and Domestic Shares whose names appear on the Company's register of members at the opening of business on Tuesday, 19 May 2026 are entitled to attend and vote at the AGM.

In order to be eligible to attend and vote at the AGM, holders of the Company's H Shares shall lodge all transfer instruments together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Shares register, not later than 4:30 p.m. on Tuesday, 28 April 2026 at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

3. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO RECEIVE THE 2025 FINAL DIVIDEND

The Board recommended the payment of a final dividend for the year 2025 in an aggregate amount of RMB530,194,807, representing a dividend of RMB0.0665 per Share (2024: RMB0.081 per Share), calculated based on the existing number of total issued Shares of 7,972,854,242 Shares as at the Latest Practicable Date, which is subject to adjustment (if any) based on the number of total issued Shares on Friday, 29 May 2026 (the "**Record Date**"). Subject to the approval of the Shareholders at the AGM, the aforementioned dividend is expected to be paid by the Company on or before Thursday, 25 June 2026. Further announcement will be made in this regard in due course.

The 2025 final dividend will be paid to those Shareholders whose names appear on the Company's register of members at the close of business on the Record Date. To determine the identity of the Shareholders entitled to receive the final dividend, the Company's register of members will be closed from Sunday, 24 May 2026 to Friday, 29 May 2026 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order to be entitled to receive the 2025 final dividend, all transfer instruments accompanied by the relevant Share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's H Shares registrar, not later than 4:30 p.m. on Friday, 22 May 2026 at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

4. REGISTRATION PROCEDURES FOR ATTENDING THE AGM

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 AGM, 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 authorization of that legal representative or other person.

5. PROXIES

(1) Any Shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf at the AGM. A proxy needs not to be a Shareholder. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the AGM.

(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, the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, where appropriate, must be delivered in the case of holders of Domestic Shares, to the correspondence address designated by the Company, and in the case of holders of H Shares, to Computershare Hong Kong Investor Services Limited, the Company's H Shares registrar, at Shops 1712-1716, 17/F Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM and return of a form of proxy will not preclude a Shareholder from attending AGM or any adjournment thereof (as the case may be) in person and voting at the AGM or any adjournment thereof (as the case may be) if he or she so wishes.

6. THE AGM IS EXPECTED TO LAST FOR HALF A DAY. SHAREHOLDERS ATTENDING THE AGM ARE RESPONSIBLE FOR THEIR OWN TRANSPORTATION AND ACCOMMODATION EXPENSES

Designated address of the Company:
10/F, Building B, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC (Postal code: 100029)
Telephone No: 86-10-58354309
Facsimile No: 86-10-58354310
Attention: Ms. Li Jing

As at the date of this notice, the Board comprises executive Directors Mr. Yan Lingxi and Mr. Sun Jizhong, non-executive Directors Mr. Xu Dongsheng, Mr. Zhou Xunwen, Ms. Hu Shiwei and Mr. Gao Jiming as well as independent non-executive Directors Mr. Liu Weiwu, Mr. Mao Fugen and Mr. Lin Guiping.