

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

ANNOUNCEMENT

(1) PROPOSED APPOINTMENT OF DIRECTORS; AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is published by the Company in accordance with Rules 13.51(1) and 13.51(2) of the Hong Kong Listing Rules.

The proposed appointment of Directors and the proposed amendments to the Articles of Association will be submitted for the Shareholders' consideration and approval at the AGM.

A supplemental notice containing, among other things, details of the proposed appointment of Directors and the proposed amendments to the Articles of Association will be despatched to the Shareholders in due course.

This announcement is published by AviChina Industry & Technology Company Limited* (the "**Company**") in accordance with Rules 13.51(1) and 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**").

1. PROPOSED APPOINTMENT OF DIRECTORS

Reference is made to the circular of the Company dated 11 April 2018 in relation to the 2017 annual general meeting of the Company (the "**AGM**"), pursuant to which, the directors (the "**Director(s)**") for the sixth session of the board of the Company (the "**Board**") will be considered and appointed (if thought fit) at the AGM.

The Board announces that, due to other work commitment, Mr. Lin Zuoming will not

* *For identification purposes only*

stand for re-election as an executive director of the sixth session of the Board after expiry of his current term, and he has confirmed to the Company that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) in respect of his cessation of office.

The Board would like to express its sincere gratitude for the contribution Mr. Lin Zuoming has made for the Company during his term of service.

Meanwhile, due to other work commitment, Mr. Li Xianzong will not stand as a candidate for new appointment as an independent non-executive Director of the sixth session of the Board as previously disclosed in the circular of the Company dated 11 April 2018.

Mr. Wang Xuejun and Mr. Wang Jianxin have been nominated as candidates for new members of the sixth session of the Board as a non-executive Director and an independent non-executive Director, respectively, both for a term of office commencing from the establishment of the sixth session of the Board until the date on which the term of the sixth session of the Board will expire. Their salaries will be determined by the Remuneration Committee of the Company by reference to their qualifications, experiences and the prevailing market conditions, subject to the authorization of the AGM. No service contract has been entered into between them and the Company as at the date of this announcement. Please see their biographical details as follows:

Mr. Wang Xuejun, aged 46, is a researcher level senior economist. Mr. Wang Xuejun graduated from Renmin University of China with a bachelor degree in economics specializing in international finance in July 1995, and graduated from the Economy and Management School of Tsinghua University with a MBA degree in July 2002. Mr. Wang Xuejun commenced his career in aviation in 1995. He had been a section chief and vice director of the Capital Department of Aviation Industry Corporation of China since 2008. He is now the director of the Capital Management Department of Aviation Industry Corporation of China, Ltd.

Mr. Wang Jianxin, aged 45, is a doctorate degree holder and researcher. Mr. Wang Jianxin graduated from Jishou University with a Bachelor of Science degree in June 1994, and graduated from Zhongnan University of Finance and Economics with a master degree in accountancy in March 2001. He graduated from Shanghai University of Finance and Economics with a doctorate degree in accountancy in June 2004. Mr. Wang Jianxin had been a section chief of Chinese Academy of Fiscal Science, the vice director of Yunan Provincial Department of Finance and the chairman of Yunnan Institute of Certified Public Accountants, etc. He is now a researcher and doctoral supervisor in Chinese Academy of Fiscal Science. He is also the independent director

of AVIC Capital Co., Ltd., Nantian Electronics Information Co., Ltd., and Homa Appliances Co., Ltd.

As at the date of this announcement, as far as the Directors are aware and save as disclosed above, Mr. Wang Xuejun and Mr. Wang Jianxin do not hold any directorships in other publicly listed companies in the last three years, nor do they have any relationship with any other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company.

As at the date of this announcement, as far as the Directors are aware, Mr. Wang Xuejun and Mr. Wang Jianxin do not have any interests or short positions in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Saved as disclosed above, there is no other information required to be disclosed in relation to their appointments pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders.

The proposed appointments of Mr. Wang Xuejun and Mr. Wang Jianxin will be submitted for the consideration and approval of the Shareholders by way of ordinary resolutions at the AGM.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To emphasize the importance of compliance with the PRC laws and regulations, the Board proposed to amend the articles of association of the Company (the “**Articles of Association**”) as follows:

To insert paragraph 2 under the Article 7 under Chapter One of the Articles of Association as follows:

“The Company and its shareholders, Directors, supervisors, managers and other senior management staff shall all strictly comply with the national laws and regulations and the regulations and rules issued by the relevant regulatory authorities. Where there are other regulations or requirements by the industry authorities on the industry that the Company involves in (including but not limited to confidentiality matters and military matters), the Company shall execute in accordance with such regulations or requirements.”

The proposed amendments to the Articles of Association will be submitted for the consideration and approval of the Shareholders by way of a special resolution at the

AGM, at which an authorization will also be sought to authorise any executive Director of the Company to make corresponding revision to the amendments to the Articles of Association according to the opinions of the relevant regulatory authorities. The proposed amendments to the Articles of Association are still subject to the approval, registration and/or filing with the relevant regulatory authorities.

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

Beijing, 7 June 2018

As at the date of this announcement, the Board comprises executive Director Mr. Lin Zuoming, non-executive Directors Mr. Tan Ruisong, Mr. Wu Xiandong, Mr. Li Yao, Mr. He Zhiping and Mr. Patrick de Castelbajac as well as independent non-executive Directors Mr. Lau Chung Man, Louis, Mr. Liu Renhuai and Mr. Yeung Chi Wai.