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

The Board is pleased to announce that (1) the AGM was held by the Company at 11:00 a.m. on Friday, 29 June 2018 and the Resolutions set out in the Second 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; and (3) the Supervisory Committee of the Company had passed the resolutions in respect of the changes in composition of the Supervisory Committee.

(1) Voting Results of AGM

References are made to the circular (the “**Circular**”) of AviChina Industry & Technology Company Limited* (the “**Company**”) dated 11 April 2018, the notice of AGM dated 11 April 2018, the supplemental notice of AGM dated 8 June 2018, the second notice of AGM dated 13 June 2018 (“**Second AGM Notice**”, collectively, “**AGM Notices**”), and the announcement dated 15 June 2018 in relation to the annual general meeting of the Company for the year 2017 (the “**AGM**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the AGM Notices.

The board of Directors of the Company (the “**Board**”) is pleased to announce that the AGM was held at 11:00 a.m. on Friday, 29 June 2018 at Avic Hotel, No.10 Yi,

Central East Third Ring Road, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) during which the resolutions set out in the Second AGM Notice (the “**Resolutions**”) were duly passed. As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) is 5,966,121,836 H Shares.

For ordinary resolutions numbered 1 to 17 and special resolutions numbered 18 to 21 as set out in the Second AGM Notice, the total number of Shares entitling the holders to attend and vote for or against the Resolutions at the AGM was 5,966,121,836. There were no Shares 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). There were no shareholders of the Company (the “**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 4,109,551,644 Shares of the Company carrying voting rights, or 68.88% 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 (Approximate Percentage)	
		For	Against
Ordinary Resolutions			
1	The resolution relating to the Report of the Board of the Company for the year ended 31 December 2017;	4,108,797,644 (100%)	0 (0%)
2	The resolution relating to the Report of the supervisory committee of the Company for the year ended 31 December 2017;	4,108,797,644 (100%)	0 (0%)
3	The resolution relating to the audited financial statements of the Company for the year ended 31 December 2017;	4,108,797,644 (100%)	0 (0%)

4	The resolution relating to the profit distribution plan (including distribution of 2017 final dividend) of the Company for the year ended 31 December 2017;	4,109,551,644 (100%)	0 (0%)
5	The resolution relating to the appointment of ShineWing (HK) CPA Ltd. and ShineWing Certified Public Accountant LLP, as the international and domestic auditors of the Company for the financial year 2018 respectively, and to determine their remuneration;	4,109,551,644 (100%)	0 (0%)
6	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 establishment of the sixth session of the Board until the date on which the term of the sixth session of the Board will expire, the grant of an authorisation to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;	4,018,334,918 (97.78%)	91,216,726 (2.22%)
7	The resolution relating to the new appointment of Mr. Chen Yuanxian as an executive Director of the Company with 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, the grant of an authorisation to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;	4,107,776,844 (99.96%)	1,774,800 (0.04%)
8	The resolution relating to the re-election of Mr. Li Yao as a non-executive Director of the Company with a term of office	3,923,636,235 (95.48%)	185,915,409 (4.52%)

	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, the grant of an authorisation to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;		
9	The resolution relating to the new appointment of Mr. Wang Xuejun as a non-executive Director of the Company with 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, the grant of an authorisation to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;	4,003,175,529 (97.41%)	106,376,115 (2.59%)
10	The resolution relating to the re-election of Mr. He Zhiping as a non-executive Director of the Company with 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, the grant of an authorisation to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;	4,098,080,844 (99.72%)	11,470,800 (0.28%)
11	The resolution relating to the re-election of Mr. Patrick de Castelbajac as a non-executive Director of the Company with a term of office commencing from the establishment of the sixth session of the Board until the date on which the term of the	3,870,911,583 (94.19%)	238,640,061 (5.81%)

	sixth session of the Board will expire, the grant of an authorisation to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;		
12	The resolution relating to the re-election of Mr. Liu Renhuai as an independent non-executive Director of the Company with 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, the grant of an authorisation to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;	3,829,132,995 (93.18%)	280,418,649 (6.82%)
13	The resolution relating to the new appointment of Mr. Wang Jianxin as an independent non-executive Director of the Company with 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, the grant of an authorisation to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;	4,109,416,644 (100%)	0 (0%)
14	The resolution relating to the new appointment of Mr. Liu Weiwu as an independent non-executive Director of the Company with 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, the grant of an authorisation to the executive Director of the Company to sign the relevant	4,109,416,644 (100%)	0 (0%)

	service contract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;		
15	The resolution relating to the re-election of Mr. Zheng Qiang as a Shareholder representative Supervisor of the Company with a term of office commencing from the establishment of the sixth session of the Supervisory Committee until the date on which the term of the sixth session of the Supervisory Committee will expire, the grant of an authorisation to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;	4,109,416,644 (100%)	0 (0%)
16	The resolution relating to the new appointment of Mr. Guo Guangxin as a Shareholder representative Supervisor of the Company with a term of office commencing from the establishment of the sixth session of the Supervisory Committee until the date on which the term of the sixth session of the Supervisory Committee will expire, the grant of an authorisation to the executive Director of the Company to sign the relevant servicecontract on behalf of the Company with him and the grant of an authorisation to the remuneration committee of the Company to determine his remuneration;	4,109,416,644 (100%)	0 (0%)
17	The resolution(s) to be proposed at the AGM by shareholders holding 3% 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
Special Resolutions			
18	The resolution relating to granting the general mandate to the Board to issue new	3,807,414,277	302,002,367

	Shares (i.e. to issue a maximum of 1,193,224,366 H shares, representing 20% of the total issued H shares as of the date of passing this resolution).	(92.65%)	(7.35%)
19	The resolution relating to granting the general mandate to the Board to repurchase Shares (i.e. to issue a maximum of 596,612,183 H shares, representing 10% of the total issued H shares as of the date of passing this resolution).	4,109,416,644 (100%)	0 (0%)
20	The resolution relating to the amendments to the Articles of the Association of the Company.	4,109,060,644 (100%)	0 (0%)
21	The resolution (s) to be proposed at the Annual General Meeting by Shareholders holding 3% 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

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 sixth session of the Board comprises the following members:

Mr. Tan Ruisong (executive Director), Mr. Chen Yuanxian (executive Director), Mr. Li Yao (non-executive Director), Mr. Wang Xuejun (non-executive Director), Mr. He Zhiping (non-executive Director), Mr. Patrick de Castelbajac (non-executive Director), Mr. Liu Renhuai (independent non-executive Director), Mr. Liu Weiwu (independent non-executive Director) and Mr. Wang Jianxin (independent non-executive Director) .

The biographical details of each of the Directors of the sixth session of the Board as required under Rule 13.51(2) of the Listing Rules are set out in Appendix I to the Circular and the supplemental notice of AGM dated 8 June 2018 (“**Supplemental Notice**”). As far as the Board is aware and save as disclosed in the Circular and the Supplemental Notice, 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. Save as disclosed in the Circular and the Supplemental Notice, none of them 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. Save as disclosed in the Circular and the Supplemental Notice, 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.

After the conclusion of the AGM, each of Mr. Lin Zuoming, Mr. Wu Xiandong, Mr. Lau Chung Man, Louis and Mr. Yeung Chi Wai ceased to be a director of the Company. Mr. Lin Zuoming, Mr. Wu Xiandong, Mr. Lau Chung Man, Louis and Mr. Yeung Chi Wai have respectively 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.

At the Board meeting convened following the AGM, Mr. Tan Ruisong was appointed as the chairman of the sixth session of the Board. The members of the special committees of the Board were appointed as follows:

1. Mr. Tan Ruisong was appointed as the member and chairman of the Development and Strategy Committee. Mr. Chen Yuanxian, Mr. Wang Xuejun, Mr. He Zhiping and Mr. Patrick de Castelbajac were appointed as the members of the Development and Strategy Committee.
2. Mr. Tan Ruisong was appointed as the member and chairman of the Nomination Committee. Mr. Chen Yuanxian, Mr. Liu Renhuai, Mr. Liu Weiwu and Mr. Wang Jianxin were appointed as the members of the Nomination Committee.
3. Mr. Liu Weiwu was appointed as the member and chairman of the Remuneration Committee. Mr. Li Yao, Mr. Liu Renhuai and Mr. Wang Jianxin were appointed as the members of the Remuneration Committee.
4. Mr. Wang Jianxin was appointed as the member and chairman of the Audit Committee. Mr. Li Yao, Mr. Liu Renhuai and Mr. Liu Weiwu were appointed as the members of the Audit Committee.

(3) Changes in composition of the Supervisory Committee

At the AGM all the resolutions in relation to the re-election and new appointment of Supervisors, namely, resolutions numbered 15 and 16 were duly passed. Mr. Shi Shiming was elected by the general meeting of employees of the Company as an employee representative Supervisor of the sixth session of the Supervisory Committee of the Company with a term of office commencing from the establishment of the sixth session of the Supervisory Committee until the date on which the term of the sixth session of the Supervisory Committee will expire.

After the conclusion of the AGM, the sixth session of the Supervisory Committee comprises the following members:

Mr. Zheng Qiang (Shareholder representative Supervisor), Mr. Guo Guangxin (Shareholder representative Supervisor) and Mr. Shi Shiming (employee representative Supervisor).

The biographical details of Mr. Zheng Qiang and Mr. Guo Guangxin as members of the sixth 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 and the announcement dated 16 March 2018, 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. Save as disclosed in the Circular and the announcement dated 16 March 2018, none of them 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. Save as disclosed in the Circular and the announcement dated 16 March 2018, 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. Liu Fumin and Ms. Li Jing ceased to be a supervisor of the Company. Both of them have 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. Zheng Qiang was appointed as the chairman of the sixth session of the Supervisory Committee.

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

Beijing, 29 June 2018

As at the date of this announcement, the Board comprises executive Directors Mr. Tan Ruisong and Mr. Chen Yuanxian, non-executive Directors Mr. Li Yao, Mr. Wang Xuejun, Mr. He Zhiping and Mr. Patrick de Castelbajac as well as independent non-executive Directors Mr. Liu Renhuai, Mr. Liu Weiwu and Mr. Wang Jianxin.

** For identification purposes only*