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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) Poll Results of AGM;**
- (2) Changes in Compositions of the Board and Members of the Special Committees of the Board;**
- (3) Change of Auditors; and**
- (4) Appointment of general manager, vice general manager and chief financial officer**

1. Poll Results of AGM

References are made to the circular (the “**Circular**”) and the notice of AGM (the “**AGM Notice**”) dated 12 April 2017 of AviChina Industry & Technology Company Limited* (the “**Company**”) in relation to the annual general meeting of the Company (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 Notice.

The board of Directors of the Company (the “**Board**”) is pleased to announce that the AGM was held at 9:00 a.m. on Thursday, 18 May 2017 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 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 Shares.

For ordinary resolutions numbered 1 to 9 and special resolutions numbered 10 to 11 as set out in the AGM Notice (the “**Resolutions**”), 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 4,302,072,037 Shares of the Company carrying voting rights, or 72.11% 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 2016;	4,300,988,737 (99.97%)	1,083,300 (0.03%)
2	The resolution relating to the Report of the supervisory committee of the Company for the year ended 31 December 2016;	4,300,988,737 (99.97%)	1,083,300 (0.03%)
3	The resolution relating to the audited financial statements of the Company for the year ended 31 December 2016;	4,300,988,737 (99.97%)	1,083,300 (0.03%)
4	The resolution relating to the profit distribution plan (including distribution of 2016 final dividend) of the Company for the year ended 31 December 2016;	4,302,072,037 (100%)	0 (0%)
5	The resolution relating to the appointment of ShineWing (HK) CPA Limited and ShineWing Certified Public Accountant LLP, as the international and domestic auditors of the Company for the financial year 2017, respectively and to determine their remuneration;	4,299,422,037 (99.94%)	2,650,000 (0.06%)
6	The resolution relating to the appointment of Mr. Wu Xiandong as a non-executive Director of the Company with a term of office commencing from the date on which	4,269,241,509 (99.28%)	30,855,300 (0.72%)

	the proposed appointment has been approved at the AGM, until the date on which the resolution relating to the election of the sixth session of the Board will be approved at the annual general meeting to be convened in 2018, the grant of an authorization to the remuneration committee of the Company to determine his remuneration by reference to his qualifications, experience and the prevailing market conditions and the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him;		
7	The resolution relating to the appointment of Mr. Li Yao as a non-executive Director of the Company with a term of office commencing from the date on which the proposed appointment has been approved at the AGM, until the date on which the resolution relating to the election of the sixth session of the Board will be approved at the annual general meeting to be convened in 2018, the grant of an authorization to the remuneration committee of the Company to determine his remuneration by reference to his qualifications, experience and the prevailing market conditions and the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him;	4,269,241,509 (99.28%)	30,855,300 (0.72%)
8	The resolution relating to the appointment of Mr. Patrick de Castelbajac as a non-executive Director of the Company with a term of office commencing from the date on which the proposed appointment has been approved at the AGM, until the date on which the resolution relating to the election of the sixth session of the Board will be approved at the annual general meeting to be convened in 2018, the grant	4,269,241,509 (99.28%)	30,855,300 (0.72%)

	of an authorization to the remuneration committee of the Company to determine his remuneration by reference to his qualifications, experience and the prevailing market conditions and the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him; and		
9	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			
10	The resolution relating to granting the General Mandate to the Board to issue Shares;	4,060,521,881 (94.39%)	241,550,156 (5.61%)
11	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 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

At the AGM, Mr. Wu Xiandong, Mr. Li Yao and Mr. Patrick de Castelbajac were appointed as the new non-executive Directors of the Company, with a term of office from the date of approval of the AGM to the date on which the resolution relating to the election of the sixth session of the Board will be approved at the annual general meeting to be convened in 2018. For the biographic details in relation to Mr. Wu Xiandong, Mr. Li Yao and Mr. Patrick de Castelbajac, please refer to the announcements of the Company dated 15 March 2017 and 7 April 2017 and the Circular.

After the conclusion of the AGM, Mr. Gu Huizhong ceased to be a non-executive Director and a member of the development and strategy committee and the audit committee of the Board, Mr. Gao Jianshe ceased to be a non-executive Director and a member of the remuneration committee and the nomination committee of the Board,

and Mr. Kiran Rao ceased to be a non-executive Director and a member of the development and strategy committee of the Board. The Board would like to take this opportunity to express its sincere gratitude to Mr. Gu Huizhong, Mr. Gao Jianshe and Mr. Kiran Rao for their valuable contribution to the Company during their terms of service.

At the Board meeting convened following the AGM on the same date, Mr. Wu Xiandong was appointed as a member of the remuneration committee and the nomination committee of the Board, Mr. Li Yao was appointed as a member of the development and strategy committee and the audit committee of the Board, Mr. Patrick de Castelbajac was appointed as a member of the development and strategy committee of the Board, Mr. He Zhiping was appointed as a member of the development and strategy committee and the remuneration committee of the Board.

3. Change of Auditors

At the AGM, ShineWing (HK) CPA Limited and ShineWing Certified Public Accountant LLP were appointed as the international and domestic auditors of the Company, respectively, with effect immediately after the conclusion of the AGM.

4. Appointment of general manager, vice general manager and chief financial officer

Due to other business commitment, Mr. Chen Yuanxian and Mr. Chen Guanjun applied for resignation to the Board as the general manager and chief financial officer of the Company, and the deputy general manager, respectively. Mr. Chen Yuanxian and Mr. Chen Guanjun confirmed that they had no disagreement with the Board and there is no matter that needs to be brought to the attention of the Board and the Shareholders in respect of their cessation of office. The Company would like to express its sincere gratitude to Mr. Chen Yuanxian and Mr. Chen Guanjun for their valuable contribution to the Company during their terms of service.

At the Board meeting convened following the AGM on the same date, the Board considered and approved the resolution of changes in certain senior management of the Company that: Mr. Chen Yuanxian and Mr. Chen Guanjun will not be appointed as the general manager and chief financial officer of the Company, and the deputy general manager of the Company, respectively; Mr. Qu Jingwen and Mr. Yu Feng will be appointed as the general manager and chief financial officer of the Company, and the deputy general manager of the Company, respectively, both with a term of office from the date of approval of the resolution to the date on which the term of office of the fifth session of the Board expires or the Board removes their duties.

The biographical details of Mr. Qu Jingwen and Mr. Yu Feng are set out as follows:

Qu Jingwen, 52, researcher level senior engineer. Mr. Qu graduated from Beijing University of Aeronautics and Astronautics in 1986, majoring in aircraft design, and

obtained a bachelor's degree. Mr. Qu has been engaged in the aviation industry since 1986, and has served as the superintendent, deputy chief engineer and deputy general manager of the Aircraft Design Institute of Harbin Aircraft Industry Group Co., Ltd.; chairman of the board of Harbin Embraer Aircraft Industry Co., Ltd.; the chief engineer and deputy general manager of Harbin Aviation Industry (Group) Co., Ltd.; the general manager, vice chairman and chairman of the board of Hafei Aviation Industry Co., Ltd.; deputy general manager of Avicopter Co., Ltd.; and the general manager and chairman of the board of China Aviation Industry General Aircraft Co., Ltd.

Yu Feng, 56, researcher level senior engineer. Mr. Yu graduated from College of Mechanical Engineering of Shenyang Institute of Aeronautical Engineering in July 1983, majoring in mechanical manufacturing process and equipment, and obtained a bachelor's degree. Mr. Yu has been engaged in aviation industry since 1983, and has served as the deputy general manager, chief engineer, director of science and technology committee and general manager of Changhe Aircraft Industries (Group) Co., Ltd.; the deputy general manager of Avicopter Co., Ltd.; the chairman of the board of Changhe Aircraft Industries (Group) Co., Ltd.; and the chairman of the board and general manager of AVICOPTER PLC.

Save as disclosed above, as at the date of this announcement, to the best knowledge and belief of the Board, (i) Mr. Qu Jingwen does not have any major appointments in other public listed companies in the last three years, do not hold any position with the Company and other members of the Group, and do not have any relationship with any other Directors, supervisors, senior management or substantial or controlling Shareholders of the Company; (ii) Mr. Qu Jingwen does not have any interests or short positions within the meaning of Part XV of the Securities and Futures Ordinance in the Shares, underlying Shares or debentures of the Company; and (iii) there is no other information in relation to Mr. Qu Jingwen 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 in respect of the appointment of Mr. Qu Jingwen.

By Order of the Board

AviChina Industry & Technology Company Limited*

Xu Bin

Company Secretary

Beijing, 18 May 2017

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.

** For identification purposes only.*