



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)

PROCEDURES OF PROPOSING A DIRECTOR BY SHAREHOLDERS

Pursuant to the Company Law of the PRC and other laws and regulations, the board of the directors of the AviChina Industry & Technology Company Limited (the “**Company**”) or the shareholder(s) individually or jointly holding 3% or above of the shares carrying voting rights of the Company are entitled to nominate candidates for election as directors at the general meeting of the Company.

In accordance with Article 88 of the Articles of Association of the Company, a written notice of such nomination intention and a notice in writing by that candidate indicating his acceptance of such proposal are required to be given to the Company no earlier than the date of despatch of the notice of the shareholders’ general meeting but at least seven days before the date of such shareholders’ general meeting. The proposal for election of each director shall be considered by shareholders as a separate resolution at the shareholders’ general meeting.

Hong Kong, 28 March 2012

** For identification purposes only.*