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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.**

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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)**

**I. PROPOSED APPOINTMENT OF AUDITOR FOR THE YEAR 2024**  
**II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**III. PROPOSED AMENDMENTS TO THE RULES GOVERNING THE**  
**OPERATION OF SHAREHOLDERS' GENERAL MEETINGS**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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The notice convening the EGM of AviChina Industry & Technology Company Limited\* to be held at 9:00 a.m. on Friday, 22 November 2024 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC is set out on pages 25 to 27 of this circular.

Form of proxy for use at the EGM is enclosed and is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Shareholders who intend to appoint a proxy to attend the EGM 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 EGM or any adjournment thereof (as the case may be) and voting in person if you so wish.

1 November 2024

\* For identification purpose only

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## DEFINITIONS

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

“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 60.25% of the total issued shares Company as at 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
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	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
“EGM”	the extraordinary general meeting of the Company to be held at 9:00 a.m. on Friday, 22 November 2024 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC
“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
“Latest Practicable Date”	28 October 2024 (Monday), 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)

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## DEFINITIONS

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“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Rules Governing the Operation of Shareholders’ General Meetings”	the rules governing the operation of shareholders’ general meetings of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (as amended from time to time)
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company
“subsidiary(ies)”	has the same meaning as defined in the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	percent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Yan Lingxi (*Chairman*)  
Mr. Sun Jizhong

*Non-executive Directors:*

Mr. Xu Dongsheng  
Mr. Zhou Xunwen  
Ms. Hu Shiwei  
Mr. Xu Gang

*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

1 November 2024

*To the Shareholders:*

Dear Sir or Madam,

**I. PROPOSED APPOINTMENT OF AUDITOR FOR THE YEAR 2024**  
**II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**III. PROPOSED AMENDMENTS TO THE RULES GOVERNING THE**  
**OPERATION OF SHAREHOLDERS' GENERAL MEETINGS**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

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

\* For identification purpose only

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## LETTER FROM THE BOARD

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### PROPOSED APPOINTMENT OF AUDITOR FOR THE YEAR 2024

Reference is made to the announcement of the Company dated 25 October 2024 in relation to the proposed appointment of auditor for the year 2024.

Da Hua Certified Public Accountants (Special General Partnership)\* (大華會計師事務所 (特殊普通合夥)) (“Da Hua”) was appointed as the auditor of the Company for the year 2023 at the annual general meeting for the year 2022 held on 18 May 2023, and has held office until the conclusion of the annual general meeting for the year 2023 of the Company. According to the results of engagement of auditor of the Company for the year 2024, the Board, upon the recommendation from the Audit and Risk Management Committee of the Company, has resolved the proposed 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 year 2024 (“2024 Auditor”) and hold office from the conclusion of the EGM until the conclusion of the annual general meeting of the Company for the year 2024, with their service fee being RMB2.27 million, subject to the approval of the Shareholders at the EGM.

Da Hua has confirmed that there were no matters in relation to its retirement that need to be brought to the attention of the Shareholders of the Company. The Board and the Audit and Risk Management Committee were not aware of any matter regarding the proposed appointment of auditor of the Company that should be brought to the attention of the Shareholders of the Company.

The Board would like to take the opportunity to express its sincere gratitude towards Da Hua for their services rendered to the Company during the past years.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 August 2024 in relation to, among others, the proposed amendments to the Articles of Association as follows:

1. **To amend the below articles in accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (the “New Company Law”) which became effective on 1 July 2024, the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and the Listing Rules:**

Article 4 The Chairman shall be the legal representative of the Company.

**If the Chairman serving as the legal representative resigns, he is deemed to resign as the legal representative at the same time. If the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of the legal representative’s resignation. If the Company holds a meeting of the Board to elect or change the Chairman by a majority of all directors, the Chairman after the election or change shall be the legal representative of the Company. If the Company changes its legal representative, the application for registration of the change shall be signed by the legal representative after change.**

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## LETTER FROM THE BOARD

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Article 25 ~~The Company may reduce~~ **The Company's reduction of its registered capital shall be in accordance with the proportion of shares held by the shareholders, unless otherwise provided by laws or administrative regulations or approved by the shareholders at a shareholders' meeting, in accordance with the provisions of the Articles of Association.**

Article 26 When the Company is to reduce its capital, it must prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within 10 days of adopting the resolution to reduce its registered capital, and shall publish a public announcement of the resolution in newspapers **or the National Enterprise Credit Information Publicity System** within 30 days of the said date. Creditors shall, within 30 days of receiving a written notice or within 45 days of the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay its debts in full or to provide a corresponding guarantee for repayment.

The reduced registered capital of the Company may not be less than the statutory minimum.

Article 27 The Company may, in the following circumstances, buy back its own issued and outstanding shares in accordance with the procedures provided for in the Articles of Association:

1. ~~cancellation of shares in order to reduce its capital~~ **reduction of the registered capital of the Company;**
2. merger with another company holding shares in the Company, ~~or;~~
3. **use of shares for employee shareholding plans or equity incentives;**
4. **shareholders requesting the Company to buy back their shares because they object to a resolution of the shareholders' meeting on a merger or demerger of the Company;**
5. **use of shares for corporate bonds issued by the Company that can be converted into shares;**
6. **necessary to safeguard the value of the Company and the rights and interests of shareholders; or**
37. other circumstances where laws or administrative regulations so permit.

Article 28 **The Company's buy back of the Company's own shares may be carried out by means of public centralized trading or other means recognized by the laws, regulations and the securities regulatory authorities under the State Council.**

**After the Company has bought back the shares of the Company in accordance with Article 27 of the Articles of Association, in case of item (1), the shares shall be canceled within 10 days from the date of buy-back; in case of items (2) and (4), the shares shall be transferred or**

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## LETTER FROM THE BOARD

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canceled within 6 months; and in case of items (3), (5), and (6), the total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares of the Company in issue, and the shares shall be transferred or canceled within 3 years.

The buy-back of the Company's shares by the Company under the circumstances set forth in Article 27 (1) and (2) shall be resolved by the shareholders' meeting; the buy-back of the Company's shares by the Company under the circumstances set forth in Article 27 (3), (5) and (6) may be resolved by the meeting of the board of directors attended by more than two-thirds of the directors in accordance with the Articles of Association of the Company or with the authorization of the shareholders' meeting. Where otherwise provided by laws, administrative regulations, departmental rules and regulations, or by the securities regulatory authorities or stock exchange where the Company's shares are listed, such provisions shall apply.

~~The Company may buy back its own shares in any of the following manners:~~

- ~~1. making of a buy back offer in the same proportion to all shareholders;~~
- ~~2. buy back through open transactions on a stock exchange; or~~
- ~~3. buy back by an agreement outside a stock exchange.~~

Article 53 The shareholders' ~~general~~ meeting shall exercise the following functions and powers:

1. to determine the business policies and investment plans of the Company;
2. to elect and replace Directors and to decide on matters concerning the remuneration of Directors;
3. to elect and replace the supervisors ~~who are appointed from shareholders' representatives~~, and to decide on matters concerning the remuneration of supervisors;
- .....
13. to consider proposals submitted by shareholders holding ~~31~~ 31% or more (inclusive) of the shares with voting rights in the Company;
14. other matters that laws, administrative regulations and the Articles of Association require to be resolved by the shareholders' ~~general~~ meeting;
15. any other matters that the Listing Rules require to be considered by the shareholders' general meeting.

Article 55 Shareholders' ~~general~~ meetings can be classified as annual general meetings or extraordinary shareholders' general meetings. Shareholders' ~~general~~ meetings shall be convened by the Board. Annual general meetings are held once a year within six months after the end of the previous financial year.



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## LETTER FROM THE BOARD

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The Board shall convene an extraordinary ~~shareholders' general~~ meetings within two months of the occurrence of any of the following circumstances:

1. the number of Directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;
2. the losses of the Company that have not been made up amount to one-third of the total amount of its share capital;
3. shareholder(s) **who individually or collectively** holding 10 percent or more of the Company's issued and outstanding shares with voting rights request(s) in writing for the convening of an extraordinary shareholders' ~~general~~ meetings;
4. the Board deems necessary or the supervisory committee so requests; or
5. two or more independent non-executive directors so request.

Article 56 Unless otherwise provided by the relevant laws, regulations and listing rules of the place where the securities of the Company are listed and the articles herein regarding means of shareholders communication, or waived by all shareholders of the Company on the receipt of a written notice, a written notice of a general meeting shall be given no less than twenty (20) days prior to the annual general meeting or fifteen (15) days prior to the extraordinary ~~shareholders' general~~ meetings, by notifying all of the shareholders who are registered on the register of members of the Company of the matters to be considered at the meeting and the date and the place of the meeting.

The date of the meeting and the date of the notice shall not be included when determining the notification period.

~~The date of notice stated in this section is the date on which the Company or the Company's appointed share registrar delivers such notice to the relevant postal office for mailing. **The notice given by the Company by means of an announcement shall be deemed to have been received by all persons concerned once the announcement has been made.**~~

Article 57 When the Company convenes an ~~shareholders' annual general~~ meeting, shareholders holding ~~13%~~ or more of the total shares with voting rights of the Company separately or jointly shall have the right to submit new proposals in writing, and the Company shall place matters in the proposals within the scope of functions and powers of the shareholders' ~~general~~ meeting on the agenda, provided that such proposals **shall be proposed and are** delivered to the Company ~~within 20~~ **10** days ~~after dispatch of~~ **prior to** the aforesaid ~~notice of the~~ meeting.

Article 69 **Any vote of shareholders at a general meeting must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.** ~~Unless pursuant to the rules of the Hong Kong Stock Exchange or any other relevant stock exchange as amended from time to time, at any shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll is demanded (before or after voting is carried out by a show of hands):~~

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## LETTER FROM THE BOARD

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- ~~1. by the chairman of the meeting;~~
- ~~2. by at least two shareholders present in person or by proxy entitled to vote thereat; or~~
- ~~3. by one or more shareholders present in person or by proxy and representing 10% or more of all shares carrying the right to vote at the meeting.~~

~~Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence on the number or proportion of votes in favor of or against such resolution.~~

~~The demand for a poll may be withdrawn by the person who demands the same.~~

Article ~~74~~73 The following matters shall be resolved by way of special resolution at the shareholders' ~~general~~ meeting:

.....

6. any other matters considered by the shareholders in shareholders' ~~general~~ meeting and resolved by way of an ordinary resolution to be of a nature which may have a material impact on the Company and should be adopted by a special resolution; and
7. any other matters that should be adopted by a special resolution in accordance with the Company Law and provisions of the Listing Rules.

Article ~~75~~74 In the event that shareholders request to convene an extraordinary shareholders' ~~general~~ meeting, the following procedures shall be followed:

1. ~~two or more s~~Shareholders that individually or collectively represent more than 10% (including 10%) of the voting shares at the meeting proposed to be convened may sign and submit one or several written requests identical in form and content, urging the Board to convene an extraordinary shareholders' ~~general~~ meeting and clarifying the matters to be considered at the meeting. ~~Upon such written request(s), the~~ The Board shall, in accordance with the laws and regulations and the Articles of Association, provide written feedback on whether it agrees or disagrees to convene the extraordinary shareholders' meeting within 10 days after receiving the aforesaid written request. convene the extraordinary shareholders' general meetings at the earliest time possible. The aforementioned voting shares shall be calculated upon the date when the written request(s) is/are submitted.
2. If the Board agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days from the date of the Board's resolution, and any changes to the original request contained in the notice shall be agreed by the shareholders concerned. If the Board does not agree to ~~fails to issue notices to~~

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## LETTER FROM THE BOARD

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convene the meeting or fails to provide feedback within ~~1030~~ days upon receipt of the aforesaid written request(s), the shareholder who has submitted the request may submit a written request to the supervisory committee to convene such a meeting.

3. If the supervisory committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days of receipt of the request, and any changes to the original request contained in the notice shall be agreed by the shareholders concerned. If the supervisory committee does not agree to convene an extraordinary shareholders' meeting upon receipt of the foregoing written request or fails to issue a notice of shareholders' meeting within the prescribed period, shareholders holding individually or collectively more than 10 percent of the Company's shares with voting rights for more than 90 consecutive days may ~~on his own within 4 months after the Board receives the notice~~ convene a meeting on his own and the procedures for such convening shall be, to the extent possible, identical to those used by the Board to convene a shareholders' meeting.

For the avoidance of doubt, on the date of the shareholders' meeting, the aggregate shareholding of the convening shareholders shall not be less than ten percent of the Company's shares with voting rights.

If the shareholders or the supervisory committee convene a meeting on their own as a result of the failure of the Board to do the same, all reasonable expenses thus incurred shall be borne by the Company, and shall be deducted from the money payable by the Company to the defaulting directors.

Save as those matters involving commercial secrets that cannot be disclosed in the shareholders' ~~general~~ meeting, the Board and the supervisory committee shall provide response or make explanations for the questions and suggestions raised by the shareholders.

Article ~~7675~~ The Chairman shall preside over the shareholders' ~~general~~ meeting and shall be the chairman of the meeting. In the absence of the Chairman, deputy chairman of the Board shall convene and chair the meeting instead. If both the Chairman and the deputy chairman of the Board fail to attend the meeting, the ~~Board may designate a~~ **majority of Directors shall jointly elect a** Director to ~~convene and~~ chair the meeting. If no chairman of the meeting has been appointed, the chairman of the meeting may be elected by the shareholders attending the meeting, if, for any reason, the shareholders fail to elect the chairman of the meeting, the meeting shall be chaired by the shareholder (including proxy) present with the greatest number of shares with voting rights.

Article ~~8482~~ The Board shall be accountable to the shareholders' ~~general~~ meeting and exercise the following functions and powers:

.....

9. to engage or dismiss the Company's general manager, **decide on his/her remuneration,** and based on the recommendations of the general manager, to engage or dismiss the deputy general manager(s) and the chief financial officer(s) of the Company, decide on their remuneration,

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## LETTER FROM THE BOARD

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authorize the manager to determine investment, financing programs, connected transactions and annual guarantee plans for the Company's subsidiaries, each amount of which shall be within the respective caps as approved by the Board;

.....

Resolutions by the Board on matters referred to in the preceding paragraphs ~~shall be~~ ~~may be~~ passed by the affirmative votes of **more than half of all the Directors** with the exception of resolutions on matters referred to in items 6, 7, and 11 above which shall require the affirmative votes of at least two-thirds of the Directors. The Board shall comply with State laws, administrative regulations, the Articles of Association and shareholders' resolutions to perform duties.

Article ~~8987~~ Meetings of the Board shall be held at least twice every year and convened by the Chairman. Notice of the meeting shall be given to all of the Directors at least ten days prior to the date of the meeting. When there is an urgent matter, extraordinary meetings of the board of directors may be held upon proposal by more than three of the directors or the chairman of the Company.

Under the following circumstance, the Chairman of the Board shall convene an interim meeting of the Board within 5 business days if:

- 1. it is proposed by the shareholders representing 10 percent of the voting rights or more;**

.....

Article ~~9489~~ Board meetings shall be held only if ~~more than half a~~ **majority** of the Directors are present.

Each Director shall have one vote. A resolution of the Board must be passed by more than half of all the Directors. ~~Where there is an equality of votes cast both for and against a resolution, the Chairman shall have a casting vote.~~

.....

Article ~~405103~~ The supervisory committee shall comprise three supervisors, including two shareholder representative supervisors and one employee representative supervisor, to serve a term of office of three years and may be eligible for re-election.

The supervisory committee shall have one chairman, **whose appointment and dismissal shall be subject to the affirmative vote of at least two thirds a majority of the members of the supervisory committee all supervisors.**

Article ~~408106~~ The supervisory committee shall convene a meeting at least twice a year and the meeting shall be convened by the chairman of the supervisory committee. In the event that the chairman is unable to perform or does not perform his duty, a supervisor shall be elected by ~~more than half a~~ **majority** of the supervisors to convene and chair the meeting.

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## LETTER FROM THE BOARD

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Article ~~109~~**107** The supervisory committee shall be accountable to the shareholders' ~~general~~ meeting and exercise the following functions and powers in accordance with law:

1. to inspect the financial affairs of the Company;
2. to supervise the performance of ~~corporate~~ duties by Directors, managers and other senior management staff, and propose to **dismiss** the aforesaid staff whoever becomes in breach the laws, administrative regulations, the Articles of Association or the resolutions of shareholders' ~~general~~ meetings;
3. if an act of a director, manager or other senior management staff is detrimental to the Company's interests, to request him or her to correct such act;
4. to verify financial information such as the financial reports, business report sand profit distribution plans, etc. that the Board intends to submit to the shareholders' ~~general~~ meeting and, if in doubt, to appoint, in the name of the Company, a registered accountant or practicing auditor to assist in reviewing such information;
5. to propose the holding of an extraordinary ~~shareholders' general~~ meetings, **and to convene and chair the shareholders' meeting in the event that the Board does not fulfill its duty to convene and chair the shareholders' meeting as stipulated in the Company Law;**
- 6. to make proposals to the shareholders' meetings;**
- ~~67.~~ to ~~represent the Company in negotiations with or instituting~~ **institute legal proceedings against a Director or a senior management staff;** and
- ~~78.~~ other functions and powers provided for in the Articles of Association.

Article ~~110~~**108** Under appropriate circumstances with justifiable reason, the supervisors shall be entitled to require the chairman of supervisory committee to convene interim meetings of supervisory committee. Notice of every supervisory committee meeting shall be given within 10 days in advance via telephone, fax, e-mail, mail or hand delivery, etc., which shall include the time and venue of the meeting, the matters to be considered at the meeting and the date of such notice.

No meeting of the supervisory committee shall be convened unless two thirds of the supervisors are present. The meeting of the supervisory committee shall be carried on through voting by open ballot, and each supervisor shall have one vote. ~~In the case of equality of votes cast for and against the relevant resolution, the chairman of the supervisory committee shall have a casting vote.~~ Where any supervisor is unable to attend the meeting for a certain reason, he may, by issuing a written power of attorney, entrust another supervisor to attend the meeting on his behalf, and the scope of authorization shall be stated in the power of attorney.

The resolutions of the supervisory committee include resolutions of the regular and interim meetings which shall be passed by the affirmative votes of ~~more than two thirds~~ **a majority of all the members of the supervisory committee.**

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## LETTER FROM THE BOARD

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Article ~~117~~**115** None of the following persons may serve as a Director, supervisor, manager or other senior management staff of the Company:

1. persons without legal capacity or with limited capacity for civil acts;
2. persons who were sentenced to criminal penalty due to an offense ~~punishment for the crime~~ of corruption, bribery, misappropriation of property or diversion of property or for disrupting the order of the socialist market economy, ~~where not more than five years have elapsed since the expiration of the period of punishment~~; or persons who were deprived of their political rights for committing a crime, where not more than five years have elapsed since the expiration of the period of deprivation, or not more than two years have elapsed since the expiration of the probation period for suspended sentence, if applicable;
3. persons who served as directors, or factory directors or managers, who bear personal liability for the bankruptcy liquidation of their companies or enterprises ~~that have gone into bankruptcy and liquidation due to mismanagement~~, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation;
4. persons who served as the legal representatives of companies or enterprises that had their business licenses revoked and were ordered to close for breaking the law, where such representatives bear individual liability therefor and not more than three years have elapsed since the date of revocation of the business license thereof or the order for its close;
5. persons listed as a dishonest party by the People's Court due to ~~with~~ comparatively large debts that have fallen due but have not been settled;

.....

Article ~~138~~**136** The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter.

~~Unless otherwise provided by relevant laws, regulations and listing rules of the place where the securities of the Company are listed and the articles herein regarding means of shareholders communication, the~~ The Company shall provide ~~send~~ copies of report of the Board, balance sheet (including each document required by the applicable laws and regulations) and profit and loss account or income and expenditure account (including the aforesaid financial reports) to each holder of overseas listed foreign invested shares ~~by prepaid mail at his address shown in the register of shareholders~~ at least 21 days prior to an annual general meeting.

Article ~~146~~**144** Before making up for losses and transfers to the statutory common reserve fund ~~and welfare reserve fund~~, the Company shall distribute no dividends.

Article ~~155~~**153** The remuneration or method of determining the remuneration of an accounting firm shall be decided upon by an ordinary resolution of the shareholders' ~~general~~ meeting. The remuneration of an accounting firm engaged by the Board shall be determined by the Board.

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## LETTER FROM THE BOARD

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Article ~~156~~**154** The engagement, dismissal or non-renewal of engagement of an accounting firm shall be decided upon by an ordinary resolution of the shareholders' general meeting.

Article ~~158~~**156** Where the Company merges with a company of which the Company holds 90% or more of its shares, unless otherwise required by the Articles of Association and by the stock exchange and the securities regulatory authorities where the Company's securities are listed, the acquired company is not required to obtain approval by resolution of its shareholders' meeting, but shall notify the other shareholders, who have the right to request the Company to buy back its equities or shares at a reasonable price.

If the price paid for the Company's merger does not exceed 10% of the Company's net assets, approval by resolution of its shareholders' meeting is not required, unless otherwise required by the Articles of Association and by the stock exchange and the securities regulatory authorities where the Company's securities are listed.

Where the Company's merger is exempt from approval by resolution of the shareholders' meeting in accordance with the preceding two paragraphs, such merger shall be subject to approval by resolution of the Board.

The merger or division of the Company shall require the preparation of a proposal by the Board. After such proposal has been adopted in accordance with the procedures specified in the Articles of Association, relevant approval procedures shall be carried out in accordance with the law. Shareholders that oppose the proposal for the merger or division of the Company shall have the right to request ~~require~~ the Company ~~or shareholders that are in favor of such proposal~~ to purchase their shares at a reasonable fair price. The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders.

Holders of overseas listed foreign investment shares shall additionally be served copies of the aforementioned document by ways set out in Article ~~1713~~.

Article ~~159~~**157** The Company may carry out mergers either in the form a merger by absorption or the form of a merger by new establishment.

If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement. The parties to the merger shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall publish an announcement on the designated newspapers or the National Enterprise Credit Information Publicity System.

When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.

Article ~~160~~**158** If the Company is to be divided, its property shall be divided accordingly.

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## LETTER FROM THE BOARD

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For division of the Company, the parties to the division shall enter into a division agreement and prepare a balance sheet and a property list. Within 10 days from the date of adoption of the division resolution, the Company shall notify its creditors and within 30 days it shall publish an announcement on the designated newspapers **or the National Enterprise Credit Information Publicity System.**

The post-division companies shall be jointly and severally liable for the pre-division debts of the Company.

Article ~~162~~**160** The Company shall be dissolved due to the following reasons:

1. the shareholders' ~~general~~ meeting resolves to dissolve the Company by special resolution;
2. dissolution is necessary as a result of the merger or division of the Company;
3. the Company's business license is revoked or suspended or the Company is ordered to close down in accordance with the laws;
4. where the Company gets into serious difficulties in operation and management and its continuation may cause substantial loss in shareholders' interests, and no solution can be found through any other channel, shareholders representing 10% or above of the ~~total~~**voting rights** of the Company may request the People's Court to dissolve the Company; or
5. the occurrence of other causes for dissolution prescribed by ~~this the~~ Articles of Association.

Article ~~163~~**161** If the Company falls under the circumstances specified in **Article 160 (1) and has not distributed its property to its shareholders, the Company may pass a special resolution at a shareholders' meeting to survive.**

If the Company falls under the circumstances specified in Article ~~160~~**162** (5) of this Articles of Association **and has not yet distributed its property to the shareholders,** it may survive by amending this Articles of Association.

The amendment of this Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by two-thirds or more of the voting rights held by the shareholders attending the shareholders' meeting.

Article ~~164~~**162** If the Company is dissolved pursuant to the provisions of Article ~~160~~**162** (1), (3), (4) or (5) of this Articles of Association, **it shall go into liquidation. Directors as persons with obligations of liquidation of the Company shall form a liquidation committee to effect liquidation** ~~shall be established~~ within 15 days from the date of the occurrence of the cause of dissolution ~~to begin liquidation~~. The liquidation committee is composed of directors or personnel determined by the shareholders' meeting. If a liquidation committee is not established within the prescribed time limit for liquidation **or if the liquidation committee does not carry out liquidation after establishment, stakeholders** ~~creditors~~ may apply to the People's Court to designate relevant personnel to form a liquidation committee for liquidation. The People's Court shall accept the application and promptly organize a liquidation committee to carry out liquidation.



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## LETTER FROM THE BOARD

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Article ~~166~~**164** The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and publish an announcement of the liquidation in the newspapers **or the National Enterprise Credit Information Publicity System** within 60 days. Creditors shall, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty-five (45) days from the date of the announcement, declare their claims to the liquidation committee. In reporting claims, a creditor shall explain the relevant particulars of the claims with supporting materials. Claims shall be registered by the liquidation committee.

Article ~~167~~**165** The liquidation committee shall exercise the following functions and powers during liquidation:

.....

6. to **distribute** ~~dispose of~~ the Company's property remaining after the debts are paid in full; and
7. to represent the Company in civil actions.

Article ~~168~~**166**

.....

The members of the liquidation committee shall **perform the duty of liquidation and have obligations of fidelity and diligence.** ~~be faithful in the discharge of their duties and perform their liquidation obligations in accordance with the law.~~

~~The~~ **If the** members of the liquidation committee **are negligent in performing their liquidation duties and cause losses to the Company, they shall be liable for damages;** ~~may not use their power and authority to accept bribes or other illegal income or misappropriate the Company's property. If the Company or a creditor sustains a loss due to a willful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for damages.~~

Article ~~169~~**167** If the liquidation committee, having inventoried the Company's property and prepared a balance sheet and a property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the People's Court for ~~a declaration of bankruptcy~~ **liquidation**. After the People's Court **accepts** ~~has ruled to declare~~ the Company bankruptcy **application**, the liquidation committee shall turn over the liquidation matters **to the trustee in bankruptcy designated by** the People's Court.

Article ~~170~~**168** Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, ~~as well as a revenue and expenditure statement and financial account books in respect of the liquidation period, and, after verification thereof by a PRC certified~~

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## LETTER FROM THE BOARD

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~~public accountant, and~~ submit the same to the shareholders' meeting or the People's Court for confirmation, as well as submit to the company registration authority to deregister the Company, ~~and announce the termination of the company.~~

**2. To amend below articles in accordance with the corporate governance practice:**

Article 36 The share certificates shall be signed by the Chairman. Where the signatures of other senior management staff of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior management staff. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The signature of the Chairman or of other senior management staff on the share certificates may be also be in printed form.

**In the case of paperless issuance and trading of the Company' shares, regulations of the securities regulatory authorities and stock exchange where the Company's shares are listed shall apply.**

~~Article 72 Where there are two or more candidates of Directors when electing directors at a shareholders' general meeting, each of the shares represented by the shareholder (including proxy) shall have the same number of votes as the number of candidates, and the votes can be cast all on electing one person, or be cast separately on electing more than one persons, but details have to be given on the allocations of such votes.~~

Article ~~10098~~ The Company shall have one manager and several deputy managers, who shall be appointed or dismissed by the Board. Unless otherwise specified, the manager in the Articles of Association refers to the general manager, the deputy manager refers to the deputy general manager, and the person in charge of financial affairs shall mean the chief financial officer **and the chief accountant.**

Article ~~144142~~ The Company may distribute profits in either or both of the following forms:

1. Cash; and/or
2. Shares.

Dividends and other payments by the Company to holders of domestic investment shares and holders of overseas listed foreign investment shares of the Company by transactions in the stock markets trading interconnection mechanism shall be distributed and paid in Renminbi within three months after the declaration date; whereas those to holders of overseas listed foreign investment shares (except the holders of overseas listed foreign investment shares of the Company by transactions in the stock markets trading interconnection mechanism) shall be denominated and declared in Renminbi and paid in foreign currency within three month after the declaration date. The exchange rate shall be determined based on the **central parity average closing exchange** rate between RMB and the relevant foreign currency issued by the People's Bank of China for the five consecutive working days prior to the date of declaration of dividends or distributions. The foreign currency for the cash dividends and other payments by the Company to holders of overseas listed foreign investment shares (except the

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## LETTER FROM THE BOARD

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holders of overseas listed foreign investment shares of the Company by transactions in the stock market trading interconnection mechanism) shall be handled in accordance with state regulations on foreign exchange control. Subject to authorization by the shareholders' ~~general~~ meeting, the Board may decide on distribution of interim dividends.

Article ~~172~~**170** Unless otherwise provided by the relevant laws, regulations and listing rules of the place where the securities of the Company are listed and the articles herein regarding means of the Board and shareholders communication, notices, communications or any other written information of the Company may be delivered in following ways:

.....

The aforesaid corporate notice, communication or any written material means any document issued or to be issued by the Company for the information or action of the shareholders, including but not limited to the reports of the board of directors (together with balance sheets and income statements), annual reports (including annual financial reports), interim reports (including interim financial reports), meeting notices, listing documents, circulars, and proxy forms ~~and reply slips~~, etc.

Article ~~173~~**171** When the notice is delivered by mail, it is deemed to be delivered as long as the addresses is clearly written, the postage is paid, the notice is put in an envelope, and the envelope is deposited to the mailbox, and the notice is deemed to be serviced ~~received~~ 48 hours after the delivery. **If the notice is sent by e-mail, the notice is deemed to be served on the date of delivery; if the notice is sent by public announcement, the notice is deemed to be served on the date of publication of the first announcement.**

3. **To amend the below articles as the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》) has been repealed on 31 March 2023:**

Article 12 The Company shall have ordinary shares at all times. ~~It, and~~ and may have other kinds of shares ~~according to the need, upon approval by the authorities that are authorized by the State Council to examine and approve companies.~~

~~Article 80 Shareholders may review the photocopies of minutes of the meeting during the business hours of the Company. Upon request by any shareholder for photocopies of relevant minutes of the meeting, the Company shall send out the photocopies within seven days after receipt of reasonable payment.~~

4. **Pursuant to the New Company Law and the Regulations of the People's Republic of China on the Administration of Market Entity Registration (《中華人民共和國市場主體登記管理條例》), the term "shareholders' general meeting" or "general meeting" will be amended to "shareholders' meeting", and the term "authorities for industry and commerce" will be amended to "market supervision and administration authority" throughout the Articles of Association. An Example as follows:**

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## LETTER FROM THE BOARD

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Article 6 The Articles of Association shall come into effect after being passed by way of a special resolution at the ~~general meeting~~ **shareholders' meeting** and shall supersede the original Articles of Association ~~registered filed~~ with the ~~authorities for industry and commerce~~ **market supervision and administration authority**.

Save as disclosed in this circular, if the serial numbering of the chapters and articles is changed due to the addition or deletion of certain articles, the serial numbering of the chapters and articles of the Articles of Association as so amended shall be changed accordingly, including references.

The proposed amendments to the Articles of Association are subject to the approval by special resolution at the EGM of the Company.

### **PROPOSED AMENDMENTS TO THE RULES GOVERNING THE OPERATION OF SHAREHOLDERS' GENERAL MEETINGS**

Reference is made to the announcement of the Company dated 27 August 2024 in relation to, among others, the proposed amendments to the Rules Governing the Operation of Shareholders' General Meetings as follows:

- 1. To amend the below articles to align with the proposed amendments to the Articles of Association. Furthermore, the term "shareholders' general meeting" or "general meeting" will be amended to "shareholders' meeting" throughout the Rules Governing the Operation of the Shareholders' General:**

Article 5 The Board shall convene an extraordinary **shareholders' general** meetings within two months of the occurrence of any of the following circumstances:

1. the number of Directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;
2. the losses of the Company that have not been made up amount to one-third of the total amount of its share capital;
3. shareholder(s) **who individually or collectively** holding 10 percent or more of the Company's issued and outstanding shares with voting rights request(s) in writing for the convening of an extraordinary **shareholders' general** meetings;
4. the Board deems necessary or the supervisory committee so requests; or
5. two or more independent non-executive directors so request.

Article 10 The **shareholders' general** meeting shall be the highest authority of the Company and shall exercise the following powers and functions in accordance with the law:

1. to determine the business policies and investment plans of the Company;

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## LETTER FROM THE BOARD

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2. to elect and replace Directors and to decide on matters concerning the remuneration of Directors;
3. to elect and replace the supervisors ~~who are appointed from shareholders' representatives~~, and to decide on matters concerning the remuneration of supervisors;
- .....
13. to consider proposals submitted by shareholders holding ~~31%~~ 31% or more (inclusive) of the shares with voting rights in the Company;
14. other matters that laws, administrative regulations and the Articles of Association require to be resolved by the shareholders' general ~~general~~ meeting;
15. any other matters that the Listing Rules require to be considered by the shareholders' general ~~general~~ meeting. The shareholders' general ~~general~~ meeting shall exercise its powers and functions within the scope provided for in the Company Law and the Articles of Association, and shall not interfere with the shareholders' disposition of their own rights.

Article 17 When the Company convenes an shareholders' annual general ~~annual general~~ meeting, shareholders holding 13% ~~13%~~ or more of the total shares with voting rights of the Company separately or jointly shall have the right to submit new proposals in writing, and the Company shall place matters in the proposals within the scope of functions and powers of the shareholders' general ~~general~~ meeting on the agenda, provided that such proposals shall be proposed and ~~are~~ delivered to the Company ~~within 20~~ 10 days ~~after dispatch of~~ prior to the ~~aforsaid notice of the~~ meeting. Upon receiving of a proposal, the Company shall send a supplementary notice of the shareholders' general ~~general~~ meeting to announce the contents of the provisional proposal within a reasonable time as required by law or the Listing Rules, and submit such provisional proposal to the shareholders' general ~~general~~ meeting for consideration. ~~During the extraordinary general meeting, new proposals are not accepted, and the chairman of the meeting shall not include new proposals in the agenda of the meeting.~~ Where the listing rules of the place where the securities of the Company are listed provide otherwise, the requirements thereof shall also be satisfied.

The proposal submitted by the shareholders shall satisfy the following:

1. the content of the proposal is not in conflict with provisions of the laws and regulations, and is within the business scope of the Company and the functions and powers of shareholders' general ~~general~~ meeting;
2. the matter is expressly stated and the business to be resolved is specific; and
3. it is to be presented or delivered to the Board in writing.

Article 23 Unless otherwise provided by the relevant laws, regulations, the Listing rules of the place where the securities of the Company are listed and the articles herein regarding means of shareholders communication, or waived by all shareholders of the Company on the receipt of a written notice, a

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## LETTER FROM THE BOARD

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written notice of a general meeting shall be given no less than twenty (20) days prior to the annual general meeting or fifteen (15) days prior to the extraordinary ~~shareholders' general~~ meetings, by notifying all of the shareholders who are registered on the register of members of the Company of the matters to be considered at the meeting and the date and the place of the meeting.

The date of the meeting and the date of the notice shall not be included when determining the notification period.

~~The date of notice stated in this section is the date on which the Company or the Company's appointed share registrar delivers such notice to the relevant postal office for mailing.~~ **Where a notice is given by the Company by means of an announcement, it shall be deemed to have been received by all relevant persons once the announcement has been made.**

Article 25 Unless otherwise provided in the relevant laws and regulations, the ~~Rules Governing the Listing of Securities on the Stock Exchange of the Company~~ **Listing Rules**, the Articles of Association of the Company and this Rules relating to the means of ~~shareholders~~ communication ~~between the Board and the shareholders~~, notices, communications or any other written materials of the Company may be given in the following forms:

1. by personal delivery;
2. by sending it by **postal mail**;
3. by facsimile, electronic mail or other electronic format or information carrier;
4. by publication on a website designated by the Company and The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), subject to compliance with laws and administrative regulations and the Listing Rules ~~of the place where the securities of the Company are listed~~;
5. by way of announcement;

.....

The aforesaid corporate notice, communication or any written material means any document issued or to be issued by the Company for the information or action of the shareholders, including but not limited to the report of the directors (together with the balance sheet and profit and loss account), the annual report (together with the annual financial report), the interim report (together with the interim financial report), the notice of meeting, the listing document, the circular, **and** the proxy form ~~and reply slip~~ and other communications documents.

Article 27 **In the event that shareholders request to convene an extraordinary shareholders' meeting, the following procedures shall be followed:**

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## LETTER FROM THE BOARD

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1. ~~two or more s~~Shareholders that **individually or** collectively represent more than 10% (including 10%) of the voting shares at the meeting proposed to be convened may sign and submit one or several written requests identical in form and content, urging the Board to convene an extraordinary ~~shareholders' general~~ meeting and clarifying the matters to be considered at the meeting. ~~Upon such written request(s), the~~ **The Board shall, in accordance with the laws and regulations and the Articles of Association, provide written feedback on whether it agrees or disagrees to convene the extraordinary shareholders' meeting within 10 days after receiving the aforesaid written request.** ~~convene the extraordinary shareholders' general meetings at the earliest time possible.~~ The aforementioned voting shares shall be calculated upon the date when the written request(s) is/are submitted.
2. If the Board **agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days from the date of the Board's resolution, and any changes to the original request contained in the notice shall be agreed by the shareholders concerned. If the Board does not agree to** ~~fails to issue notices to~~ convene the meeting **or fails to provide feedback** within ~~1030~~ days upon receipt of the aforesaid written request(s), the shareholder who has submitted the request may **submit a written request to the supervisory committee to convene such a meeting.**
3. **If the supervisory committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days of receipt of the request, and any changes to the original request contained in the notice shall be agreed by the shareholders concerned. If the supervisory committee does not agree to convene an extraordinary shareholders' meeting upon receipt of the foregoing written request or fails to issue a notice of shareholders' meeting within the prescribed period, shareholders holding individually or collectively more than 10 percent of the Company's shares with voting rights for more than 90 consecutive days may** ~~on his own within 4 months after the Board receives the notice~~ convene a meeting on his own and the procedures for such convening shall be, to the extent possible, identical to those used by the Board to convene a shareholders' meeting.

**For the avoidance of doubt, on the date of the shareholders' meeting, the aggregate shareholding of the convening shareholders shall not be less than ten percent of the Company's shares with voting rights.**

If the shareholders **or the supervisory committee** convene a meeting on their own as a result of the failure of the Board to do the same, all reasonable expenses thus incurred shall be borne by the Company, and shall be deducted from the money payable by the Company to the defaulting directors.

Article ~~3836~~ The Chairman shall ~~convene~~ ~~preside over~~ the shareholders' ~~general~~ meeting and shall be the chairman of the meeting. In the absence of the Chairman, deputy Chairman of the Board shall **convene and** chair the meeting instead; If both the Chairman and the deputy Chairman of the Board fail to attend the meeting, ~~more than half a majority~~ of Directors shall jointly elect a Director to ~~convene and~~ chair the meeting. **If no chairman of the meeting has been appointed, the chairman**

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## LETTER FROM THE BOARD

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of the meeting may be elected by the shareholders attending the meeting, if, for any reason, the shareholders fail to elect the chairman of the meeting, the meeting shall be chaired by the shareholder (including proxy) present with the greatest number of shares with voting rights.

.....

Article ~~4644~~ The chairman of the meeting shall be obliged to propose to the shareholders' ~~general~~ meeting to vote on the motions by secret ballot, with each shareholder or shareholder's authorized proxy exercising his/her voting right by the number of shares he/she represents with voting right. Each share has one vote, ~~except when voting by cumulative voting on a motion for the election of directors as provided for in the Company's Articles of Association.~~

Shares of the Company held by the Company do not have voting rights, and such shares are not included in the total number of shares entitled to vote at the shareholders' ~~general~~ meeting attended by the shareholders.

Article ~~4745~~ At a shareholders' meeting, any vote of the shareholders must be taken by poll except where the chairman of the meeting in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. ~~Except for the rules made from time to time by the Hong Kong Stock Exchange or any related stock exchanges, the shareholders' general meeting shall vote by a show of hands, unless (before or after the announcement to show of hands) the following persons request a written vote:~~

- I. ~~the chairman of the meeting;~~
- II. ~~at least two shareholders with voting right or proxies with voting right;~~
- III. ~~shareholders individually or jointly holding 10% or more of shares carrying voting rights at the meeting.~~

~~Unless somebody proposes to vote by way of poll, the chairman of the meeting will announce the result of the proposal on the basis of the result of the show of hands, and record it in the minutes of the meeting as a final basis. There is no need to prove the number of votes or proportions supporting or objecting the resolution passed at the meeting.~~

~~The request for voting by way of poll can be withdrawn by the proposer.~~

Article ~~48~~ ~~In the event that there are more than two candidates for the election of directors at a shareholders' general meeting, each share held by the shareholders (including shareholders' proxies) shall be entitled to a number of votes equal to the number of candidates to be elected, and the shareholders (including shareholders' proxies) may elect one person as the centralizer of all the votes, or they may elect a number of persons in a dispersed manner, provided that an explanation shall be given as to the allocation of the voting rights.~~

Article ~~5047~~ Resolutions at shareholders' ~~general~~ meetings consist of ordinary resolutions and special resolutions.



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## LETTER FROM THE BOARD

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2. Special Resolution

- (2) The following matters shall be passed by special resolution of the shareholders' ~~general~~ meetings.

.....

- (vii) any other matters that should be adopted by a special resolution in accordance with the **Company Law and** provisions of the Listing Rules.

~~Article 57 Shareholders can inspect copies of meeting minutes during office hours of the Company free of charge. If any shareholder requests for copies of relevant meeting minutes, the Company shall distribute the copies within 7 days after receiving a reasonable fee.~~

2. **To amend the below article in accordance with the New Company Law:**

Article ~~56~~**53** There shall be minutes of the **shareholders'** ~~general~~ meetings signed by **the chairperson**, the Directors present and the recorder. If no Director is present at such meeting, the minutes shall be signed by the chairing shareholder or the shareholder's authorized proxy and the recorder. The minutes shall record the followings:

.....

3. **To amend the below articles in accordance with the corporate governance practice:**

Article ~~45~~**43** The **shareholders'** ~~extraordinary general~~ meeting shall not vote on matters not specified in the notice convening the shareholders' ~~general~~ meeting. The shareholders' ~~general~~ meeting shall vote on all the motions listed in the agenda item by item, and shall not be suspended or withheld for any reason except that the shareholders' ~~general~~ meeting shall be adjourned or prevented from making a resolution due to force majeure or other special reasons. Where there are different motions on the same item of business at an annual general meeting, the motions shall be voted on in the chronological order in which they are proposed and a resolution on the item shall be made.

Article ~~64~~**57** In accordance with the regulatory requirements of the place of listing, if the Company should convene a meeting of H-shareholders in respect of any material matter, the procedures for convening and voting of the relevant H-shareholders' meeting shall be implemented with reference to the relevant provisions in relation to shareholders' meetings of the Articles of Association **and this Rules**.

Save as disclosed in this circular, if the serial numbering of the chapters and articles is changed due to the addition or deletion of certain articles, the serial numbering of the chapters and articles of the Rules Governing the Operation of Shareholders' General Meetings as so amended shall be changed accordingly, including references.

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## LETTER FROM THE BOARD

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The proposed amendments to the Rules Governing the Operation of Shareholders' General Meetings are subject to the approval by ordinary resolution at the EGM of the Company.

### **EGM**

The notice convening the EGM to be held at 9:00 a.m. on Friday, 22 November 2024 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC is set out on pages 25 to 27 of this circular.

Form of proxy for use at the EGM is enclosed and is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Shareholders who intend to appoint a proxy to attend the EGM 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 EGM or any adjournment thereof (as the case may be) and voting in person if you so wish.

The resolutions to be approved at the EGM will be voted by way of poll. The poll results announcement of the EGM 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 EGM 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 EGM.

Yours faithfully,  
By Order of the Board  
**AviChina Industry & Technology Company Limited\***  
**Wu Yun**  
*Company Secretary*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of AviChina Industry & Technology Company Limited\* (the “**Company**”) will be held at 9:00 a.m. on Friday, 22 November 2024 at Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC to consider and approve the following resolutions. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 1 November 2024 of which this notice relates.

### ORDINARY RESOLUTIONS

1. The resolution relating to the 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 year 2024 and the approval of its remuneration.
2. “**THAT:**
  - (1) subject to the required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, the proposed amendments to the Rules Governing the Operation of Shareholders’ General Meetings (details of which are set out in the section headed “Proposed Amendments to the Rules Governing the Operation of Shareholders’ General Meetings” in the letter from the Board contained in the Circular) be and are hereby approved and confirmed; and
  - (2) any one of the Directors or authorized representative of the Chairman of the Board be and is hereby authorized to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect to the proposed amendments to the Rules Governing the Operation of Shareholders’ General Meetings, including, without limitation, to obtain all necessary approvals from the relevant regulatory authorities in the PRC, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder, as such Director or authorized representative may in his/her absolute discretion deem appropriate.”

\* For identification purpose only

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# NOTICE OF EXTRAORDINARY GENERAL MEETING

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## SPECIAL RESOLUTION

3. **“THAT:**

- (1) subject to the required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, the proposed amendments to the Articles of Association (details of which are set out in the section headed “Proposed Amendments to the Articles of Association” in the letter from the Board contained in the Circular) be and are hereby approved and confirmed; and
- (2) any one of the Directors or authorized representative of the Chairman of the Board be and is hereby authorized to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect to the proposed amendments to the Articles of Association, including, without limitation, to obtain all necessary approvals from the relevant regulatory authorities in the PRC, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder, as such Director or authorized representative may in his/her absolute discretion deem appropriate.”

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

Beijing, 1 November 2024

*Notes:*

**(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE EGM**

As disclosed in the announcement of the Company dated 17 October 2024, the H Share register of members of the Company will be closed from Saturday, 2 November 2024 to Friday, 22 November 2024 (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 Friday, 22 November 2024 are entitled to attend and vote at the EGM.

In order to be eligible to attend and vote at the EGM, 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 Friday, 1 November 2024 at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

**(2) REGISTRATION PROCEDURES FOR ATTENDING THE EGM**

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 EGM, 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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**(3) PROXIES**

- a. Any Shareholder who is entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf at the EGM. 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 EGM.
- b. 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 17M Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM and return of a form of proxy will not preclude a Shareholder from attending EGM or any adjournment thereof (as the case may be) in person and voting at the EGM if he or she so wishes.

**(4) THE EGM IS EXPECTED TO LAST FOR HALF A DAY. SHAREHOLDERS ATTENDING THE MEETING ARE RESPONSIBLE FOR THEIR OWN TRANSPORTATION AND ACCOMMODATION EXPENSES.**

Designated address of the Company:

6/F, Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC (Postal code: 100029)

Telephone No: 86-10-58354348

Facsimile No: 86-10-58354310

Attention: Ms. Pu Yuanqing

*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. Xu Gang as well as independent non-executive Directors Mr. Liu Weiwu, Mr. Mao Fugen and Mr. Lin Guiping.*