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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)

## ANNOUNCEMENT

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES GOVERNING THE OPERATION OF SHAREHOLDERS' MEETINGS**

The announcement is published by AviChina Industry & Technology Company Limited\* (the “**Company**”) in accordance with Rule 13.51 (1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

#### **I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that, on 29 August 2025, the Board proposed to amend the articles of association of the Company (the “**Articles of Association**”), and, in accordance with the Articles of Association, to abolish the establishment of the supervisory committee and repeal the supporting rules and regulations related to the supervisory committee.

#### **1. To amend the below articles in accordance with the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) which was revised by the China Securities Regulatory Commission and took effect on 28 March 2025:**

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

The Articles of Association of the Company shall be a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company

and the shareholders and among shareholders from the date on which they become effective, **and shall be legally binding on the Company, shareholders, Directors and senior management staff.**

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Article 49 Holders of ordinary shares of the Company shall have the following obligations:

1. to abide by the Articles of Association;
2. to pay ~~subscription fees~~ **share capital** on the basis of the shares subscribed for by them and the method of capital injection; and
3. other obligations imposed by laws, administrative regulations and the Articles of Association.

Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed to by the subscriber of the relevant shares on subscription.

Article 53 The shareholders' 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 and to decide on matters concerning the remuneration of supervisors;~~
- ~~4~~3. to consider and approve reports of the Board;
- ~~5. to consider and approve reports of the supervisory committee;~~
- ~~6. to consider and approve the Company's annual financial budget and final accounts proposals;~~
- ~~7~~4. to consider and approve the Company's plans for profit distribution and making up losses;
- ~~8~~5. to resolve on the increase or reduction of the registered capital of the Company;
- ~~9~~6. to resolve on matters such as the merger, division, dissolution and liquidation of the Company;
- ~~10~~7. to resolve on the issuance of Company bonds;
- ~~11~~8. to resolve on the employment, dismissal from employment or non-renewal of employment of the accounting firm **engaged for the Company's audit services**;
- ~~12~~9. to amend the Articles of Association;
- ~~13~~10. to consider proposals submitted by shareholders holding 1% or more (inclusive) of the shares with voting rights in the Company;
- ~~14~~11. other matters that laws, administrative regulations and the Articles of Association require to be resolved by the shareholders' meeting;
- ~~15~~12. any other matters that the Listing Rules require to be considered by the shareholders' meeting.

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

financial year.

The Board shall convene an extraordinary shareholders' meeting 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 carrying voting rights request(s) in writing for the convening of an extraordinary shareholders' meeting;
4. the Board deems necessary or the ~~supervisory committee~~ audit and risk management committee so requests; or
5. two or more independent non-executive directors so request.

Article 64 The instrument appointing a proxy to vote shall be delivered to the address of the Company or any other place designated in the notice of the meeting at least 24 hours before the convening of the meeting to which such instrument is relevant, or 24 hours before the designated time for voting. If the instrument is signed by the other person authorized by the appointer, the power of attorney authorizing the signature or other authorization documents shall be notarially certified. Such power of attorney or other authorization documents notarially certified, together with the instrument appointing the proxy shall be placed at the address of the Company or any other place designated in the notice of the meeting.

~~If the appointer is a legal person, its legal representative or such person authorized by a resolution of the board of directors or other decision-making body of such legal person can attend at any shareholders' meeting of the Company as a representative of the appointer.~~

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Article 72 The following matters shall be resolved by way of ordinary resolution at the shareholders' meeting:

1. work reports of the Board ~~and the supervisory committee~~;
2. profit distribution plans and plans for making up losses formulated by the Board;
3. removal of members of the Board ~~and members of the supervisory committee~~, their remuneration and method of payment of the remuneration;
4. annual ~~budgets and final accounts~~, balance sheets and profit statements and other financial statements of the Company;
5. matters other than those which are required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolution;
6. other matters required by the Listing Rules, except for the matters to be adopted by special resolution.

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

1. 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' meeting and clarifying the matters to be considered at the meeting. 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 extra ordinary shareholders' meeting within 10 days after receiving the aforesaid written request. 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 convene the meeting or fails to provide feedback within 10 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~~ **audit and risk management committee** convene such a meeting.

3. If the ~~supervisory committee~~ **audit and risk management 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~~ **audit and risk management 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 10% or more of the Company's shares with voting rights for more than 90 consecutive days may 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~~ **audit and risk management 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' meeting, **Directors, the general manager and other senior management staff attending or participating in the meeting** ~~Board and the supervisory committee~~ shall provide response or

make explanations for the questions and suggestions raised by the shareholders.

Article 87 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;
2. it is proposed by more than one-third of the Directors;
3. it is proposed by the ~~supervisory committee~~ **audit and risk management committee**;
4. it is proposed by more than two (including two) independent Directors;
5. the Chairman deems it necessary; or
6. subsidiaries are required to vote on all resolutions at the shareholders' meeting convened by listed companies in the PRC in which such subsidiaries have interests, except resolutions in respect of connected transactions.

(Articles 95 to 98 were added as the newly added Chapter Ten Audit and Risk Management Committee.)

**Article 95 The Company shall not establish a supervisory committee or supervisors. An audit and risk management committee shall be established under the Board to exercise the functions and powers of the supervisory committee as stipulated in the Company Law, and shall perform its duties in accordance with the provisions of the Listing Rules and the Working Rules of the Audit and Risk Management Committee.**

**Article 96 The audit and risk management committee shall consist of at least three members, all of whom must be non-executive Directors, with independent non-executive Directors forming the majority. Members of the audit and risk management committee shall be Directors who do not hold senior management positions in the Company.**

**The audit and risk management committee shall have one chairman, who shall be an independent non-executive director elected by the Board at a plenary meeting.**

**Members of the audit and risk management committee shall be nominated by the chairman of the Board or by a joint nomination of at least one-third of the Directors, and elected or removed by a majority vote of all Directors.**

**The term of office of the audit and risk management committee shall be the same as that of the Board. Upon expiration of their terms, members of the audit and risk management committee may be re-elected and serve consecutive terms. If a member ceases to hold the**

position of Director, he/she shall automatically lose his/her qualification as a committee member, and no separate removal procedure shall be required. If the number of members of the audit and risk management committee falls below the minimum requirement due to such circumstances, the resignation of the member shall take effect only when the newly elected member assumes office. If the re-elections of members of the audit and risk management committee are not conducted in a timely manner upon the expiration of their terms, the incumbent members shall continue to perform their duties in accordance with laws, regulations, and the Articles of Association until the newly elected members take office.

Article 97 The audit and risk management committee shall exercise the following functions and powers in accordance with the law:

1. to inspect the financial affairs of the Company;
2. to supervise the performance of duties by Directors, managers and other senior management staff, and propose to dismiss the aforesaid staff whoever becomes in breach of the laws, administrative regulations, the Articles of Association or the resolutions of shareholders' 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 reports and profit distribution plans, etc. that the Board intends to submit to the shareholders' meeting and, if in doubt, to appoint, in the name of the Company, certified public accountant(s) or practicing auditor(s) to assist in reviewing such information;
5. to propose the holding of extraordinary shareholders' meetings, and to convene and chair the shareholders' meetings in the event that the Board does not fulfill its duty to convene and chair the shareholders' meetings as stipulated in the Company Law;
6. to make proposals to the shareholders' meetings;
7. to institute legal proceedings against Directors or senior management staff; and
8. other functions and powers stipulated in the Articles of Association and the Working Rules of the Audit and Risk Management Committee.

Article 98 Reasonable expenses incurred by the audit and risk management committee in the engaging of professionals such as lawyers, certified public accountants and practicing auditors in the exercise of its functions and powers shall be borne by the Company.

(Articles 102 to 114 were deleted, i.e., the entire Chapter Twelve Supervisory Committee was deleted.)

~~Article 102 The Company shall have a supervisory committee.~~

~~Article 103 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 shall be subject to the affirmative vote of a majority of the members of all supervisors.~~

~~Article 104 The shareholder representative supervisors shall be elected or removed from office by the shareholders' meeting; employee representative supervisor shall be elected or removed from office by the Company's employees in a democratic election.~~

~~Article 105 The Company's directors, manager, and other senior management staff (including but not limited to the person in charge of financial affairs) shall not serve concurrently as a supervisor.~~

~~Article 106 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 a majority of the supervisors to convene and chair the meeting.~~

~~Article 107 The supervisory committee shall be accountable to the shareholders' 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 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' 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 reports and profit distribution plans, etc. that the Board intends to submit to the shareholders' 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' 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;~~
- ~~7. to institute legal proceedings against a Director or a senior management staff; and~~
- ~~8. other functions and powers provided for in the Articles of Association.~~

~~The supervisors shall attend the Board meetings as non-voting attendants.~~

~~Article 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. 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 half of all the members of the supervisory committee.~~

~~Article 109 Minutes shall be kept for the meetings of the supervisory committee, on which the supervisors have the right to record explanatory information of their speeches at the meetings. Supervisors and the person taking the minutes shall sign on the minutes. The minutes shall be kept as company archive by the Secretary to the Board for a term of 10 years.~~

~~Article 110 The supervisors shall be responsible for the resolutions of the supervisory committee. In case a resolution of the supervisory committee is in violation of laws, administrative regulations, and the Articles of Association and causes any severe losses to the Company, the supervisors who are involved in making such resolution shall be responsible to pay compensation. However, if a supervisor is proven to have expressed his objection in the voting on such resolution which was recorded in the minutes, the supervisor can be released from relevant liabilities.~~

~~Article 111 The supervisory committee carries out the recording system of execution of its resolutions. All resolutions of the supervisory committee shall be executed or be supervised by the designated supervisor. The designated supervisor shall record the execution of the relevant resolution of the supervisory committee and report the execution results to the supervisory committee.~~

~~Article 112 The supervisors and the supervisory committee shall not be responsible for the resolutions of the Board. However, if the supervisory committee is of the view that the resolutions of Board are in violation of laws, administrative regulations, the Articles of Association or compromises the interests of the Company, the supervisors and the supervisory committee shall proposed re-considering on the resolutions by the Board.~~

~~Article 113 The reasonable expenses incurred by the supervisory committee in the engaging of professionals such as lawyers, registered accountants and practicing auditors in the exercise of its functions and powers shall be borne by the Company. The expenses incurred from the supervisors' participation in the meeting of the supervisory committee shall be~~



~~borne by the Company. Such expenses include the travel expense from the supervisors' location to the venue of the meeting (if the meeting is not held at the location of the supervisor), dining and accommodation expenses during the meeting, rental of the venue of the meeting and local transportation expenses.~~

~~**Article 114** The supervisors shall faithfully perform their supervisory duties in accordance with laws, administrative regulations and the Articles of Association.~~

Article 128~~3~~1 A loan guarantee provided by the Company in breach of the first paragraph of Article 126~~1~~1 shall be unenforceable against the Company, unless:

1. the loan was provided to a connected person of a Director, a supervisor (if applicable), the manager or other senior management staff of the Company or of its parent company, and at the time the loan was advanced the lender did not know the relevant circumstances; or
2. the collateral provided by the Company has been lawfully sold by the lender to a bona fide purchaser.

Article 131~~26~~26 The Company shall conclude written contracts with each Director and supervisor of the Company concerning his or her remuneration. Such contracts shall be approved by the shareholders' meeting before they are entered into. The aforementioned remuneration shall include:

1. remuneration in respect of his or her service as a Director, ~~supervisor~~ or senior management staff of the Company;
2. remuneration in respect of his service as a Director, supervisor (if applicable) or senior management staff of a subsidiary of the Company;
3. remuneration for other services provided toward the management of the Company or a subsidiary thereof; and
4. the payment by way of compensation for his or her loss of office or retirement to the aforementioned Directors ~~and supervisors~~ in respect of redundancy or retirement.

A Director ~~or supervisor~~ may not sue the Company for benefits due to him or her on the basis of the aforementioned matters, except under a contract as mentioned above.

2. **In accordance with the Guidelines for the Articles of Association of Listed Companies, the Company proposes to abolish the supervisory committee and remove all references to “supervisor(s)” in the Articles of Association, with all instances of the term “kinds of shares” revised to “classes of shares”. Examples are as follows:**

Article 7 The Articles of Association shall be binding upon the Company and its shareholders, Directors, ~~supervisors~~, managers and other senior management staff. All the above persons may make claims related to Company matters in accordance with the Articles of Association.

The Company and its shareholders, Directors, ~~supervisors~~, managers and other senior management staff shall all strictly comply with the national laws and regulations and the regulations and rules issued by the relevant regulatory authorities. Where there are other

regulations or requirements by the industry authorities on the industry that the Company involves in (including but not limited to confidentiality matters and military matters), the Company shall execute in accordance with such regulations or requirements.

Article 12 The Company shall have ordinary shares at all times and it may have other ~~kinds-~~  
classes of shares.

**3. To amend below articles in accordance with the Listing Rules that took effect on 10 February 2025:**

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 shareholders' meeting shall be given no less than twenty (20) days prior to the annual shareholders' meeting or fifteen (15) days prior to the extraordinary shareholders' meeting, 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 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.

**The shareholders' meeting shall have a venue and be held in the form of an on-site meeting. On the premise of ensuring the legitimacy and validity of the shareholders' meeting, the Company may provide other forms and channels for shareholders to attend the shareholders' meeting (including but not limited to through electronic facilities such as the Internet, telephone conferences, and videos) to facilitate shareholders' attendance at the shareholders' meeting and voting by electronic means. Shareholders who participate in the shareholders' meeting through the aforesaid forms shall be deemed to be present.**

**4. To amend below articles in accordance with the Opinions on Strengthening and Improving the Work of the Communist Party of China in Central Enterprises (《關於加強和改進中央企業黨建工作的意見》) issued by the Organization Department of the CPC Central Committee and the Party Committee of the State-owned Assets Supervision and Administration Commission of the State Council, the Regulations on the Work of Primary Organizations of the Communist Party of China in State-owned Enterprises (Trial Implementation) (《中國共產黨國有企業基層組織工作條例（試行）》) issued by the CPC Central Committee and the Company's governance practices:**

Article 9 In accordance with provisions under the Constitution of the Communist Party of China, the Company shall establish an organization for the Communist Party of China, carry out Party activities. ~~The Party organization shall perform the core leading and political functions. The Company shall~~ establish a working organ for the Party, allocate sufficient ensure fully-staffed and competent personnel to handle Party affairs personnel and guarantee working funds for the Party organization. ~~Prior to making decisions on material issues of the Company, the opinion of the Party organization of the Company shall be considered. When selecting senior managements, the Party organization shall consider and propose opinions and suggestions on the candidates nominated by the Board or managers.~~

(Articles 106 to 109 were added as the newly added Chapter Thirteen Party Committee of the Company.)

Article 106 The Communist Party of China Committee of AviChina Industry & Technology Company Limited (hereinafter referred to as “Party Committee”) shall be established. Meanwhile, in accordance with relevant regulations, a Discipline Inspection Commission shall be established.

Article 107 The Party Committee of the Company shall have one Secretary of the Party Committee, one Deputy Secretary of the Party Committee and several members of the Party Committee, who shall be elected in accordance with the relevant provisions of the Constitution of the Communist Party of China and other relevant regulations.

Article 108 The Party Committee of the Company plays a leading role in “set the right direction, keep in mind the big picture, ensure the implementation of Party policies and principles”, and performs the following duties in accordance with the Constitution of the Communist Party of China and other Party regulations:

1. ensure and supervise the implementation of the policies of the Party and the State in the Company, and implement the major strategic decisions of the Central Committee of the Communist Party of China and the State Council as well as the relevant important work arrangements of higher-level Party organizations;
2. enhance its leadership and supervisory role in personnel appointments, upholding the principle of Party management of cadres, which shall operate in conjunction with the statutory rights of the Board to select managers and of managers to exercise personnel appointment powers in accordance with law;
3. study and discuss major operational and management matters of the Company, and support the shareholders’ meeting, the Board and the management in exercising their functions and powers in accordance with the law;
4. assume the main responsibility for the construction of a clean and honest Party conduct in the Company, lead and support disciplinary inspection organizations in performing their duties of supervision, discipline enforcement and accountability, strictly enforce political discipline and political rules, and promote the comprehensive and strict governance of the Party to extend to the grassroots level;

**5. discuss and decide on other important matters within the scope of the Party Committee's responsibilities.**

**Article 109 The Company shall uphold and improve the leadership system of “dual-directional entry and cross-appointment”. Eligible members of the Party Committee leadership may join the Board and management through legal procedures, and qualified Party members in the Board and management may join the Party Committee in accordance with relevant regulations and procedures.**

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

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

The Board hereby announces that, on 29 August 2025, the Board proposed to amend the rules governing the operation of shareholders' meetings of the Company (the “**Rules Governing the Operation of the Shareholders' Meetings**”) as follows:

### **1. To amend the below articles in accordance with the above-mentioned proposed amendments to the Articles of Association:**

Article 5 The Board shall convene an extraordinary shareholders' meeting 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' meeting;
4. the Board deems necessary or the **audit and risk management committee** ~~supervisory committee~~ so requests; or
5. two or more independent non-executive directors so request.

Article 10 The shareholders' 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;
2. to elect and replace Directors and to decide on matters concerning the remuneration of Directors;
- ~~3. to elect and replace the supervisors and to decide on matters concerning the remuneration of supervisors;~~
- ~~4.~~ 3. to consider and approve reports of the Board;
- ~~5. to consider and approve reports of the supervisory committee;~~

~~6. to consider and approve the Company's annual financial budget and final accounts proposals;~~

~~74.~~ to consider and approve the Company's plans for profit distribution and making up losses;

~~85.~~ to resolve on the increase or reduction of the registered capital of the Company;

~~96.~~ to resolve on matters such as the merger, division, dissolution and liquidation of the Company;

~~107.~~ to resolve on the issuance of Company bonds;

~~118.~~ to resolve on the employment, dismissal from employment or non-renewal of employment of the accounting firm engaged for the Company's audit services;

~~129.~~ to amend the Articles of Association;

~~1310.~~ to consider proposals submitted by shareholders holding 1% or more (inclusive) of the shares with voting rights in the Company;

~~1411.~~ other matters that laws, administrative regulations and the Articles of Association require to be resolved by the shareholders' meeting;

~~1512.~~ any other matters that the Listing Rules require to be considered by the shareholders' meeting.

The shareholders' meeting shall exercise its functions and powers within the scope prescribed by the Company Law and the Articles of Association, and shall not interfere with shareholders' disposal of their own rights.

Article 18 The audit and risk management committee ~~supervisory committee~~ shall be responsible for making proposals when it proposes to convene a shareholders' meeting.

Article 19 Before the chairman issues the Board's notice concerning the convening of the shareholders' meeting, the secretary of the Board may solicit proposals from shareholders, members of audit and risk management committee ~~supervisors~~ and independent Directors, and submit such proposals to the shareholders' meeting for review after they have been examined and approved by the Board.

Article 20 The annual general meeting shall deliberate at least the following proposals:

1. consider the annual report of the board of directors;

~~2. consider the annual report of the supervisory board;~~

~~23.~~ consider the audited financial report of the company for the previous year;

~~34.~~ consider the profit distribution plan of the company for the previous year; and

~~45.~~ appoint, remove or non-reappoint the accounting firm engaged for the Company's audit services.

Article 22 Where the audit and risk management committee ~~supervisory committee~~ or shareholder(s) individually or jointly holding 10% or more of the Company's voting shares propose to convene an extraordinary shareholders' meeting, they may submit one or more written requests in identical form, specifying the meeting agenda, and simultaneously present a proposal to the Board that complies with the requirements of the preceding article of these Rules.

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 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' 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.

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.

**The shareholders' meeting shall have a venue and be held in the form of an on-site meeting. On the premise of ensuring the legitimacy and validity of the shareholders' meeting, the Company may provide other forms and channels for shareholders to attend the shareholders' meeting (including but not limited to through electronic facilities such as the Internet, telephone conferences, and videos) to facilitate shareholders' attendance at the shareholders' meeting and voting by electronic means. Shareholders who participate in the shareholders' meeting through the aforesaid forms shall be deemed to be present.**

Article 26 Upon receipt of a qualified written proposal from the **audit and risk management committee** ~~supervisory committee~~ for convening a shareholders' meeting, the Board shall issue a notice for convening the shareholders' meeting within 30 days.

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

1. 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' meeting and clarifying the matters to be considered at the meeting. 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. 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 convene the meeting or fails to provide feedback within 10 days upon receipt of the aforesaid written request(s), the shareholder who has submitted the request may submit a written request to the **audit and risk management committee** ~~supervisory committee~~ to convene such a meeting.

3. If the audit and risk management committee ~~supervisory committee~~ agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five 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 audit and risk management committee ~~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 10% or more of the Company's shares with voting rights for more than 90 consecutive days may convene a meeting on their 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 audit and risk management committee ~~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 31 A shareholder shall entrust a proxy in writing. Such written power of attorney shall contain the following contents:

**1. the name of the appointing shareholder, as well as the class and quantity of the Company's shares held by the appointing shareholder;**

~~12.~~ the name of the proxy authorized by the shareholder;

~~2. The number of shares of the appointer represented by the proxy authorized by the shareholder;~~

3. whether the proxy has the right to vote;

4. specific instructions from shareholder(s) on including whether to vote for/against/abstain on each matter to be considered on the agenda of the shareholders' meeting;

5. whether the proxy has the right to vote on temporary proposals that may be included in the agenda of the shareholders' annual general meeting; if so, specific instructions on the type of voting right to be exercised;

6. the date of issuance and the term of validity of the power of attorney; and

7. the signature or seal of the appointer or the proxy entrusted by the appointer in writing. If the appointer is a legal person shareholder, the seal of the legal person entity shall be affixed or the signature shall be made by its director or duly appointed proxy. The power of attorney shall specify that if the shareholder does not give specific instructions, the proxy authorized by the shareholder may participate in the voting according to his/her own will.

Article 36 The Chairman shall convene the shareholders' 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, a majority of Directors shall jointly elect a Director to 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.

Shareholders' meetings convened by the audit and risk management committee ~~supervisory committee~~ shall be chaired by the chairman of the audit and risk management committee ~~supervisory committee~~. In the event that the chairman is unable to perform or does not perform his duty, a member of the audit and risk management committee ~~supervisor~~ shall be elected by a majority of the supervisors ~~a majority of the member of the audit and risk management committee~~ to convene and chair the meeting.

For a shareholders' meeting convened independently by shareholders, a representative elected by the conveners shall preside over the meeting.

Article 38 After the chairman of the meeting has completed inquiries regarding the meeting agenda, he/she shall begin to read out the proposals or entrust others to read them out, and shall, when necessary, explain the proposals in accordance with the following requirements:

1. where the proposer is the board of directors, the chairman of the Board or another person entrusted by the chairman shall explain the proposals;
2. where the proposer is a legal person shareholder, its legal representative or a legally valid authorized proxy of the shareholder shall explain the proposals; where the proposer is an individual shareholder, he/she himself/herself or a legally valid authorized proxy of the shareholder shall explain the proposals;
3. where the proposer is the audit and risk management committee ~~supervisory committee~~, a person entrusted by the audit and risk management committee ~~supervisory committee~~ shall explain the proposals.

Article 41 Shareholders may put forward inquiries to the Company at the shareholders' meeting. Save as matters involving the Company's commercial secrets that cannot be disclosed at the shareholders' meeting, the chairman of the meeting shall instruct Directors, the general manager and other senior management staff attending or participating in the meeting ~~Directors or supervisors~~ to respond to the shareholders' inquiries.

Article 47 Resolutions of shareholders' meetings shall be divided into ordinary resolutions and special resolutions.

#### 1. Ordinary resolution

- (1) An ordinary resolution must be passed by more than half (excluding half) of the voting rights represented by the shareholders (including proxies) present at the meeting;
- (2) the following matters shall be resolved by way of ordinary resolution at the shareholders'



meeting:

- (i) work reports of the Board ~~and the supervisory committee~~;
- (ii) profit distribution plans and plans for making up losses formulated by the Board;
- (iii) removal of members of the Board ~~and members of the supervisory committee~~, their remuneration and method of payment of the remuneration;
- (iv) annual ~~budgets and final accounts~~, balance sheets and profit statements and other financial statements of the Company;
- (v) matters other than those which are required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolution;
- (vi) other matters required by the Listing Rules, except for the matters to be adopted by special resolution.

## 2. Special Resolution

- (1) A special resolution must be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.
- (2) the following matters shall be resolved by way of special resolution at the shareholders' meeting:
  - (i) the increase or reduction in the share capital and the issuance of shares of any class ~~type~~, warrants and other similar securities;
  - (ii) the buy-back of shares of the Company;
  - (iii) the issuance of corporate bonds;
  - (iv) the division, merger, dissolution and liquidation of the Company;
  - (v) the amendments to the Articles of Association;
  - (vi) any other matters considered by the shareholders in shareholders' 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
  - (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 50 In addition to the relevant vote-counting requirements specified in the Listing Rules, prior to voting, ~~shareholders attending the meeting shall elect at least one supervisor and~~ the secretary of the Board shall be the vote counters, who shall count and tally the votes on the spot. The vote counters shall sign the vote tally records.

Article 53 There shall be minutes of the shareholders' 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:

- 1. the proportion of voting shares held by shareholders attending the shareholders' meeting to the total shares of the company;
- 2. the date and venue of the meeting;
- 3. the name of the meeting chairperson and the meeting agenda;
- 4. the key points of speeches made by each speaker on the matters under consideration;

5. the voting result of each voting item;
6. shareholders' inquiries, suggestions, and the responses or explanations from **Directors, the general manager and other senior management staff attending or participating in the meeting-Directors and supervisors**; and
7. other contents that the shareholders' meeting deems necessary to be included in the meeting minutes and those stipulated in the company's articles of association.

**2. In accordance with the Guidelines for the Articles of Association of Listed Companies, the Rules for Shareholders' Meetings of Listed Companies (《上市公司股東會規則》) and the above-mentioned proposed amendments to the Company's articles of association, the Company proposes to abolish the supervisory committee and remove all references to "supervisor(s)". Examples are as follows:**

Article 24 The notice of a shareholders' meeting shall:

.....

8. if any Director, ~~supervisor~~, manager and other senior management staff has a material interest in the matter to be considered at the meeting, he or she shall declare the nature and extent of his or her interest; if the effect of the matter to be considered on such director, ~~supervisor~~, manager and other senior management staff as a shareholder is different from that on the shareholder of the same class of shares, he or she shall explain such difference;

.....

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

Save as disclosed in this announcement, 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 and/or the Rules Governing the Operation of the Shareholders' Meetings as so amended shall be changed accordingly, including references.

A circular containing, among other things, details of the proposed amendments to the Articles of Association and the Rules Governing the Operation of the Shareholders' Meetings, together with a notice of the extraordinary general meeting, will be published by the Company in due course.

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

Beijing, 29 August 2025

*As at the date of this announcement, the Board comprises executive Directors Mr. Yan Lingxi and Mr. Sun Jizhong, non-executive Directors Mr. Xu Dongsheng, Mr. Zhou Xunwen and Ms. Hu Shiwei as well as independent non-executive Directors Mr. Liu Weiwu, Mr. Mao Fugen and Mr. Lin Guiping.*

*\* For identification purpose only*