



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)

Proxy Form for Use in the Extraordinary General Meeting

Number of H Shares/Domestic Shares related to this proxy form ^(note 1)	
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I/We ^(note 2) _____,
of ^(note 2) _____,
am/are the registered holder(s) of _____ ^(note 1) H Shares/Domestic Shares ^(note 3)
in AviChina Industry & Technology Company Limited (the "Company"), hereby appoint the chairman of the Extraordinary General Meeting or _____ ^(note 4)
of _____
as my/our proxy/proxies ^(note 3) to attend the Extraordinary General Meeting of the Company to be held at 10:00 am on Monday, 13 June 2016 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China or at any adjournment thereof and vote on the resolution(s) to be presented at the meeting and any adjournment thereof as hereunder indicated for, or if no such indication is given, as my/our proxy/proxies ^(note 3) thinks fit.

No.	Items	For ^(note 5)	Against ^(note 5)
Ordinary Resolutions			
1.	"THAT: (1) the Acquisition, the Issuance, and the terms and conditions of the Equity Acquisition and Share Issuance Agreement and the Supplementary Agreement to the Equity Acquisition and Share Issuance Agreement entered into between the Company and AVIC, which is subject to the fulfilment of the conditions attached thereto, be and are hereby approved, ratified and confirmed; and (2) any Director 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 and/or to complete the relevant actions and transactions contemplated under the Equity Acquisition and Share Issuance Agreement and the Supplementary Agreement to the Equity Acquisition and Share Issuance Agreement, including but not limited to obtain necessary approvals from relevant PRC government authorities, and to sign any further documents, or to do any other matters incidental thereto and/or as contemplated thereunder and to make administrative or ancillary changes or amendments to the Equity Acquisition and Share Issuance Agreement and the Supplementary Agreement to the Equity Acquisition and Share Issuance Agreement as such Director or authorized representative may in his absolute discretion deem fit."		
2.	"THAT: (1) (a) the Supplementary Agreement to the Existing Mutual Provision of Services Agreement and (b) the proposed revision of the annual caps of relevant revenue transactions under the Existing Mutual Provision of Services Agreement for the two financial years ending 31 December 2017 be and are hereby approved, ratified and confirmed; and (2) any Director or authorized representative of the Chairman of the Board be and is hereby authorized to sign, implement, complete and despatch all the documents, and take all steps and to do all acts and things as may be necessary or desirable to complete the transactions contemplated under the Supplementary Agreement to the Existing Mutual Provision of Services Agreement, the proposed revision of annual caps of relevant revenue transactions thereof for the two financial years ending 31 December 2017 and all other matters ancillary thereto, and to sign and execute such further documents or to do any other matters incidental thereto and/or as contemplated thereunder and/or make administrative or ancillary changes or amendments to the aforesaid agreements, as such Director or authorized representative may in his absolute discretion deem fit."		

* For identification purpose only

No.	Items	For ^(note 5)	Against ^(note 5)
3.	<p>“THAT:</p> <p>(1) (a) the Supplementary Agreement to the Existing Products and Services Mutual Supply and Guarantee Agreement and (b) the proposed revision of the annual caps of relevant revenue transactions under the Existing Products and Services Mutual Supply and Guarantee Agreement for the two financial years ending 31 December 2017 be and are hereby approved, ratified and confirmed; and</p> <p>(2) any Director or authorized representative of the Chairman of the Board be and is hereby authorized to sign, implement, complete and despatch all the documents, and take all steps and to do all acts and things as may be necessary or desirable to complete the transactions contemplated under the Supplementary Agreement to the Existing Products and Services Mutual Supply and Guarantee Agreement, the proposed revision of annual caps of relevant revenue transactions thereof for the two financial years ending 31 December 2017 and all other matters ancillary thereto, and to sign and execute such further documents or to do any other matters incidental thereto and/or as contemplated thereunder and/or make administrative or ancillary changes or amendments to the aforesaid agreements, as such Director or authorized representative may in his absolute discretion deem fit.”</p>		
Special Resolution		For ^(note 5)	Against ^(note 5)
4.	<p>“THAT:</p> <p>(a) subject to the required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, the proposed consequential amendments to the Articles of Association (details of which are set out in the paragraph headed “Proposed Consequential Amendments to the Articles of Association” in the letter from the Board contained in the circular) be and are hereby approved and confirmed;</p> <p>(b) 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 consequential 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 absolute discretion deem fit; and</p> <p>(c) any one of the Directors or authorized representative of the Chairman of the Board be and is hereby authorised to make such other modifications to the proposed consequential amendments to the Articles of Association as may be required by the relevant regulatory authorities in the PRC.”</p>		

Date: _____ 2016

Signature: _____

Notes:

- Please insert the number of shares registered in your name(s) and related to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) are to be inserted in Block Letters as set out in the register of members of the Company.
- Please strike out the inappropriate one.
- If you wish to appoint any person other than the chairman of the Extraordinary General Meeting as your proxy, please delete the words “the chairman of the Extraordinary General Meeting or” and insert the name and address of the person to be appointed as your proxy in the space provided. If no name is inserted, the chairman of the Extraordinary General Meeting will become your proxy accordingly. Each shareholder is entitled to appoint one or more proxies to attend and vote on his behalf at the meeting. A proxy need not be a member of the Company but should attend the meeting in person. Any alteration to this form shall be initialized by the person who signs this form. In the case of joint holders of Shares, any one of such holders may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Extraordinary General Meeting personally or by proxy, that one of the said persons present whose name stands first on the register of members of the Company in respect of such Shares, either personally or by proxy, shall alone and not others be entitled to vote in respect thereof.
- If you wish to vote for any of the resolution set out above, please tick in the box marked “For”. If you wish to vote against any of the resolutions set out above, please tick in the box marked “Against”. If no such indication is given, your proxy is/are entitled to vote as it/they thinks fit.
- This proxy form must be signed under your hand or your attorney duly authorized in writing (and for such purpose, the authorization must be notarially certified), or if you are a body corporate or an entity, the instrument shall be signed under the hand of the chairman of the board or attorneys duly authorized in writing with the seal of the body corporate or entity affixed, provided that the way to sign this proxy form complies with the relevant provision(s) as prescribed in the articles of association of such company or entity.
- To be valid, holder of the Domestic Shares or H Shares shall deliver the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, if any, under which it is signed by an attorney duly authorized or other persons being authorized to the Company (for holders of the Domestic Shares) or to the Company’s H shares registrar, Computershare Hong Kong Investor Services Limited, at 17M Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of the H Shares) not less than 24 hours before the time for holding the meeting. The postal address of the Company is 9/F, Easyhome Tower, No 3A Dongzhimen South Avenue, Dongcheng District, Beijing, the PRC (Postal code: 100007).
- Any proxy/proxies who attend the Extraordinary General Meeting on behalf of any shareholder shall bring along this proxy form as completed and signed together with identification proof of the proxy/proxies.
- This proxy form shall be completed in duplication. One copy shall be delivered to the Company or to the Company’s H shares registrar in accordance with note 7. The other copy shall be produced at the time attending the Extraordinary General Meeting by the proxy/proxies in accordance with note 8.
- Completion and delivery of the proxy form shall not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.