



## 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 AT THE EGM

<b>Number of H Shares/ Domestic Shares related to this Proxy Form</b> <small>(note 1)</small>	
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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 EGM or (note 4) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy/proxies (note 3) to attend the EGM to be held at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China on Tuesday, 22 July 2014 at 9:00 a.m. or at any adjournment thereof and vote on the resolution 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 <small>(note 5)</small>	Against <small>(note 5)</small>
	<b>Ordinary Resolution</b>		
1.	<p><b>"THAT:</b></p> <p>(a) the Share Subscriptions and the terms and conditions of the Share Subscription Agreements between the Company and CITC and between AVIC Avionics and CITC (copies of which have been produced to this meeting marked "A" and initialed by the Chairman of the meeting) in relation to the Share Subscriptions, subject to fulfillment of the conditions as set out in the Share Subscription Agreements, be and are hereby approved, ratified and confirmed; and</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 and/or to complete or in connection with the Share Subscriptions, 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 and to make changes or amendments to the Share Subscription Agreements, as such Director or authorized representative may in his absolute discretion deem fit."</p>		

Date: \_\_\_\_\_ 2014

Signature: \_\_\_\_\_

**Notes:**

- Please insert the number of shares registered in your name(s) and related to the Proxy Form. If no number is inserted, the 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 EGM as your proxy, please delete the words "the chairman of the EGM 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 EGM 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 alternation to this form shall be initialized by the person who signs the Proxy Form. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM 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 the resolution set out above, please tick in the box marked "For". If you wish to vote against the resolution 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.
- The 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 the Proxy Form complies with the relevant provision(s) as prescribed in the articles of association of such company or entity.
- To be valid, the Proxy Form, 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 must be delivered to the Company at its postal address (for holders of the Domestic Shares) or to the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, 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 EGM on behalf of any Shareholder shall bring along the Proxy Form as completed and signed together with identification proof of the proxy/proxies.
- The Proxy Form shall be completed in duplication. One copy shall be delivered to the Company or the Company's H Shares Registrar in accordance with notes 6 or 7. The other copy shall be produced at the time attending the EGM 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 EGM or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

\* For identification purpose only