



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: 02357)

PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING

Number of H Shares related to this proxy form <small>(note 2)</small>	
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I/We (note 3) _____,
of (note 3) _____,
am/are the registered holder(s) of _____ (note 2) H Shares in AviChina Industry & Technology Company Limited* (the "Company"), hereby appoint the chairman of the meeting or (note 4) _____
of _____
as my/our proxy (note 4) to attend the extraordinary general meeting of the Company to be held at 9:00 a.m. on Thursday, 13 February 2020 at AVIC Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China (including any adjournment thereof) (the "EGM") and vote on the resolution(s) to be presented at the EGM as hereunder indicated for, or if no such indication is given, as my/our proxy thinks fit.

No.	Special Resolution	For <small>(note 5)</small>	Against <small>(note 5)</small>
1	<p>“THAT</p> <p>(1) the Equity Acquisition and Share Issuance Agreement entered into between the Company, AVIC and Tianjin Free Trade Zone Investment, and the transactions contemplated thereunder (including the Proposed Acquisition and the Proposed Issuance), be and is hereby approved, ratified and confirmed;</p> <p>(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, including but not limited to obtain necessary approval 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 as such Director or authorized representative may in his absolute discretion deem fit;</p> <p>(3) the Board be and is hereby granted a Specific Mandate to allot and issue the Consideration Shares pursuant to the Equity Acquisition and Share Issuance Agreement;</p> <p>(4) contingent on the Board resolving to issue the Consideration Shares pursuant to paragraph (3) of this resolution, the Board be authorized to:</p> <p style="margin-left: 20px;">(i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of the Consideration Shares;</p> <p style="margin-left: 20px;">(ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the Consideration Shares pursuant to paragraph (3) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and</p> <p style="margin-left: 20px;">(iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”</p>		

Date: _____ 2020

Signature: _____

* For identification purpose only

Notes:

1. Unless the context otherwise requires, capitalized terms used in this proxy form have the same meanings as defined in the circular of the Company dated 6 January 2020 and of which this proxy form relates.
2. 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 registered in your name(s).
3. Full name(s) and address(es) are to be inserted in block letters as set out in the register of members of the Company.
4. 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 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 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 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 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.
5. 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 entitled to vote as it thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice of the EGM.
6. 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 this proxy form is signed complies with the applicable laws and the relevant provision(s) as prescribed in the articles of association (or the equivalent document) of such company or entity.
7. To be valid, holders of the H Shares shall deliver this 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’s H Shares registrar, Computershare Hong Kong Investor Services Limited, at 17M Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM.
8. Any proxy who attends the EGM on behalf of any Shareholder shall bring along this proxy form completed and signed together with identification proof of the proxy.
9. This proxy form shall be completed in duplication. One copy shall be delivered to the Company’s H Shares registrar in accordance with note 7. The other copy shall be produced at the time the proxy attends the EGM in accordance with note 8.
10. Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM should you so wish. In such event, the instrument appointing a proxy shall be deemed to have been revoked.
11. All times stated refer to Hong Kong time.