



**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 EXTRAORDINARY GENERAL MEETING**

<b>Number of H Shares related to this proxy form</b> <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 Friday, 11 December 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.	Resolutions	For <small>(note 5)</small>	Against <small>(note 5)</small>
<b>Ordinary Resolutions</b>			
1.	“ <b>THAT</b> the terms of the Mutual Product Supply Agreement and the proposed annual caps in respect thereof for the three financial years ending 31 December 2023 be and are hereby approved, ratified and confirmed; and 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 continuing connected transactions contemplated thereunder 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 to make changes or amendments to the aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit.”		
2.	“ <b>THAT</b> the terms of the Mutual Service Supply Agreement and the proposed annual caps in respect of the revenue transactions thereunder for the three financial years ending 31 December 2023 be and are hereby approved, ratified and confirmed; and 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 continuing connected transactions contemplated thereunder 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 to make changes or amendments to the aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit.”		
3.	“ <b>THAT</b> the terms of the Mutual Product and Service Supply and Guarantee Agreement and the proposed annual caps in respect of the expenditure transactions thereunder for the three financial years ending 31 December 2023 be and are hereby approved, ratified and confirmed; and 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 continuing connected transactions contemplated thereunder 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 to make changes or amendments to the aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit.”		
4.	“ <b>THAT</b> the terms of the Financial Services Framework Agreement and the proposed caps in respect of the Deposit Services and AVIC Finance Factoring Services thereunder for the three financial years ending 31 December 2023 be and are hereby approved, ratified and confirmed; and 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 continuing connected transactions contemplated thereunder 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 to make changes or amendments to the aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit.”		

\* For identification purpose only

No.	Resolutions	For <small>(note 5)</small>	Against <small>(note 5)</small>
<b>Ordinary Resolutions</b>			
5.	<p>“THAT the terms of the Finance Lease and Factoring Framework Agreement and the proposed caps in respect of the Finance Lease Services (both direct lease and sale and leaseback transactions) and AVIC Lease Factoring Services thereunder for the three financial years ending 31 December 2023 be and are hereby approved, ratified and confirmed; and 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 continuing connected transactions contemplated thereunder 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 to make changes or amendments to the aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit.”</p>		
6.	<p>“THAT the revision of the maximum outstanding daily balance of Deposit Services for 2020 under the Existing Financial Services (Supplemental) Framework Agreement, be and are hereby approved, ratified and confirmed; and 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 continuing connected transactions contemplated thereunder 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 to make changes or amendments to the aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit.”</p>		
7.	<p>“THAT the appointment of Mr. Zhao Hongwei as an executive Director of the Company with a term of office commencing from the approval at the EGM until the date on which the term of the sixth session of the Board will expire, the grant of an authorization to the executive Director of the Company to sign the relevant service contract on behalf of the Company with him and the grant of an authorization to the remuneration committee of the Company to determine his remuneration.”</p>		
<b>Special Resolution</b>			
8.	<p>“THAT:</p> <p>(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 paragraph 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</p> <p>(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 absolute discretion deem fit.”</p>		

Date: \_\_\_\_\_ 2020

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

**Notes:**

- 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 10 November 2020 and of which this proxy form relates.
- 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).
- Full name(s) and address(es) are to be inserted in block letters as set out in the register of members of the Company.
- 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 needs 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.
- If you wish to vote for the resolutions set out above, please tick in the box marked “For”. If you wish to vote against the resolutions 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 resolutions properly put to the EGM other than those referred to in the notice of the EGM.
- 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.
- 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.
- 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.
- 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.
- 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.
- All times stated refer to Hong Kong time.