

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/Don related to this proxy form		
I/We(note 2)			
of (note	2)			
in Avi	the registered holder(s) of	npany"), hereby appoint the ch	1) H Shares/Domnairman of the Ext	estic Shares (note 3 traordinary Genera (note 4
	g or			
as my/ Decem	our proxy/proxies ^(note 3) to attend the Extraordinary General Laber 2017 at Avic Hotel, No. 10 Yi, Central East Third Ring Heliournment thereof and vote on the resolution(s) to be presented for, or if no such indication is given, as my/our proxy/presented.	Road, Chaoyang District, Beijir sented at the meeting and an	ng, the People's Re	epublic of China o
No.	Item		For (note 5)	Against (note 5)
	Ordinary I	Resolutions		1
1	"THAT the terms of the Mutual Supply of Products Agreement a respect thereof for the three financial years ending 31 December 21 ratified and confirmed; and any Director or authorized representative and is hereby authorized to implement and take all steps and to necessary or desirable to give effect and/or to complete the contemplated thereunder and all other matters ancillary thereto, and documents, or to do any other matters incidental thereto and/or as make changes or amendments to the aforesaid agreement, as representative may in his absolute discretion deem fit."			
2	"THAT the terms of the Mutual Provision of Services Agreement respect thereof for the three financial years ending 31 December 20 ratified and confirmed; and any Director or authorized representative and is hereby authorized to implement and take all steps and to necessary or desirable to give effect and/or to complete the contemplated thereunder and all other matters ancillary thereto, and documents, or to do any other matters incidental thereto and/or as make changes or amendments to the aforesaid agreement, as representative may in his absolute discretion deem fit."			
3	"THAT the terms of the Products and Services Mutual Supply an proposed annual caps in respect thereof for the three financial yea and are hereby approved, ratified and confirmed; and any Directo the Chairman of the Board be and is hereby authorized to implement acts and things as may be necessary or desirable to give effect are connected transaction contemplated thereunder and all other matter and execute such further documents, or to do any other matter contemplated thereunder and to make changes or amendments to the Director or authorized representative may in his absolute discretion	rs ending 31 December 2020 be r or authorized representative of tat and take all steps and to do all ad/or to complete the continuing ers ancillary thereto, and to sign ers incidental thereto and/or as the aforesaid agreement, as such		
4	"THAT the terms of the Financial Services Framework Agreement thereof for the three financial years ending 31 December 2020 be a and confirmed; and any Director or authorized representative of the is hereby authorized to implement and take all steps and to do necessary or desirable to give effect and/or to complete the contemplated thereunder and all other matters ancillary thereto, and documents, or to do any other matters incidental thereto and/or as make changes or amendments to the aforesaid agreement, as representative may in his absolute discretion deem fit."	and are hereby approved, ratified e Chairman of the Board be and all acts and things as may be ontinuing connected transaction to sign and execute such further contemplated thereunder and to		
5	"THAT the revision of the proposed annual cap for 2017 for the exercising Mutual Provision of Services Agreement, be and are confirmed; and any Director or authorized representative of the Chereby authorized to implement and take all steps and to do all acts or desirable to give effect and/or to complete the continuing continuence and all other matters ancillary thereto, and to sign and exto do any other matters incidental thereto and/or as contemplated the amendments to the aforesaid agreement, as such Director or authorized.	hereby approved, ratified and hairman of the Board be and is and things as may be necessary nected transactions contemplated vecute such further documents or ereunder and to make changes or		

absolute discretion deem fit."

No.	Item	For (note 5)	Against (note 5)
	Ordinary Resolutions		
6	"THAT the revision of the maximum outstanding daily balance of Deposit Services and the annual cap for 2017 of Other Financial Services under the Existing Financial Services Framework Agreement (including the supplemental agreement thereto), 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."		
	Special Resolutions		
7	"THAT: (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;		
	(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; and		
	(3) 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 amendments to the Articles of Association as may be required by the relevant regulatory authorities in the PRC."		
8	"THAT: (1) subject to the required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, the proposed amendments to the Rules Governing the Operation of Shareholders' General Meeting (details of which are set out in the paragraph headed "Proposed Amendments to the Rules Governing the Operation of Shareholders' General Meeting" in the letter from the Board contained in the Circular) be and are hereby approved and confirmed;		
	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 Rules Governing the Operation of Shareholders' General Meeting, 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		
	(3) 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 amendments to the Rules Governing the Operation of Shareholders' General Meeting as may be required by the relevant regulatory authorities in the PRC."		

Date:	2017	Signature:	

Notes.

- 1. 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).
- 2. Full name(s) and address(es) are to be inserted in Block Letters as set out in the register of members of the Company.
- 3. Please strike out the inappropriate one.
- 4. 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 Share 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.
- 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/are entitled to vote as it/they thinks fit.
- 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 to sign this proxy form complies with the relevant provision(s) as prescribed in the articles of association of such company or entity.
- 7. To be valid, holder of the domestic 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 Building A, No. 14 Xiaoguan Dongli, Andingmenwai, Chaoyang District, Beijing, the PRC (Postal code: 100029).
- 8. 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.
- 9. 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.
- 10. 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.