



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)

Revised Proxy Form for use at the EGM

Number of H Shares/Domestic Shares related to this Revised Proxy Form <small>(note 1)</small>	
--	--

Important: If the Shareholders have not yet lodged the original proxy form (issued by the Company along with the circular dated 5 July 2013 and the notice of the extraordinary general meeting of the Company (the “EGM”) dated 5 July 2013) (the “Original Proxy Form”) with the Company or the Company’s H Share Registrar (as the case may be), Shareholders are requested to lodge only this Proxy Form (the “Revised Proxy Form”), and if the Original Proxy Form has already been lodged, then please note that:

- (i) The Revised Proxy Form lodged with the Company’s H Share Registrar by the Shareholder not less than 24 hours before the time appointed for the holding of the EGM will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if it is correctly completed.
- (ii) If no Revised Proxy Form is lodged with the Company’s H Share Registrar by the Shareholder, the lodged Original Proxy Form will remain valid and effective to the fullest extent applicable if it is correctly completed. The authorized proxy of the Shareholder holding the Original Proxy Form will also be entitled to vote at his/her discretion on the resolutions as set out below which was not set out in the Original Proxy Form.

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 Grand Skylight CATIC Hotel, No. 18 Bei
Chen East Road, Chaoyang District, Beijing, the People’s Republic of China on Wednesday, 21 August 2013
at 9:10 a.m. (or the time immediately after the conclusion of the Domestic Shareholders Class Meeting) or at
any adjournment thereof and vote on the resolutions 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.

* For identification purpose only

No.	Items	For <i>(note 5)</i>	Against <i>(note 5)</i>
Special Resolution			
1.	<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 amendments to the Articles of Association (details of which are set out in the section 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;</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 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 amendments to the Articles of Association as may be required by the relevant regulatory authorities in the PRC.”</p>		
Ordinary Resolution			
2.	<p>“THAT:</p> <p>(a) the terms and conditions of the Acquisition Agreement entered into between AVIC Avionics and AVIC Avionics Systems (a copy of which has been produced to this meeting marked “A” and initialed by the Chairman of the meeting) in relation to the Acquisition, subject to fulfillment of the conditions as set out in the Acquisition Agreement, 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 transactions contemplated under the Acquisition Agreement, 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 Acquisition Agreement, as such Director or authorized representative may in his absolute discretion deem fit.”</p>		

Date: _____ 2013

Signature: _____

Notes:

1. Please insert the number of shares registered in your name(s) and related to the Revised Proxy Form. If no number is inserted, the Revised 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 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 Revised 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.
5. If you wish to vote for any of the resolutions 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.
6. The Revised 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 Revised Proxy Form complies with the relevant provision(s) as prescribed in the articles of association of such company or entity.
7. To be valid, the Revised 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).
8. Any proxy/proxies who attend the EGM on behalf of any Shareholder shall bring along the Revised Proxy Form as completed and signed together with identification proof of the proxy/proxies.
9. The Revised Proxy Form shall be completed in duplication. One copy shall be delivered to the Company 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.
10. Completion and delivery of the Revised 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.