



**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 Domestic Shareholders Class Meeting**

<b>Number of Domestic Shares related to this proxy form</b> <small>(note 1)</small>	
---	--

I/We (note 2) \_\_\_\_\_,  
of (note 2) \_\_\_\_\_,  
am/are the registered holder(s) of (note 1) \_\_\_\_\_ Domestic Shares in AviChina Industry & Technology Company Limited (the "Company"), hereby appoint the chairman of the Domestic Shareholders Class Meeting or (note 4) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy/proxies (note 3) to attend the Domestic Shareholders Class Meeting of the Company 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 8:50 a.m. (or the time immediately after the conclusion of the H Shareholders Class Meeting) or at any adjournment thereof and vote on the special 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>Special Resolution</b>			
1.	<p><b>“THAT:</b></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>		

Date: \_\_\_\_\_ 2013

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

\* For identification purpose only.

*Notes:*

1. Please insert the number of Domestic 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 Domestic 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 Domestic Shareholders Class Meeting as your proxy, please delete the words "the chairman of the Domestic Shareholders Class 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 Domestic Shareholders Class Meeting will become your proxy accordingly. Each Domestic 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 this form. In the case of joint holders of Domestic Shares, any one of such holders may vote at the Domestic Shareholders Class Meeting, either personally or by proxy, in respect of such Domestic Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Domestic Shareholders Class 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 Domestic 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 special resolution set out above, please tick in the box marked "For". If you wish to vote against any of the special 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, holders 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 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 Domestic Shareholders Class Meeting on behalf of any Domestic 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 in accordance with notes 6 or 7. The other copy shall be produced at the time attending the Domestic Shareholders Class 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 Domestic Shareholders Class Meeting or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.