



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 Annual General Meeting

Number of H Shares/Domestic Shares related to this proxy form <small>(note 1)</small>	
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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
Annual General Meeting or (note 4) _____
of _____

as my/our proxy/proxies (note 3) to attend the Annual General Meeting of the Company to be held at 9:00 a.m. on Friday, 14 June 2013 at Grand Skylight CATIC Hotel, Beijing, No. 18 Bei Chen East Road, Chaoyang District, Beijing, the People’s Republic of China 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.

No.	Items	For <small>(note 5)</small>	Against <small>(note 5)</small>
Ordinary Resolutions			
1.	The resolution relating to the Report of the Board of the Company for the year ended 31 December 2012.		
2.	The resolution relating to the Report of the Supervisory Committee of the Company for the year ended 31 December 2012.		
3.	The resolution relating to the audited financial statements of the Company for the year ended 31 December 2012.		
4.	The resolution relating to the profit distribution plan (including distribution of 2012 final dividend) of the Company for the year ended 31 December 2012.		
5.	The resolution relating to the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the international and domestic auditors of the Company for the financial year 2013 respectively and to determine their remuneration.		

* For identification purpose only

No.	Items	For <i>(note 5)</i>	Against <i>(note 5)</i>
Ordinary Resolutions			
6.	<p>The resolution relating to the non-exempt continuing connected transaction of the Company,</p> <p>“THAT:</p> <p>(a) the Proposed Financial Services Framework Agreement and the execution thereof and implementation of the terms thereof relating to the provision of the Deposit Services and the Other Financial Services by AVIC Finance to the Group thereunder (including the proposed caps thereof) be and are hereby approved, ratified and confirmed; and</p> <p>(b) any Director or authorized representative of the Chairman of the Board be and is hereby authorized to sign, execute, perfect, and deliver all such documents and do all such deeds, acts, matters and things as he may in his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the terms of the Proposed Financial Services Framework Agreement including but not limited to the terms relating to the provision of the Deposit Services and the Other Financial Services by AVIC Finance to the Group under the Proposed Financial Services Framework Agreement and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Proposed Financial Services Framework Agreement, as such Director or authorized representative may in his absolute discretion deem fit.”</p>		
7.	<p>The resolution relating to the Hafei Aviation Subscription under the Subscription Agreement,</p> <p>“THAT:</p> <p>(a) the terms and conditions of the Subscription Agreement entered into between Hafei Aviation, the Company, AVIC Helicopter and AVIC Hafei in relation to, among other matters, (1) the Company’s Subscription; (2) AVIC Helicopter Subscription; and (3) AVIC Hafei Subscription, subject to fulfillment of the conditions as set out in the Subscription Agreement, be and are hereby approved, ratified and confirmed; and</p> <p>(b) 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 or in connection with the transactions contemplated under the Subscription Agreement, including, without limitation, to obtain all necessary approvals from the relevant PRC government authorities, 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 Subscription Agreement, as such Director or authorized representative may in his absolute discretion deem fit.”</p>		
8.	The resolution(s) to be proposed at the Annual General Meeting by Shareholders holding 5% or more of the total number of the Company’s shares carrying voting rights, if any, by way of ordinary resolution(s).		
Special Resolution(s)			
9.	The resolution(s) to be proposed at the Annual General Meeting by Shareholders holding 5% or more of the total number of the Company’s shares carrying voting rights, if any, by way of special resolution(s).		

Date: _____ 2013

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 Annual General Meeting as your proxy, please delete the words “the chairman of the Annual 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 Annual 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 alternation 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 Annual 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 Annual 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 any of the resolution 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. 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 not less than 24 hours before the time for holding the meeting. The postal address of the Company is P.O. Box 1655, Beijing, the PRC (Postal code: 100009).
8. Any proxy/proxies who attend the Annual 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 in accordance with notes 6 or 7. The other copy shall be produced at the time attending the Annual 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 Annual General Meeting or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.**