



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
to be held at 9:00 a.m. on Tuesday, 29 March 2011**

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 Extraordinary General Meeting or^(note 4) _____ of _____ as my/our proxy/proxies^(note 3) to attend the Extraordinary General Meeting of the Company to be held at 9:00 a.m. on Tuesday, 29 March 2011 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China or at any adjournment thereof and vote on the resolution(s) 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.	Item	For ^(note 5)	Against ^(note 5)
	Special Resolution		
1.	<p>“THAT (i) the adoption of the Scheme (as defined in the circular dated 24 February 2011 despatched to the Shareholders, a copy of the Scheme has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) by the Company be and is hereby approved and any Director or authorized representative of the Board be and is hereby authorized to execute any documents and instruments as may be necessary or incidental to the adoption of the Scheme and to do all such acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Scheme; and (ii) the Board be and is hereby authorized to implement the Scheme as well as to approve grants of Restricted Shares under the Scheme from time to time (including but not limited to the Initial Grant).”</p>		

Date: _____ 2011

Signature: _____

* For identification purposes only

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 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 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 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 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 in accordance with notes 6 or 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.