



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, 25 May 2012 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.	Ordinary Resolutions	For <small>(note 5)</small>	Against <small>(note 5)</small>
1	The resolution relating to the Report of the Board of the Company for the year ended 31 December 2011.		
2	The resolution relating to the Report of the Supervisory Committee of the Company for the year ended 31 December 2011.		
3	The resolution relating to the audited financial statements of the Company for the year ended 31 December 2011.		
4	The resolution relating to the profit distribution (including distribution of 2011 final dividend) of the Company for the year ended 31 December 2011.		
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 2012 respectively and to determine their remuneration.		
6	The resolution relating to the re-election of Mr. Lin Zuoming as an executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.		
7	The resolution relating to the re-election of Mr. Tan Ruisong as an executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.		
8	The resolution relating to the re-election of Mr. Gu Huizhong as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.		
9	The resolution relating to the re-election of Mr. Gao Jianshe as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.		
10	The resolution relating to the new appointment of Mr. Sheng Mingchuan as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.		
11	The resolution relating to the re-election of Mr. Maurice Savart as a non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.		

* For identification purpose only

No.	Ordinary Resolutions	For <small>(note 5)</small>	Against <small>(note 5)</small>
12	The resolution relating to the re-election of Mr. Guo Chongqing as an independent non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.		
13	The resolution relating to the re-election of Mr. Li Xianzong as an independent non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.		
14	The resolution relating to the re-election of Mr. Liu Zhongwen as an independent non-executive Director of the Company with a term of office commencing from the date on which the fourth session of the Board is established until the expiration of the term of the fourth session of the Board, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.		
15	The resolution relating to the re-election of Ms. Bai Ping as a Shareholder representative Supervisor with a term of office commencing from the date on which the fourth session of the supervisory committee is established until the expiration of the term of the fourth session of the supervisory committee, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with her and the authorization of the Board to determine her remuneration.		
16	The resolution relating to the re-election of Mr. Yu Guanghai as a Shareholder representative Supervisor with a term of office commencing from the date on which the fourth session of the supervisory committee is established until the expiration of the term of the fourth session of the supervisory committee, the authorization of any executive Director to sign the relevant service contract on behalf of the Company with him and the authorization of the Board to determine his remuneration.		
17	The resolution(s) to be proposed at the AGM 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 Resolutions			
18	The resolution relating to the increase in the registered capital of the Company from RMB4,949,024,500 to RMB5,474,429,167.		
19	The resolution relating to the amendments to Article 16, Article 19, Article 87 and Article 110 of the Articles of Association and that the Board is authorized to make appropriate revision to the aforementioned amendments to the Articles of Association at the request of the relevant regulatory authorities.		
20	The resolution relating to granting the General Mandate to the Board to issue new Shares.		
21	The resolution(s) to be proposed at the AGM 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: 2012 _____

Signature: _____

Notes:

- 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).
- Full name(s) and address(es) are to be inserted in Block Letters as set out in the register of members of the Company.
- Please strike out the inappropriate one.
- 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 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 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.
- 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, my/our proxy is/are entitled to vote as it/they thinks fit.
- 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.
- 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).
- 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.
- 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.
- 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.**
- The description of the resolutions in this proxy form is by way of summary only. Please refer to the notice of AGM dated 5 April 2012 for the full text of these resolutions.