



**AviChina**  
AviChina Industry & Technology Company Limited  
中國航空科技工業股份有限公司

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**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**

Number of H Shares related to this proxy form <sup>(note 1)</sup>	
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I/We <sup>(note 2)</sup> \_\_\_\_\_  
of <sup>(note 2)</sup>, \_\_\_\_\_  
am/are the registered holder(s) of <sup>(note 1)</sup> H Shares/Domestic Shares <sup>(note 3)</sup> in AviChina Industry & Technology Company Limited (the "Company"), hereby appoint the chairman of the Extraordinary General Meeting or <sup>(note 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_ as my/our  
proxy/proxies <sup>(note 3)</sup> to attend the Extraordinary General Meeting of the Company to be held at 9:00 a.m. on Monday, 31 March 2008 at Beijing Jinjiang Fuyuan Hotel, No.11 Ronghua Road, Beijing Economic & Technological Development Area, Beijing, the People's Republic of China (the "PRC") or at any adjourn 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 <sup>(note 3)</sup> thinks fit.

No.	Items	For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>
<b>Ordinary Resolution</b>			
1	<p><b>THAT</b> the terms of the proposed Placing of Hongdu Aviation, a non-wholly owned subsidiary of the Company, to raise not more than RMB2,500 million by issuing not more than 98,000,000 new Hongdu Shares, subject to adjustment, for subscription by the Company, Hongdu Group and not more than 8 other qualified investors be approved, ratified and confirmed as follows:</p> <p>(a) Subscription Agreement I, as amended by Supplemental Agreement I, entered into between the Company and Hongdu Aviation in relation to the subscription by the Company of approximately 9,842,520 new Hongdu Shares, subject to adjustment, amounting to approximately RMB250 million (equivalent to approximately HK\$273 million), a copy of which is produced to the meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under Subscription Agreement I, as amended by Supplemental Agreement I, be and are hereby approved, confirmed and ratified and that the Board be and is hereby authorised 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 Subscription Agreement I, as amended by Supplemental Agreement I, and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to Subscription Agreement I, as amended by Supplemental Agreement I, as it may in its absolute discretion deem fit;</p> <p>(b) Subscription Agreement II, as amended by Supplemental Agreement II, entered into between the Hongdu Group and Hongdu Aviation in relation to the subscription by Hongdu Group of approximately 13,779,527 new Hongdu Shares, subject to adjustment, amounting to approximately RMB350 million (equivalent to approximately HK\$382 million), a copy of which is produced to the meeting marked "B" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under Subscription Agreement II, as amended by Supplemental Agreement II, including satisfaction of consideration by way of Hongdu Group Assets be and are hereby approved, confirmed and ratified and that the Board be and is hereby authorised 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 Subscription Agreement II, as amended by Supplemental Agreement II, and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to Subscription Agreement II, as amended by Supplemental Agreement II, as it may in its absolute discretion deem fit;</p> <p>(c) the proposed Placing of the remaining Hongdu Shares to not more than 8 qualified investors to raise the remaining proceeds of RMB1,900 million (equivalent to approximately HK\$2,074 million) be and is hereby approved, confirmed and ratified and that the Board be and is hereby authorised 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 the proposed Placing of the new Hongdu Shares to not more than 8 qualified investors and to enter into, sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to the Subscription Agreements as it may in its absolute discretion deem fit.</p>		

Date: \_\_\_\_\_ 2008

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 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 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. Whether or not the voting is conducted by a show of hands or by way of a poll, the results of the voting shall be calculated on the basis of number of shares relevant.
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, my/our proxy is/are entitled to vote as it/they thinks fit.
6. **The ordinary resolution will be voted by poll by the Independent Shareholders.**
7. 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 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.
8. 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). The reply slip shall be delivered to the Company by post or by facsimile (Facsimile No: 86-10-64094826). Holders of H Shares shall deliver the relevant documents to Computershare Hong Kong Investor Service Limited at Rooms 1712-1716, 17 Floor, Hopewell Center, 183 Queen's Road East, Hong Kong by post or by facsimile (Facsimile No: 852-2865 0990).
9. 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.
10. 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.
11. **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.**