



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

Number of H Shares/Domestic Shares related to this proxy form ^(note 1)	
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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 Wednesday, 20 December 2017 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China or 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)
Ordinary Resolutions			
1	" THAT the terms of the Mutual Supply of Products Agreement and the proposed annual caps in respect thereof for the three financial years ending 31 December 2020 be and are hereby approved, ratified and confirmed; and 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 the continuing connected transaction contemplated thereunder and all other matters ancillary thereto, 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 aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit."		
2	" THAT the terms of the Mutual Provision of Services Agreement and the proposed annual caps in respect thereof for the three financial years ending 31 December 2020 be and are hereby approved, ratified and confirmed; and 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 the continuing connected transaction contemplated thereunder and all other matters ancillary thereto, 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 aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit."		
3	" THAT the terms of the Products and Services Mutual Supply and Guarantee Agreement and the proposed annual caps in respect thereof for the three financial years ending 31 December 2020 be and are hereby approved, ratified and confirmed; and 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 the continuing connected transaction contemplated thereunder and all other matters ancillary thereto, 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 aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit."		
4	" THAT the terms of the Financial Services Framework Agreement and the proposed caps in respect thereof for the three financial years ending 31 December 2020 be and are hereby approved, ratified and confirmed; and 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 the continuing connected transaction contemplated thereunder and all other matters ancillary thereto, 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 aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit."		
5	" THAT the revision of the proposed annual cap for 2017 for the expenditure transactions under the Existing Mutual Provision of Services Agreement, be and are hereby approved, ratified and confirmed; and 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 the continuing connected transactions contemplated thereunder and all other matters ancillary thereto, 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 aforesaid agreement, as such Director or authorized representative may in his absolute discretion deem fit."		

* For identification purpose only

