



AVIC International Holding (HK) Limited 中國航空工業國際控股(香港)有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 232)

Proxy form for use at the special general meeting to be held at Park Lane Room VII, 28th Floor, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 22 May 2013 at 10:30 a.m. (or so soon thereafter as the annual general meeting of the Company convened on the same date and at the same place at 10:00 a.m. shall have been concluded or adjourned) and at any adjournment thereof

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ shares of HK\$0.10 each in the capital of AVIC International Holding (HK) Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or (note 3) _____
of _____
as my/our proxy to attend the special general meeting of the Company to be held at Park Lane Room VII, 28th Floor, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 22 May 2013 at 10:30 a.m. (or so soon thereafter as the annual general meeting of the Company convened on the same date and at the same place at 10:00 a.m. shall have been concluded or adjourned) (and at any adjournment thereof), and to vote for me/us as hereunder indicated (note 4).

ORDINARY RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
1.	To approve, authorize, confirm and ratify the Sale and Purchase Agreement, and all the transactions thereunder and to authorize any one director of the Company to do such further acts and things to give effect to the transactions under the Sale and Purchase Agreement.		
2.	To approve and authorize the Possible Conversion and all the transactions thereunder and to authorize any one director of the Company to do such further acts and things to give effect to the Possible Conversion.		

Date: this _____ 2013 Shareholder's Signature (note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING or**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting at the meeting if the member so desires.
8. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. The voting on the above resolutions at the meeting will be conducted by way of a poll.
10. The notice of SGM is set out in the Company's circular (the "Circular") dated 6 May 2013. Unless otherwise defined, capitalised terms used in this proxy form shall have the same meanings as the terms stated in the Circular.