



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

Proxy form for use at the special general meeting (the "Meeting") to be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 23 January 2018 at 3:00 p.m. 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 Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 23 January 2018 at 3:00 p.m. (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 ratify, confirm, authorise and approve the Acquisition Agreement and the transactions contemplated thereunder, the Specific Mandate and the Whitewash Waiver; and to authorise any one director of the Company to do all acts and things and to execute all such documents and take all steps that are desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Acquisition Agreement and the transactions contemplated thereunder and Whitewash Waiver, details of which are set out in the notice of the Meeting.		
2.	To ratify, confirm, authorise and approve the Sale Framework Agreement and the transactions contemplated thereunder, the proposed annual caps thereunder and authorise any one director of the Company to do all acts and things and to execute all such documents and take all steps that are desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Sale Framework Agreement and the transactions contemplated thereunder, details of which are set out in the notice of the Meeting.		
3.	To re-elect Mr. Zhang Ping as an independent non-executive director of the Company (the "INED") and to authorise the board of directors of the Company to fix the INED's remuneration.		

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

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman of the meeting 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.**
- 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.
- 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.
- Where there are joint registered holders of any share(s), any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share(s) 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 of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- 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 17M 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.
- 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.
- The voting on the above resolutions at the Meeting will be conducted by way of a poll.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Hong Kong branch share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Hong Kong branch share registrar (with the address stated in note 7 above).