

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

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 at the Annual General Meeting

Number of shares related to this proxy form ^(note 1)	
Type of shares (domestic shares or H shares) to which this form of proxy relates.	

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 to attend the Annual General Meeting of the Company to be held at 9 a.m. on 16 June 2005 at Beijing Oriental Culture Hotel, No. 101, Jiao Dao Kou East Street, Dongcheng District, Beijing, the People's Republic of China (the "PRC") or at any adjournment 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 thinks fit.

No.	Items	For ^(note 5)	Against ^(note 5)
Ordinary Resolution			
1.	The resolution relating to the Report of the Board of Directors for the year 2004		
2.	The resolution relating to the Report of the Supervisory Committee for the year 2004		
3.	The resolution relating to the audited financial statements of the Company for the year ended 31 December 2004		
4.	The resolution relating to the profit distribution plan of the Company for the year ended 31 December 2004		
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 2005 respectively and the authorization of the Board to determine their remuneration		
6.	The resolution relating to the resignation of Hu Jiarui as the Company's non-executive director due to changes of duties		
7.	The resolution relating to the resignation of Xu Tongxing as the Company's non-executive director due to changes of duties		
8.	The resolution relating to the resignation of Cui Xuewen as the Company's non-executive director due to changes of duties		
9.	The resolution relating to the resignation of Yang Jinhui as the Company's non-executive director due to changes of duties		
10.	The resolution relating to the appointment of Mr. Wang Yong as non-executive director of the Company with effect from the date on which the resolution is passed, the authorization of any executive directors of the Company to sign the service contract with him and the authorization of the remuneration committee of the Board to determine his remuneration		
11.	The resolution relating to the appointment of Mr. Tan Ruisong as non-executive director of the Company with effect from the date on which the resolution is passed, the authorization of any executive directors of the Company to sign the service contract with him and the authorization of the remuneration committee of the Board to determine his remuneration		
12.	The resolution relating to the appointment of Mr. Wang Bin as non-executive director of the Company with effect from the date on which the resolution is passed, the authorization of any executive directors of the Company to sign the service contract with him and the authorization of the remuneration committee of the Board to determine his remuneration		
13.	The resolution relating to the authorization of the remuneration committee of the Board to determine the remunerations of the directors and supervisors of the Company for the year 2005		
14.	The resolution to be proposed by shareholders holding 5% or more of the total number of the Company's shares carrying voting rights, if any, by way of ordinary resolutions		
Special Resolution			
1.	The resolution to be proposed by shareholders holding 5% or more of the total number of the Company's shares carrying voting rights, if any, by way of special resolutions		

Date: _____ 2005

Signature^(note 6): _____

* 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 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 shareholder of the Company but should attend the meeting in person. Any alteration to this form shall be initialled by the person who sign this form. In the case of joint holders of Shares, any one of such joint holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
5. **IMPORTANT:** If you wish to vote for any of the resolutions 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 you wish to vote only part of the number of Shares in respect of which the proxy is so appointed, please state the exact number of Shares in lieu of a tick in the relevant box. Failure to complete any or all the boxes will entitle your proxy to cast his votes 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 of Annual General Meeting.
6. This proxy form must be signed under your hand or your attorney duly authorised in writing (and for such purpose, the authorisation 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.
7. In order to be valid, holders of the domestic shares shall deliver the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorisation, if any, under which it is signed by an attorney duly authorised or other persons being authorised 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). This proxy form may be returned by post or by facsimile (Facsimile No: 86-10-64094826) Holders of H Shares shall deliver the relevant documents to Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong by post or by facsimile (Facsimile No.: 852-2865 0990) within the same period.
8. 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.
9. This proxy form shall be completed in two copies. One copy shall be delivered to the Company in accordance with note 7. The other copy shall be produced at the time attending the Annual General Meeting by the proxy/proxies in accordance with note 8.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.



AviChina

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

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)

Reply Slip for the Annual General Meeting

To: AviChina Industry & Technology Company Limited (the "Company")

I/We ^(note 1) _____
of _____
(as shown in the register of shareholders) being the registered holder(s)
of ^(note 2) _____

H Shares/Domestic Shares ^(note 3) of AviChina Industry & Technology Company Limited ("the Company"), hereby inform the Company that I/we intend to attend (in person or by proxy) the Annual General Meeting of the Company to be held at 9 a.m. on 16 June 2005 at Beijing Oriental Culture Hotel, No. 101, Jiao Dao Kou East Street, Dongcheng District, Beijing, the People's Republic of China (the "PRC") or any adjournment thereof.

Date: _____ 2005

Signature: _____

Notes:

1. Please insert the full name(s) and registered address(es) as shown in the register of shareholders in block letters.
2. Please insert the number of shares as registered in your name(s).
3. Please strike out the inappropriate one.
4. Please attach with a copy of your identify card/passport.
5. Please attach with copies of your title documents evidencing your shareholding.
6. In order to be valid, this reply slip as completed and signed shall be delivered to the Company before Friday, 27 May 2005. The postal address of the Company is P.O. Box 1655, Beijing, the PRC (Postal code: 100009). This reply slip may be returned by post or by facsimile (Facsimile No.: 86-10-64094826).

* For identification purposes only