



# 中航國際控股股份有限公司 AVIC INTERNATIONAL HOLDINGS LIMITED

(formerly known as CATIC Shenzhen Holdings Limited (深圳中航集團股份有限公司))  
(a joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock code: 00161)

## FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

Number of shares relevant to the proxy form: <sup>(Note 1)</sup> \_\_\_\_\_ Domestic Shares/H Shares\*  
I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered shareholder of AVIC International Holdings Limited (the "Company") holding \_\_\_\_\_  
Domestic Shares/H Shares\* hereby appoint <sup>(Note 3)</sup> the chairman of the Extraordinary General Meeting (the "EGM")  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy or proxies to attend on my/our behalf the EGM (or any adjournment thereof) to be held at 10:00 a.m.  
on Monday, 20 April 2015 at Level 25, Hangdu Building, CATIC Zone, Shennan Road Central, Futian District, Shenzhen,  
the People's Republic of China and to vote for me/us on the undermentioned resolution as indicated. Failure to  
complete the boxes will entitle my/our proxy to vote at his/her own discretion:

	ORDINARY RESOLUTION <sup>(Note 5)</sup>	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve the Proposed Share Issuance and the transactions contemplated thereunder.		

\* Delete the inappropriate

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

### Notes:

- Please fill in the number of shares registered in your name(s) and the number of shares relevant to this proxy form. Failure to complete the aforesaid shares will deem this proxy form to relate to all shares registered in your name(s) in the Company.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If the proxy other than the chairman is preferred, strike out "the chairman of the Extraordinary General Meeting (the "EGM") or" herein inserted and insert the name and address of the proxy or proxies desired in the space provided. If they are left blank, the Chairman of the EGM will act as your proxy. A shareholder is entitled to appoint any person to be his/her proxy or proxies. The proxy or proxies need not be a shareholder of the Company. **Any alteration made to this proxy form must be initialed by the person who completes it.**
- Important: If you wish to vote for a resolution, place a "✓" in the box marked "FOR". If you wish to vote against a resolution, place a "X" in the box marked "AGAINST".** Failure to complete the boxes will entitle your proxy to cast your vote at his/her discretion. Your proxy or proxies will be entitled to vote at his or her discretion on any resolution properly put to the EGM or any adjournment thereof other than those referred to in the notice covering such meeting.
- The description of the resolution is by way of summary only. The full text appears in the notice of the EGM.
- The proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- A proxy shall be appointed by a written instrument signed by the appointer or its attorney. If the proxy form is signed by the attorney of the appointer, the power of the attorney or other authorisation document(s) of such attorney should be notarised. To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed proxy form, must be delivered to the legal address of the Company at Level 25, Hangdu Building, CATIC Zone, Shennan Road Central, Futian District, Shenzhen, the People's Republic of China (for holders of domestic shares of the Company) or to the H share registrar of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) not less than 24 hours before the time designated for the holding of the EGM or not less than 24 hours before the time appointed for taking the poll.
- Where there are joint holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he or she were solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish. In the event that you attend the meeting, this proxy form will be deemed to have been revoked.