



中航興業有限公司

CHINA NATIONAL AVIATION COMPANY LIMITED

(incorporated in Hong Kong with limited liability)

Form of Proxy for Annual General Meeting

I/WE¹
of
being the registered holder(s) of²
shares of HK\$0.10 each in the capital of China National Aviation Company Limited (the "Company"), HEREBY APPOINT³
the Chairman of the Meeting, or
of
as my/our proxy to attend for me/us and on my/our behalf the Annual General Meeting (or any adjournment thereof) of
the Company to be held at Saloon 5 (Level 3), JW Marriott Hong Kong, Pacific Place, 88 Queensway, Hong Kong on
Monday, 31st May, 2004 at 3:00 p.m. and vote thereat for me/us and on my/our behalf in respect of the following
resolutions in the manner as indicated below:

Ordinary Resolutions		For ⁴	Against ⁴
1	To adopt the audited consolidated accounts and the Directors' and auditors' reports.		
2	To declare a final dividend of HK0.6 cent for the year ended 31st December, 2003.		
3(i)	To re-elect Mr. Zhang Xianlin as a Director.		
3(ii)	To re-elect Mr. Tsang Hing Kwong, Thomas as a Director.		
3(iii)	To re-elect Mr. Gu Tiefei as a Director.		
3(iv)	To authorise the Board of Directors to fix the Directors' remuneration.		
4	To re-appoint Messrs PricewaterhouseCoopers as auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration.		
5	Special business: To grant a general mandate to the Directors to repurchase issued shares of the Company.*		
6	Special business: To grant a general mandate to the Directors to issue additional shares of the Company.*		
7	Special business: To extend the authority given under Resolution 6 above to issued shares repurchased under the authority given in Resolution 5 above.*		
Special Resolution			
8	Special Business: To amend the Articles of Association of the Company.*		

Dated this day of2004 Signature⁷:

Notes:

- Please insert the full name(s) and address(es) in BLOCK CAPITALS.
 - Please insert the number of shares of HK\$0.10 each in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in 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" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
 - Please indicate with a "✓" in the spaces opposite to each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the resolutions or may abstain 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.
 - To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
 - In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the 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.
 - This form of proxy 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 hands of any officer or attorney or other person duly authorised.
 - The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- * The full text of the Resolution is set out in the Notice of the Annual General Meeting.