



中航興業有限公司

CHINA NATIONAL AVIATION COMPANY LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 1110)

Form of Proxy for Extraordinary 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 Extraordinary General Meeting (or any adjournment thereof) of the Company to be held at Salon 5 (Level 3), JW Marriott Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 4:00 p.m. on Monday, 31 May, 2004 or immediately after its annual general meeting to be held at 3:00 p.m. of the same day 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 approve and ratify the Beijing Contract dated 21 April, 2004, which was supplemented on 26 April, 2004, entered into between Fly Top Limited and Air China International Corporation, the Beijing Acquisition and transactions contemplated thereunder.*		
2.	To approve and ratify the Chengdu Contract dated 21 April, 2004, which was supplemented on 26 April, 2004, entered into between Fly Top Limited and Air China International Corporation, the Chengdu Acquisition and transactions contemplated thereunder.*		

Dated this day of 2004 Signature⁷:

Notes:

1. Please insert the full name(s) and address(es) in BLOCK CAPITALS.
2. 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).
3. 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 INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
4. 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.
5. 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 returned to the Company's share registrars, Computershare Hong Kong Limited at 19th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
6. 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.
7. 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 duly authorised.
8. The proxy need not be a member 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 Extraordinary General Meeting.