



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 THE MEETING TO BE HELD ON 15 DECEMBER 2006
(OR AT ANY ADJOURNMENT THEREOF)**

Form of proxy for use at the Meeting (or at any adjournment thereof) convened by direction of the High Court of the Hong Kong Special Administrative Region of the holders of the ordinary shares of HK\$0.10 each in the capital of the above-named Company other than those shares held and registered in the name of Air China Limited.

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION, COURT OF FIRST INSTANCE, MISCELLANEOUS PROCEEDINGS NO. 2290 OF 2006

In the Matter of CHINA NATIONAL AVIATION COMPANY LIMITED (中航興業有限公司) and In the Matter of the COMPANIES ORDINANCE, Chapter 32 of the Laws of the Hong Kong Special Administrative Region

I/We¹, _____
of _____,
being the registered holder(s) of² _____ ordinary shares
of HK\$0.10 each in the capital of the Company, HEREBY APPOINT the Chairman of the Meeting or³
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting of the aforesaid holders of ordinary shares of HK\$0.10 each in the capital of the Company convened by direction of the High Court of the Hong Kong Special Administrative Region (or at any adjournment thereof) to be held at Tianshan – Lushan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 15 December 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement referred to in the Notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme ⁴	AGAINST the Scheme ⁴

Dated this _____ day of _____ 2006 Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of the ordinary shares of HK\$0.10 each in the capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of the shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK IN THE BOX BELOW THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK IN THE BOX BELOW THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote on any resolution properly put to the Meeting other than that referred to in the Notice convening the Meeting or abstain at his discretion.
5. 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 hand of an officer or attorney duly authorised.
6. You are requested to lodge 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 of such power or authority, with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting, but if this form of proxy is not so lodged, it may be handed to the Chairman of the Meeting at the Meeting. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand on the Register of Members of the Company in respect of the relevant joint holding.