



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

I/We¹, _____
of _____,
being the registered holder(s) of² _____ ordinary 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 and act for me/us and on my/our behalf at the Extraordinary General Meeting (or any adjournment thereof) of the Company to be held at Tianshan – Lushan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong at 11:30 a.m. on Friday, 15 December 2006 (or so soon thereafter as the meeting of certain holders of the 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 for the same place and day shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the Special Resolution set out in the Notice convening the Meeting and at such Meeting (or any adjournment thereof) to vote for me/us and on my/our behalf in respect of the Special Resolution in the manner as indicated below, and if no such indication is given, as my/our proxy thinks fit:

	For ⁴	Against ⁴
Special Resolution*		

Dated this _____ day of _____ 2006 Signature⁵: _____

Notes:

1. Please insert the full name(s) and address(es) 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. **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 SPECIAL RESOLUTION, TICK IN THE BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK IN THE BOX BELOW THE BOX MARKED "AGAINST".** 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 at his discretion on any resolution properly put to the Meeting other than the Special Resolution referred to in the Notice convening the Meeting or abstain.
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. In order 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 of such power or authority, must be deposited with the share registrar of the Company, Computershare Hong Kong Investors 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 or the adjourned Meeting or poll. Completion and delivery of this form of proxy will not preclude you from attending or voting in person at the Meeting or poll concerned and, in such event, your form of proxy shall be deemed to have been revoked.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the holders so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.

* The full text of the Special Resolution is set out in the Notice of the Extraordinary General Meeting.