



# 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)

## PROXY FORM FOR THE CLASS MEETING OF HOLDERS OF H SHARES

Number of shares relevant to the proxy form: <sup>(note 1)</sup> \_\_\_\_\_ H Shares  
I/We <sup>(note 2)</sup> of \_\_\_\_\_

being the registered shareholder of AVIC International Holdings Limited (the "Company") holding \_\_\_\_\_

H Shares hereby appoint <sup>(note 3)</sup> the chairman of the class meeting of the holders of H Shares (the "H Shareholders' Class Meeting") or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy or proxies to attend on my/our behalf the H Shareholders' Class Meeting (or any adjournment thereof) to be held at 9:30 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company which will be held at the same place and date at 9:00 a.m.) on Friday, 14 February 2020 at 39/F, AVIC Center Building, No. 1018 Huafu Road, Futian District, Shenzhen, the People's Republic of China and to vote for me/us on the undermentioned resolutions (with or without modifications) as indicated. Failure to complete the boxes will entitle my/our proxy to vote at his/her own discretion:

SPECIAL RESOLUTIONS <sup>(note 5)</sup>		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	<p>(a) Subject to minimum valid acceptances of the voluntary conditional offer to be made by China International Capital Corporation Hong Kong Securities Limited on behalf of AVIC International to acquire all of the issued H Shares of the Company (the "H Share Offer") being received (and not, where permitted, withdrawn) by 4:00 p.m. on Friday, 6 March 2020 (or such later time or date as AVIC International may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares in issue held by the Independent H Shareholders, the voluntary withdrawal of the listing of the H Shares of the Company on The Stock Exchange of Hong Kong Limited (the "Delisting") be and is hereby approved; and</p> <p>(b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any director of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting and/or any matters in relation thereto.</p>		
2.	<p>Subject to the passing of this same resolution by the shareholders of the Company in the extraordinary general meeting of the Company (the "EGM") by more than two-thirds of the votes attaching to the shares of the Company held by the shareholders of the Company that are cast either in person or by proxy at the EGM:</p> <p>(a) the agreement entered into among AVIC International, the Company and AVIC International Shenzhen Company Limited ("AVIC Shenzhen") on 2 October 2019 in relation to the proposed merger by absorption of the Company and AVIC Shenzhen by AVIC International pursuant to the Company Law of the PRC (as amended, supplemented or otherwise modified from time to time) and other applicable laws in the People's Republic of China as contemplated thereunder (the "Merger") (the "Merger Agreement", which expression shall include all amendments and/or supplements made thereto from time to time), the execution of the Merger Agreement by the Company, and the Merger contemplated thereunder be and are hereby approved, ratified and confirmed; and</p> <p>(b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any director of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Merger and all other transactions contemplated by the Merger Agreement.</p>		

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

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

Notes:

1. 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.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If the proxy other than the chairman is preferred, strike out **"the chairman of the class meeting of the holders of H Shares (the "H Shareholders' Class Meeting") 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 H Shareholders' Class Meeting 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.**
4. **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 "✓" 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 H Shareholders' Class Meeting or any adjournment thereof other than those referred to in the notice covering such meeting.
5. The description of the resolutions are by way of summary only. The full text appears in the notice of the H Shareholders' Class Meeting.
6. 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.
7. 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 authorization document(s) of such attorney should be notarized. To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed proxy form, must be delivered 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] not less than 24 hours before the time designated for the holding of the H Shareholders' Class Meeting or not less than 24 hours before the time appointed for taking the poll.
8. Where there are joint holders of any share of the Company, any one of such holders may vote at the H Shareholders' Class Meeting, 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.
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the H Shareholders' Class Meeting 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.