



CHINA AEROSPACE INTERNATIONAL HOLDINGS LIMITED

中國航天國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 31)

PROXY FORM

Form of proxy for the Annual General Meeting to be held at The Salon One, First Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong at 10:00 a.m. on Friday, 21 June 2024.

I/We ^(note 1) _____

of _____

being the registered holder(s) of ^(note 2) _____ shares in the issued Shares of China Aerospace International Holdings Limited (the “Company”) hereby appoint ^(note 3) _____ of

_____ or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting (with or without modifications) as hereunder indicated and in respect of any other matters to be considered in the meeting.

Resolutions*		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and adopt the Audited Accounts of the Company and the Reports of the Directors and the Auditors for the year ended 31 December 2023.		
2A.	(i) To re-elect Mr Song Shuqing as a Director.		
	(ii) To re-elect Mr Hua Chongzhi as a Director.		
	(iii) To re-elect Ms Chen Jingru as a Director.		
	(iv) To re-elect Ms Xue Lan as a Director.		
2B.	To approve: (1) the payment of RMB80,000 as director’s fee, and an allowance of board meeting of RMB2,000 each and that of committees’ meeting of RMB1,000 each to each of the Non-Executive Directors; (2) the payment of HK\$190,000 as director’s fee and not more than HK\$28,000 as meeting allowance to each of the Independent Non-Executive Directors; and (3) HK\$80,000 as remuneration to each Independent Non-Executive Director who serves as a member of Audit Committee, HK\$30,000 as remuneration to each Independent Non-Executive Director who serves as a member of Remuneration Committee, and HK\$10,000 as remuneration to each Independent Non-Executive Director who serves as a member of Environment, Social and Governance Committee for the year ending 31 December 2024. <i>Note:</i> Mr Zhou Limin and Mr Song Shuqing, both being Executive Directors, and Mr Peng Jianguo, being senior officer of China Aerospace Science & Technology Corporation’s subsidiary, will not receive any director’s remuneration from the Company.		
3.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with new shares not exceeding 20 per cent. of the number of issued Shares of the Company.		
5.	To grant a general mandate to the Directors to repurchase shares and warrants of the Company not exceeding 10 per cent. of the number of issued Shares of the Company.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with new shares not exceeding the amount of Shares repurchased by the Company.		

* Details of which please refer to the Company’s circular dated 9 May 2024.

Dated this day of _____, 2024

Signatures ^(note 7) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares of 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 of the Company registered in your name(s).
3. Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain 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 of that power or authority must be deposited at the Company’s share registrar, Tricor Standard Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 10:00 a.m., Wednesday, 19 June 2024.
6. In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an 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.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
10. Any alteration to this form of proxy must be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Standard Limited at the above address.