



CHINA AEROSPACE INTERNATIONAL HOLDINGS LIMITED

航天科技國際集團有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 0031)

PROXY FORM

Form of proxy for the Extraordinary General Meeting to be held at Salon 1, First Floor, Harbour Plaza, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong at 11:00 a.m. on Thursday, 10 January 2008.

I/We ^(note 1) _____

of _____

being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital 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)
Ordinary Resolution		
<p>1. "THAT</p> <p>(1) the proposed establishment of 深圳航天科技投资管理有限公司 (Shenzhen Aerospace Technology Investment Company Limited[#]) pursuant to the Promoters' Agreement dated 30 November 2007 between 航科新世紀科技發展(深圳)有限公司 (CASIL New Century Technology Development (Shenzhen) Company Limited[#]), a wholly-owned subsidiary of the Company, and 航天科技投資控股有限公司 (Aerospace Technology Investment Holdings Limited[#]) and 深圳航天科技創新研究院 (Shenzhen Science & Technology Institute[#]) and transactions contemplated thereunder, as more particularly set out in the Circular of the Company dated 18 December 2007, be and are hereby approved; and</p> <p>(2) that the directors of the Company be and are hereby authorized to take such action and execute such documents as they may deem appropriate and expedient in respect of the completion of the proposed transaction contemplated under the Agreement."</p> <p>[#] These PRC entities do not have English names, the English names set out in herein are for identification purpose only.</p>		
Special Resolution		
<p>2. "THAT subject to the approval of the Companies Registry of Hong Kong, the Chinese name of the Company be changed from "航天科技國際集團有限公司" to "中國航天國際控股有限公司"."</p>		

Date _____

Signatures ^(note 7) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the capital 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).
- 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.**
- 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.
- 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- 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).
- 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
- Any alteration to this form of proxy must be initialled by the person who signs it.