



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 Extraordinary General Meeting to be held at Salon 1, First Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong at 10:00 a.m. on Friday, 25 March 2011.

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)
1. To approve the Main Contractor Contract and authorise the Directors of the Company to deal with the transaction contemplated thereunder;		
2. To approve (a) the entering into of the syndicate loan agreement and the supplemental agreement both dated 14 January 2011 with 航天科技財務有限責任公司 (Aerospace Science & Technology Finance Company Limited) [#] , 中國工商銀行股份有限公司深圳灣支行 (Industrial and Commercial Bank of China, Shenzhen Shenzhen Bay Sub-branch) and 中國銀行股份有限公司深圳南頭支行 (Bank of China, Shenzhen Nantou Sub-branch) by 深圳市航天高科技投資管理有限公司 (Shenzhen Aerospace Technology Investment Company Limited) [#] for a RMB1,500 million facility for a period of 5 years, which will include a bank guarantee of up to RMB150 million and advances of up to RMB1,350 million; (b) the provision of a mortgage over the land use right of a parcel of land in Shenzhen in favour of the Finance Syndicate; and (c) the payment of the arranger fee of 0.1% of the amount of the Facilities to 航天科技財務有限責任公司 (Aerospace Science & Technology Finance Company Limited) [#] and authorise the Directors of the Company to deal with the transaction contemplated thereunder; and		
3. To re-elect Mr Rui Xiaowu as a Director of the Company and approve his director's fees of HK\$150,000 per annum.		

* The full text of the resolutions was set out in the notice of the Extraordinary General Meeting dated 25 January 2011.

These PRC entities do not have an official English name, the English names set out herein are for identification purpose only.

Dated this day of _____, 2011 Signature(s) ^(note 7) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
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 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.
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.