



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, Whampoa Garden, Hung Hom, Kowloon, Hong Kong at 11:00 a.m. on Friday, 4 January 2013.

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.

	Resolution	FOR ^(note 4)	AGAINST ^(note 4)
1.	THAT the subscription agreement dated 5 November 2012 ("Subscription Agreement") entered into between CASIL Hainan Holdings Limited, CASIL New Century Technology Development (Shenzhen) Company Limited* (航科新世紀科技發展(深圳)有限公司), Hainan Expressway Co., Ltd.* (海南高速公路股份有限公司) ("Hainan Expressway") and China Great Wall Industry Corporation* (中國長城工業集團有限公司) ("CGWIC") in respect of the subscription by each of Hainan Expressway and CGWIC of 25% of the enlarged registered capital of Hainan Aerospace Investment Management Company Limited* (海南航天投資管理有限公司) at RMB312,720,000 and the granting of a right to Hainan Expressway to further subscribe for up to RMB300,000,000 of the registered capital (a copy of the Subscription Agreement has been produced to the meeting and marked "A" and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder, as more particularly set out in the Circular of the Company dated 11 December 2012, be and are hereby approved AND 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 transactions contemplated under the Subscription Agreement.		

Dated this day of, _____

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 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.

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