



# 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 2:00 p.m. on Friday, 31 May 2019.

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares in the issued Shares of China Aerospace International Holdings Limited (the "Company") hereby appoint <sup>(note 3)</sup> \_\_\_\_\_  
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 <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
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 2018.		
2.	To approve the payment of a final dividend.		
3A.	(i) To re-elect Mr Liu Meixuan as a Director.		
	(ii) To re-elect Mr Liu Xudong as a Director.		
	(iii) To re-elect Mr Luo Zhenbang as a Director.		
	(iv) To re-elect Mr Wang Xiaojun as a Director.		
3B.	To approve: (1) the payment of RMB80,000 to Mr Xu Liangwei as director's fee, and an allowance of board meeting of RMB2,000 each and of committees' meeting of RMB1,000 each; and (2) the payment of HK\$150,000 to each of other directors as director's fee, HK\$50,000 to each of the members of Audit Committee and HK\$30,000 to each of the members of Remuneration Committee, and not more than HK\$30,000 of meeting allowance as remunerations for the year ending 31 December 2019.  <i>Note:</i> Mr Liu Xudong and Mr Mao Yijin, the senior officers of China Aerospace Science & Technology Corporation and its subsidiary, will not receive any remuneration from the Company.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu (德勤•關黃陳方會計師行) as the auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
5.	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.		
6.	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.		
7.	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 18 April 2019.

Dated this day of \_\_\_\_\_, 2019

Signatures <sup>(note 7)</sup> \_\_\_\_\_

*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 Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 2:00 p.m., Wednesday, 29 May 2019.
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.