CATIC INTERNATIONAL HOLDINGS LIMITED
中國航空技術國際控股有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 232)

Form of Proxy
for use at the Special General Meeting
(the "Special General Meeting")

I/We *(note 1)* ______________________________

of ______________________________

being the registered holder(s) of *(note 2)* ______________________________
shares of HK$0.10 each in the capital of CATIC International Holdings Limited ("the **Company**") **HEREBY APPOINT** THE CHAIRMAN OF THE MEETING or *(note 3)* ______________________________

of ______________________________ as
my/our proxy to attend the Special General Meeting of the Company to be held at Unit B, 15/F., United Centre, 95 Queensway, Hong Kong on Tuesday, 28 February 2006 at 10:00 a.m. (and at any adjournment thereof), and to vote for me/us as hereunder indicated *(note 4)*.

	FOR *(note 4)*	**AGAINST** *(note 4)*
Ordinary Resolution (to approve the joint venture agreement and the transactions contemplated thereunder)		

Dated ______________________ 2006 Shareholder's Signature *(note 5)* ______________________

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 registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).

3. If any proxy other than the Chairman of the Special General Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY SHAREHOLDERS MAY APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIM. A PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.**

4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.

5. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.

6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares of the Company as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.

7. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the principal place of business of the Company at Unit B, 15/F., United Centre, 95 Queensway, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.

9. The vote to be taken in the Special General Meeting will be taken by way of poll.

* *for identification purpose only*