# 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)**

**Proxy form for use at the annual general meeting to be held at Lavender Room, 27/F, The Park Lane Hong Kong, 310 Gloucester Road, Hong Kong on Thursday, 22 May 2008 at 10:00 a.m. and at any adjournment thereof**

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 annual general meeting of the Company to be held at Lavender Room, 27/F, The Park Lane Hong Kong, 310 Gloucester Road, Hong Kong on Thursday, 22 May 2008 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)* |
|---|---|---|---|
| 1. | To receive and consider the audited financial statements and the reports of the directors and independent auditors for the year ended 31 December 2007 | | |
| 2. | (a) To re-elect Mr. Li Ka Fai, David as director | | |
| | (b) To re-elect Mr. Pan Linwu as director | | |
| | (c) To re-elect Mr. Zhang Chuanjun as director | | |
| | (d) To re-elect Mr. Liu Rongchun as director | | |
| | (e) To re-elect Mr. Li Zhaoxi as director | | |
| | (f) To re-elect Mr. Ma Zhiping as director | | |
| | (g) To re-elect Mr. Chu Yu Lin, David as director | | |
| | (h) To authorize the board of directors to fix the remuneration of directors | | |
| 3. | To re-appoint auditors and authorize the board of directors to fix the remuneration of auditors | | |
| 4. | (A) Ordinary Resolution in item 4A of the notice of annual general meeting (to give a general mandate to the directors to repurchase shares of the Company) | | |
| | (B) Ordinary Resolution in item 4B of the notice of annual general meeting (to give a general mandate to the directors to issue new shares of the Company) | | |
| | (C) Ordinary Resolution in item 4C of the notice of annual general meeting (to extend the general mandate to the directors to issue new shares of the Company) | | |
| 5. | Ordinary Resolution in item 5 of the notice of annual general meeting (to increase the authorized share capital of the Company) | | |

Dated ______________________ 2008                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 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 ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
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 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 head office and the principal place of business of the Company at Unit B, 15th Floor, United Centre, 95 Queensway, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

* *for identification purpose only*