

HONG KONG AIRCRAFT ENGINEERING COMPANY LIMITED (the "Company")

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0044)



FORM OF PROXY for use at the **Annual General Meeting** on 9th May 2006

I/We _____

of _____

being a Member/Members of the Company, hereby appoint DAVID MUIR TURNBULL of Hong Kong or failing him CHAN PING KIT of Hong Kong or failing him Chairman of the meeting or (Note 1)

_____ of _____

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, 9th May 2006 at 2:30 p.m. at the Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong and at any adjournment thereof on the undermentioned resolutions as indicated:

	For (Note 2)	Against (Note 2)
1. To declare final dividend.		
2. (a) To re-elect CHAN Ping Kit as a Director.		
(b) To re-elect Davy HO Cho Ying as a Director.		
(c) To re-elect Antony Nigel TYLER as a Director.		
(d) To re-elect Lincoln LEONG Kwok Kuen as a Director.		
(e) To elect John Robert GIBSON as a Director.		
3. To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration.		
4. To grant a general mandate for share repurchase.		
5. To grant a general mandate to the Directors to issue and dispose of additional shares in the Company.		

Signature: _____ (Notes 4 and 5)

Date: _____, 2006

Number of ordinary shares to which this proxy relates (Note 3)

Notes:

1. If you wish to appoint another person (who need not be a Member of the Company) as proxy the names as shown above should be deleted and the name and address of the other person inserted.
2. Please indicate with "√" in the appropriate space opposite each resolution how you wish the proxy to vote on your behalf. If this form of proxy is signed and returned without any indication as to how the proxy shall vote, he will exercise his discretion as to whether or not he abstains from voting and, if appropriate, as to how he votes. Unless instructed otherwise, your proxy may also vote or abstain from voting as he thinks fit on any other business (including any amendment to any resolution) which may properly come before the meeting.
3. Please insert the number of ordinary shares to which this proxy relates in the box provided. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form will be deemed to relate to all the ordinary shares in the Company which are registered in your name (whether alone or jointly with others).
4. In the case of joint shareholders, this form of proxy must be signed by the shareholder whose name stands first in the Register of Shareholders.
5. In the case of a corporation, this form of proxy should be under its common seal or under the hand of an officer of the corporation duly authorised.
6. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting.
7. Whether or not you intend to be present at the annual general meeting you are requested to complete the form of proxy. The completion of a form of proxy and returning it to the Registrars of the Company will not preclude you from attending and voting in person at the meeting or poll concerned and, in such event, the appointment of the proxy will be deemed to be revoked.