



中國建築興業集團有限公司

CHINA STATE CONSTRUCTION DEVELOPMENT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 830)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 20 DECEMBER 2023

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares (the “Shares”) of HK\$0.01 each in the share capital of China State Construction Development Holdings Limited (the “Company”), hereby appoint THE CHAIRMAN OF THE MEETING ^(Note 3), or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Unit Nos 1507 to 1512, 15th Floor, Eight Commercial Tower, 8 Sun Yip Street, Chai Wan, Hong Kong on Wednesday, 20 December 2023 at 10:00 a.m. (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS ^(Note 4)	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To approve, confirm and ratify the New CSCD-CSCECL Sub-construction Engagement Agreement (as defined in the circular of the Company dated 30 November 2023 (the “Circular”)) and the transactions contemplated thereunder; and to approve the CSCECL Works Caps (as defined in the Circular) for the respective financial years ending on 31 December 2024, 31 December 2025 and 31 December 2026.		
2.	To approve, confirm and ratify the New CSCD-CSC Operational Services Agreement (as defined in the circular of the Company dated 30 November 2023 (the “Circular”)) and the transactions contemplated thereunder; and to approve (i) the Mechanical and Electrical Engineering Works Caps (as defined in the Circular); (ii) the Machineries Leasing Caps (as defined in the Circular); (iii) the Insurance Services and Surety Bonds Caps (as defined in the Circular); and (iv) the Supply of Materials Caps (as defined in the Circular), for the respective financial years ending on 31 December 2024, 31 December 2025 and 31 December 2026.		

Dated this _____ of _____ 2023

Signature(s) ^(Note 6): _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- The resolutions are summarised in this proxy form only. Full text of the resolutions are set out in the notice convening the Meeting which is sent to the shareholders of the Company together with this proxy form.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- Any alteration made to this proxy form must be initialled by the person who signs it.
- In order to be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- Where there are joint holders of any Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The proxy needs not be a member of the Company but must attend the Meeting to represent you.
- Completion and return of this proxy form shall not preclude a member from attending and voting at the Meeting or any adjournment thereof (as the case may be) should the member so wish, and in such event, the proxy form shall be deemed to be revoked.

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 (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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.