



# 中國建築國際集團有限公司

## CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3311)

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 28 NOVEMBER 2008 AND ANY ADJOURNMENT THEREOF

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (“Shares”) of HK\$0.025 each in the capital of China State Construction International Holdings Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>**, 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 30th Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Friday, 28 November 2008 at 11:00 a.m. and at any adjournment thereof (the “Meeting”) for the purpose of considering and, if thought fit, passing the ordinary 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 ordinary resolutions as indicated hereunder, and, 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 thinks fit.

	Ordinary Resolutions	For <sup>4</sup>	Against <sup>4</sup>
1.	To approve, confirm and ratify the Value Idea Agreement (as defined in the circular to shareholders of the Company dated 27 October 2008) and all the transactions contemplated thereunder and the implementation thereof and to authorize any one director of the Company for and on behalf of the Company to execute all documents, instruments and agreements and to do all things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Value Idea Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of Common Seal thereon.		
2.	To approve, confirm and ratify the Fuller Sky Agreement (as defined in the circular to shareholders of the Company dated 27 October 2008) and all the transactions contemplated thereunder and the implementation thereof and to authorize any one director of the Company for and on behalf of the Company to execute all documents, instruments and agreements and to do all things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Fuller Sky Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of Common Seal thereon.		

Signature<sup>5</sup> \_\_\_\_\_ Date \_\_\_\_\_

**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 form of proxy 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** 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 form of proxy 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, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the office of the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting thereof (as the case may be).
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either 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 to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- The Notice of Extraordinary General Meeting is set out in the circular to shareholders of the Company dated 27 October 2008.