



# 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 Extraordinary General Meeting to be held on Wednesday, 27 May 2009 and at any adjournment thereof

I/We<sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ 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, or<sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Meeting Room S228 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 27 May 2009 at 4:20 p.m. (or so soon thereafter as the annual general meeting of the Company convened at the same place and date at 4:00 p.m. shall have concluded or adjourned) and at any adjournment thereof and to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice convening the said meeting as indicated below.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the Sub-construction Engagement Agreement (as defined in the circular of the Company dated 23 April 2009 (the "Circular")) and the transactions contemplated thereunder and the implementation thereof, to approve the CSCECL Sub-construction Engagement Cap (as defined in the Circular), and to approve the CSC Sub-construction Engagement Cap (as defined in the Circular).		
2.	To approve, confirm and ratify the CSC Group Engagement Agreement (as defined in the Circular) and the transactions contemplated thereunder and the implementation thereof, and to approve the CSC Construction Engagement Cap (as defined in the Circular).		
3.	To approve, confirm and ratify the JV Agreement (as defined in the Circular) and the transactions contemplated thereunder and the implementation thereof.		

Signature<sup>(Note 5)</sup> \_\_\_\_\_

Dated: \_\_\_\_\_ 2009

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.025 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- 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 FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his votes 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.
- 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 or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting either personally or by proxy in respect of such share 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 share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, 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 office of the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
- Any member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. The proxy need not be a member of the Company.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or at any adjournment thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.