



# 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 (ANNUAL GENERAL MEETING – 7 JUNE 2011) (or at any adjournment thereof)

Number of shares to which this proxy form related <sup>(Note 2)</sup>

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I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) in the capital of China State Construction International Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 3)</sup>, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Meeting Room S423 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 7 June 2011 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 in my/our name(s) in respect of such resolutions as hereunder indicated by a "✓", 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>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and adopt the Audited Financial Statements, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2010.		
2.	To declare a final dividend for the year ended 31 December 2010 of HK6 cents per share.		
3.	(A) To re-elect Mr. Tian Shuchen as Director.		
	(B) To re-elect Dr. Raymond Ho Chung Tai as Director.		
	(C) To re-elect Mr. Adrian David Li Man Kiu as Director.		
	(D) To re-elect Dr. Raymond Leung Hai Ming as Director.		
4.	To authorize the Board to fix the remuneration of Directors.		
5.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and to authorize the Board to fix their remuneration.		
6.	(A) To approve the Ordinary Resolution No. 6(A) of the Notice of Annual General Meeting (To give a general mandate to the Directors to issue additional shares of the Company).		
	(B) To approve the Ordinary Resolution No. 6(B) of the Notice of Annual General Meeting (To give a general mandate to the Directors to repurchase shares of the Company).		
	(C) To approve the Ordinary Resolution No. 6(C) of the Notice of Annual General Meeting (To extend the general mandate to the Directors pursuant to Ordinary Resolution No. 6(A) to issue additional shares of the Company).		

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

Date \_\_\_\_\_

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 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 ANY RESOLUTION, TICK IN THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOXES 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 authorized 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 authorized 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 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).
- 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 this form 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 Annual General Meeting is set out in the Company's circular dated 15 April 2011.