



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)

PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 28 MAY 2020

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 annual general meeting of the Company to be held at 16th Floor, Eight Commercial Tower, 8
Sun Yip Street, Chai Wan, Hong Kong on Thursday, 28 May 2020 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 receive and adopt the audited consolidated financial statements for the year ended 31 December 2019 together with the reports of the Directors and Auditor.		
2.	(a) To re-elect Mr. Wang Hai as Director.		
	(b) To re-elect Mr. Huang Jiang as Director.		
	(c) To re-elect Mr. Hong Winn as Director.		
3.	To authorise the Board to fix the remuneration of the Directors.		
4.	To appoint Ernst & Young as auditor of the Company and to authorise the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and dispose of additional shares of the Company, not exceeding 20% of the issued share capital of the Company at the date of this Resolution.		
6.	To grant a general mandate to the Directors to buy back shares of the Company, not exceeding 10% of the issued share capital of the Company at the date of this Resolution.		
7.	To extend the general mandate granted to the Directors in Resolution (5).		
8.	To approve, confirm and ratify the New CSCD-CSC Sub-construction Engagement Agreement (as defined in the circular of the Company dated 17 April 2020 (the "Circular")) and the transactions contemplated thereunder and the implementation thereof; to approve the Annual Caps (as defined in the Circular) for the period between 1 July 2020 and 30 June 2023; and to authorise any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the New CSCD-CSC Sub-construction Engagement Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		

Dated this _____ day of _____ 2020

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, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share 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 need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form shall not preclude a member from attending and voting in person 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 fulfill 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.