



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 (ADJOURNED EXTRAORDINARY GENERAL MEETING — 27 MAY 2020) (or at any adjournment thereof)

I/We, being the registered holder(s) of shares of HK\$0.025 each (the “Shares”) in the capital of China State Construction International Holdings Limited (the “Company”), hereby appoint the proxy^(Note 1) as specified below or failing him/her, the chairman of the meeting^(Note 1) to attend and vote for me/us and on my/our behalf at the Adjourned Extraordinary General Meeting of the Company to be held at Meeting Room S221, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 27 May 2020 at 3:00 p.m. (or at any adjournment thereof) (the “Meeting”) in respect of the resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Registered Holding ^(Note 2)		Signature ^(Note 4)	
Date			

Proxy^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares ^(Note 3)	
Full Address			

ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)
To approve, confirm and ratify the Supplemental Agreement (as defined in the circular of the Company dated 24 March 2020 (the “Circular”)) and the transactions contemplated thereunder and the implementation thereof; to approve the Proposed Revised Annual Caps (as defined in the Circular) for the respective financial years ending on 31 December 2020 and 31 December 2021; and to authorize 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 to be incidental to, ancillary to or in connection with the matters contemplated in the Supplemental Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of common seal thereon.		

Notes:

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Please insert the number of Shares registered in the name of the holder(s).
- Please insert the number of Shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in the name of the holder(s).
- 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK (✓) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY 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.**
- 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 attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the Meeting. Forms of proxy sent electronically or by any other data transmission process will not be accepted.
- Completion and return of this 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.
- For the avoidance of doubt, we do not accept any special instructions written on this form of proxy.
- 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 is 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 holder(s).
- The Notice of Adjourned Extraordinary General Meeting is posted on the websites of the Company and Hong Kong Exchanges and Clearing Limited.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY (THE “OLD PROXY FORM”) WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 24 MARCH 2020 CONTAINING THE NOTICE OF EXTRAORDINARY GENERAL MEETING SHOULD NOTE THAT:**
 - if this form of proxy is not lodged with the Company’s Hong Kong branch share registrar and transfer office, the Old Proxy Form will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed. The proxy so appointed by the relevant shareholder will be entitled to vote in accordance with the instructions previously given by the relevant shareholder (if no such instructions are given) at his or her discretion or to abstain from voting on any resolution(s) properly put to the Meeting;
 - if this form of proxy is lodged with the Company’s Hong Kong branch share registrar and transfer office 48 hours before the time appointed for holding of the Meeting or any further adjourned meeting thereof (as the case may be) (the “Closing Time”), this form of proxy, if correctly completed, will be treated as a valid form of proxy lodged by the relevant shareholder and will revoke and supersede the Old Proxy Form previously lodged by the relevant shareholder; and
 - if this form of proxy is lodged with the Company’s Hong Kong branch share registrar and transfer office after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the appointment of proxy under this form of proxy will be invalid and the Old Proxy Form will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed. Accordingly, shareholders are advised to complete this form carefully and lodge this form of proxy with the Company’s Hong Kong branch share registrar and transfer office before the Closing Time.

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 of the Company (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 and any such request should be in writing by mail to the Company’s Hong Kong branch registrar and transfer office, Tricor Standard Limited at the above address.