



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  
(or at any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (“Shares”) of HK\$0.10 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 (or at any adjournment thereof) (“the Meeting”) of the Company to be held at Boardroom 3 & 4, M/F, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong on Monday, 26 June 2006 immediately after the conclusion of the annual general meeting of the Company, which is scheduled to be held at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (the “Notice”) and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, 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.

	Resolutions	For <sup>4</sup>	Against <sup>4</sup>
1.	To approve, confirm and ratify the Sale and Purchase Agreement (as defined in the Notice) and all the transactions contemplated thereunder		
2.	To approve, confirm and ratify the Construction Management Contract (as defined in the Notice) and all the transactions contemplated thereunder		
3.	To approve, confirm and ratify the CCEM Engagement Agreement (as defined in the Notice) and all the transactions contemplated thereunder		
4.	To approve the increase in the annual cap amounts of the Material Supplies Transactions (as defined in the Notice) to HK\$70,000,000 for each of the two financial years ending 31 December 2007 and to approve, confirm and ratify the Supplemental Agreement (as defined in the Notice) relating thereto		
5.	To approve the amendments to the articles of association of the Company		

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 INITIALLED 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, Standard Registrars Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the 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 Extraordinary General Meeting is set out in the Company’s circular dated 30 May 2006.