



# 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 (EXTRAORDINARY GENERAL MEETING — 16 DECEMBER 2014) (and at any adjournment thereof)

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

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

of \_\_\_\_\_  
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 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 Extraordinary General Meeting of the Company to be held at 30th Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Tuesday, 16 December 2014 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 approve, confirm and ratify the New CSCECL Sub-construction Engagement Agreement (as defined in the circular of the Company dated 18 November 2014 (the "Circular")) and the transactions contemplated thereunder and the implementation thereof; to approve the CSCECL Sub-construction Engagement Cap (as defined in the Circular) for the period between 1 January 2015 and 31 December 2017; to approve the CSC Sub-construction Engagement Cap (as defined in the Circular) for the period between 1 January 2015 and 31 December 2017; 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 New CSCECL Sub-construction Engagement Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of common seal thereon.		
2.	To approve, confirm and ratify the New CSC Group Engagement Agreement (as defined in the Circular) and the transactions contemplated thereunder and the implementation thereof; to approve the COLI Works Cap (as defined in the Circular) for the period between 1 January 2015 and 31 December 2017; 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 New CSC Group Engagement Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of common seal thereon.		
3.	To approve, confirm and ratify the Acquisition Agreement (as defined in the Circular) and all transactions contemplated thereunder, including the allotment and issuance of 117,278,000 new shares (the "Consideration Shares") of HK\$0.025 each in the share capital of the Company for the aggregate issue price of HK\$1,309,995,260 to China Overseas Holdings Limited (or its nominee); to authorize and grant to the directors of the Company a specific mandate to allot and issue the Consideration Shares to China Overseas Holdings Limited (or its nominee) in accordance with the terms and conditions of the Acquisition Agreement; 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) to exercise all the powers of the Company and take all steps as might in his/her opinion be desirable, necessary or expedient in relation to the allotment and issuance of the Consideration Shares as well as all the transactions contemplated under the Acquisition Agreement, including without limitation to the execution, amendment, supplementing, delivery, submission and implementation of any further documents or agreements.		

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

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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).
3. If any proxy other than the Chairman of the Meeting 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.**
4. **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.
5. 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.
6. 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 Hong Kong branch share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 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). Forms of proxy sent electronically or by any other data transmission process will not be accepted.
7. 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. 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.
10. The Notice of Extraordinary General Meeting is set out in the Company's circular dated 18 November 2014.