



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 — 17 June 2016) (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 Extraordinary General Meeting of the Company to be held at 30th Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Friday, 17 June 2016 at 11:00 a.m. (and at any adjournment thereof) (the “Meeting”) in respect of the resolutions 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 RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To approve, confirm and ratify the Acquisition Agreement (as defined in the circular of the Company dated 30 May 2016 (the “Circular”)) and the transactions contemplated thereunder and the implementation thereof; and to authorize any one director of the Company (or any two directors of the Company if the affixing of the common seal is necessary) to do all such acts, deeds and things and to sign, execute and deliver all such documents as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Acquisition Agreement and the transactions contemplated thereunder and the implementation thereof, including, without limitation, the affixing of common seal thereon.		
2.	To approve, confirm and ratify the Subscription Agreement (as defined in the Circular) and the transactions contemplated thereunder (including, without limitation, the allotment and issue of the Subscription Shares (as defined in the Circular)) and the implementation thereof; to grant the Specific Mandate (as defined in the Circular) to the directors of the Company to allot and issue the Subscription Shares in accordance with the terms of the Subscription Agreement and the articles of association of the Company; and to authorize any one director of the Company (or any two directors of the Company if the affixing of the common seal is necessary) to do all such acts, deeds and things and to sign, execute and deliver all such documents as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Subscription Agreement and the transactions contemplated thereunder (including, without limitation, the allotment and issue of the Subscription Shares) and the implementation thereof, including, without limitation, 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, Tricor Standard Limited, at Level 22, 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 Extraordinary General Meeting is set out in the Circular.