



CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED

中國航天萬源國際(集團)有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1185)

PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING (AND AT ANY ADJOURNMENT THEREOF)

I/We (note 1) _____

of _____

being the registered holder(s) of (note 2) _____ shares of HK\$0.10 each in the capital of

China Engerine International (Holdings) Limited (the "Company") hereby appoint (note 3) _____

of _____ or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting (with or without modifications) as hereunder indicated.

Resolutions	FOR (note 4)	AGAINST (note 4)
<p>1. "THAT:</p> <p>(a) the sino-foreign equity joint venture contract (the "Joint Venture Contract") dated 1 December 2008 entered into between 航天材料及工藝研究所 (Aerospace Research Institute of Materials & Processing Technology), 北京萬源工業有限公司 (Beijing Wanyuan Industry Corporation Limited), New Image Development Limited and Emergya Wind Technologies B.V. in respect of establishment of 內蒙古航天萬源復合材料有限公司 (Inner Mongolia CASC Wanyuan Composite Material Company Limited) (a copy of the Joint Venture Contract is tabled at the meeting and marked "A" and initialed by the chairman of the meeting for identification purposes) be and is hereby approved, confirmed and ratified; and</p> <p>(b) the execution of the Joint Venture Contract be and is hereby confirmed and ratified and any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is hereby authorised to do all such things and take all other steps which, in his/her opinion, may be necessary or desirable in connection with the matters contemplated in and for giving effect to the Joint Venture Contract."</p>		
<p>2. "THAT:</p> <p>(a) the construction contract (the "Construction Contract") dated 1 December 2008 entered into between 內蒙古航天萬源新能源開發有限公司 (Inner Mongolia CASC Wanyuan New Energy Development Company Limited) and 北京航天萬源建築工程有限責任公司 (Beijing CASC Wanyuan Construction Project Corporation Limited) (a copy of the Construction Contract is tabled at the meeting and marked "B" and initialed by the chairman of the meeting for identification purposes) be and is hereby approved, confirmed and ratified; and</p> <p>(b) the execution of the Construction Contract be and is hereby confirmed and ratified and any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is hereby authorised to do all such things and take all other steps which, in his/her opinion, may be necessary or desirable in connection with the matters contemplated in and for giving effect to the Construction Contract."</p>		

Dated this _____ 2008 Signature (note 7) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name and address of proxy to be inserted in **BLOCK LETTERS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the office of Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- In the case of joint holders of a share, the vote of the person whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- This form of proxy must be signed by you or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorized.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
- Any alteration to this form of proxy must be initialled by the person who signs it.

* For identification purpose only