



# 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. <b>"THAT:</b></p> <p>(a) the equity transfer contract (the "<b>Equity Transfer Contract</b>") dated 27 October 2008 entered into between 北京航天萬源科技公司 (Beijing CASC Wan Yuan Science and Technology Corporation) ("WY Science and Technology") and 北京萬源工業有限公司 (Beijing Wanyuan Industry Corporation Limited) ("WY Industry") (a copy of the Equity Transfer Contract is tabled at the meeting and marked "A" and initialed by the chairman of the meeting for identification purposes) pursuant to which WY Industry will acquire from WY Science and Technology a 15% registered capital in 航天龍源(本溪)風力發電有限公司 (Aerospace Long Yuan (Benxi) Wind Power Co. Ltd.) for a consideration of RMB17,060,000 (the "<b>Acquisition</b>"), be and is hereby approved, confirmed and ratified; and</p> <p>(b) the execution of the Equity Transfer 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 completion of the Acquisition."</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 initialed by the person who signs it.

\* For identification purpose only