



# CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED

中國航天萬源國際(集團)有限公司\*

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1185)

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

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

of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of China

Energin International (Holdings) Limited (the "Company") hereby appoint <sup>(note 3)</sup> \_\_\_\_\_ 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 resolution set out in the notice of the meeting (with or without modifications) as hereunder indicated.

Ordinary Resolution	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
<p><b>"THAT:</b></p> <p>(a) the equity transfer agreement dated 10 February 2010 (the "Equity Transfer Agreement") entered into between the Company and Emergya Wind Technologies B.V., ("EWT") (a copy of the Equity Transfer Agreement is tabled at the meeting and marked "A" and initialed by the chairman of the meeting for identification purposes) pursuant to which the Company will acquire from EWT a 40% registered capital of Beijing EWT-CASC Directwind Marketing and Sales Co. Ltd. be and is hereby approved, confirmed and ratified; and</p> <p>(b) the execution of the Equity Transfer Agreement 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 Equity Transfer Agreement."</p>		

Dated this \_\_\_\_\_ 2010 Signature <sup>(note 7)</sup> \_\_\_\_\_

**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 delivered to 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.