

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



广州广船国际股份有限公司  
GUANGZHOU SHIPYARD INTERNATIONAL COMPANY LIMITED

(a joint stock company with limited liability incorporated in the People's Republic of China)

(H-share Stock Code: 00317)

**PROXY FORM FOR**

**THE FIRST EXTRAORDINARY GENERAL MEETING OF 2009 (EGM)**

|  |            |
|--|------------|
| The number of shares to which this proxy form relates <sup>(1)</sup> | A/H*shares |
|--|------------|

I/We \_\_\_\_\_ of \_\_\_\_\_ hereby appoint the present Chairman of the EGM or Mr./Ms.<sup>(2)</sup> \_\_\_\_\_ as my/our proxy to attend and vote on behalf of me/us at the EGM of Guangzhou Shipyard International Company Limited (the "Company"), to be held at the Conference Room of the Company at 40 South Fangcun Main Road, Liwan District, Guangzhou, PRC at 1:30 p.m. on December 29, 2009 (Tuesday), or at any adjournment thereof.

|   | Ordinary Resolution:  | For <sup>(3)</sup> | Against <sup>(3)</sup> | Abstain <sup>(3)</sup> |
|---|---|--------------------|------------------------|------------------------|
| 1 | To consider the framework agreement for continuing connected transactions for 2010 to 2012 between the Company and China State Shipbuilding Corporation and the annual caps thereunder. |                    |                        |                        |

Signature of Appointor<sup>(4)</sup>: \_\_\_\_\_

Identity card number of Appointor: \_\_\_\_\_

Number of shares held by Appointor: \_\_\_\_\_ A/H \* shares

Shareholder account number of Appointor: \_\_\_\_\_

Signature of Proxy: \_\_\_\_\_

Identity card number of Proxy: \_\_\_\_\_

Date of appointment: \_\_\_\_\_

*Notes:*

1. Please fill in the number of shares registered under your name and to which the proxy relates. If no such number is filled, this form of proxy will be deemed to relate to all the shares in the Company registered under your name.
2. Please delete "the present Chairman of the EGM or relevant class meeting" and insert the name of proxy appointed if the chairman of the meeting is not appointed as your proxy.
3. If you wish to vote for any resolution, please tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". If you wish to abstain from voting on any resolution, tick in the box marked "Abstain". Failure to tick a box will entitle your proxy to cast your vote at his discretion.
4. The form of proxy must be signed by you or your attorney duly authorized in writing, or if the shareholder is a company, signed either under seal or under the hand of an officer or attorney duly authorized.
5. To validate this form of proxy, please lodge it together with the power of attorney or other documents of authorization (if any) under which it is signed or an originally certified copy thereof, to the Company's registered address not less than 24 hours before the time scheduled for the holding of the EGM. Shareholders of H-shares must deliver completed proxy forms and other authorization documents (if any) to the Company's H-share Registrars, Computershare Hong Kong Investor Services Limited.

Note: \* Delete if not applicable