
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China State Construction International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Meeting Room S426, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong (Harbour Road Entrance) on Thursday, 6 June 2013 at 3:00 p.m. is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's Hong Kong branch share registrar, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

15 April 2013

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Information on Directors to be Re-elected	8
Appendix II — Explanatory Statement on the Repurchase Mandate	12
Notice of Annual General Meeting	15

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room S426, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong (Harbour Road Entrance) on Thursday, 6 June 2013 at 3:00 p.m., or any adjournment thereof
“Articles”	the Articles of Association of the Company as may be amended from time to time
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law of the Cayman Islands for the time being in force
“Company”	China State Construction International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate given to the Directors to exercise the power of the Company to allot, issue and deal with further shares up to 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of the relevant resolution

DEFINITIONS

“Latest Practicable Date”	9 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general and unconditional mandate given to the Directors to exercise the power of the Company to repurchase the fully paid up Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) whether incorporated in Hong Kong or elsewhere and “subsidiaries” shall be construed accordingly
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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)

Chairman and Non-executive Director:

Kong Qingping

Executive Directors:

Zhou Yong (*Vice-chairman and
Chief Executive Officer*)

Tian Shuchen

Zhou Hancheng

Pan Shujie

Hung Cheung Shew

Non-executive Director:

Li Jian

Independent Non-executive Directors:

Raymond Ho Chung Tai

Adrian David Li Man Kiu

Raymond Leung Hai Ming

Lee Shing See

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

28th Floor, China Overseas Building

139 Hennessy Road

Wanchai, Hong Kong

15 April 2013

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with notice of Annual General Meeting and information regarding resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESOLUTION (1) – ADOPTION OF THE AUDITED FINANCIAL STATEMENTS, THE DIRECTORS’ REPORT AND THE INDEPENDENT AUDITOR’S REPORT

2012 Annual Report incorporating the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report of the Company for the year ended 31 December 2012 was sent together with this circular to the Shareholders on the same date.

The Audited Financial Statements have been audited by PricewaterhouseCoopers and reviewed by the Audit Committee of the Company.

RESOLUTION (2) – DECLARATION OF FINAL DIVIDEND

The Board recommends the payment of a final dividend of HK9 cents per share to Shareholders whose name appear on the register of members of the Company at the close of business on Monday, 17 June 2013.

The register of members of the Company will be closed from Friday, 14 June 2013 to Monday, 17 June 2013, both days inclusive, for the purpose of determining entitlement to the final dividend. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates, must be lodged for registration with the Company’s Hong Kong branch share registrar, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong, not later than 4:00 p.m. on Thursday, 13 June 2013.

Subject to the Shareholders’ approval, the dividend warrants will be despatched on or about 5 July 2013.

RESOLUTION (3) – RE-ELECTION OF DIRECTORS

Pursuant to articles 87(1) and 87(2) of the Articles, Mr. Kong Qingping, Mr. Zhou Yong, Mr. Tian Shuchen and Dr. Raymond Leung Hai Ming will retire by rotation at the Annual General Meeting. All the retiring Directors, being eligible, offer themselves for re-election.

Pursuant to article 86(3) of the Articles, Mr. Pan Shujie appointed by the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election at the Annual General Meeting.

Information on the retiring Directors as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

RESOLUTION (4) – REMUNERATION OF DIRECTORS

Pursuant to article 96 of the Articles, the remuneration of the Directors shall from time to time be determined by the Company in general meeting. The remuneration of the Directors is determined by reference to their individual performance and contribution, the overall

LETTER FROM THE BOARD

performance of the Company and the prevailing economic situation and market practice. The remuneration of the Directors was disclosed in the 2012 Annual Report. This resolution will be proposed to authorize the Board to fix the remuneration of Directors.

RESOLUTION (5) – RE-APPOINTMENT OF AUDITOR

The Board (which agreed to the view of the Audit Committee of the Company) recommends that, subject to the approval of the Shareholders, PricewaterhouseCoopers be re-appointed as Auditor of the Company and to authorize the Board to fix its remuneration.

RESOLUTION (6A) – GENERAL MANDATE TO ISSUE SHARES

The existing general mandate to issue Shares granted by the Shareholders at the last annual general meeting held on 28 May 2012 will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the relevant resolution.

RESOLUTION (6B) – GENERAL MANDATE TO REPURCHASE SHARES

The existing general mandate to repurchase Shares granted by the Shareholders at the last annual general meeting held on 28 May 2012 will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued shares in the share capital of the Company subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate, which is set out in Appendix II to this circular.

RESOLUTION (6C) – EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the aforesaid ordinary resolutions (6A) and (6B) of the Issue Mandate and Repurchase Mandate, a separate ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

The register of members of the Company will be closed from Tuesday, 4 June 2013 to Thursday, 6 June 2013, both days inclusive, for the purpose of determining eligibility to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates, must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Monday, 3 June 2013.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll pursuant to article 66 of the Articles. The results of the voting will be announced in accordance with Rule 2.07C of the Listing Rules after the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

RECOMMENDATION

The Directors consider that the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principle place of business of the Company at 28th Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong, during normal business hours from the date hereof and up to and including 6 June 2013:

- (a) The Memorandum and Articles of the Association; and
- (b) The 2012 Annual Report.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

Yours faithfully,
By Order of the Board
**China State Construction
International Holdings Limited**
Kong Qingping
Chairman and Non-executive Director

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Kong Qingping

Chairman and Non-executive Director

Aged 57, was appointed as Director of the Company on 21 April 2004 and subsequently appointed as Chairman and designated as a Non-executive Director of the Company on 1 June 2005.

Mr. Kong holds a bachelor degree in Engineering from Harbin University of Civil Engineering and Architecture, a degree of Executive Master of Business Administration from Harbin Institute of Technology and is a fellow member of the Chartered Institute of Building (UK). Mr. Kong is a guest professor at Harbin Institute of Technology and at Hong Kong Polytechnic University. Mr. Kong joined China State Construction Engineering Corporation (“CSCEC”) in 1982 and was seconded to Hong Kong in 1987. He has been a director of certain subsidiaries of the Group since 1996. Mr. Kong has more than 31 years’ extensive experience in management of corporate affairs, construction projects and property development. Currently, Mr. Kong is the Vice President of China State Construction Engineering Corporation Limited (a company listed on The Shanghai Stock Exchange, code: 601668), a director of China Overseas Holdings Limited (“COHL”) and its certain subsidiaries, the Chairman of China Overseas Land & Investment Ltd. (“COLI”), and the Honorable Chairman (but not a Director) of China Overseas Grand Oceans Group Limited (“COGO”). Mr. Kong also acted as Chief Executive of COLI from 2001 to May 2007. COLI and COGO are companies listed on the main board of the Stock Exchange. In 2006, Mr. Kong was appointed as a member of the Expert Committee of the Ministry of Construction in Residential Development and Industrial Modernization Technology, and was awarded the “Director of the Year Award — Executive Director of Listed Companies (SEHK — Non Hang Seng Index Constituents)” by The Hong Kong Institute of Directors. He was also conferred the honorary title of University Fellow by The Hong Kong Polytechnic University in 2013. Mr. Kong is currently a Vice Chairman of the Hong Kong Chinese Enterprises Association and was appointed as a National Committee Member of the 11th and 12th Chinese People’s Political Consultative Conference in 2008 and 2013 respectively.

As at the Latest Practicable Date, Mr. Kong had personal interests in 3,060,400 shares of the Company, 3,935,760 shares of COLI (an associated corporation of the Company, within the meaning of Part XV of the SFO) and had share options to subscribe for a total 3,288,848 shares of the Company and 1,359,334 shares of COLI.

Mr. Kong has signed a letter of employment with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. He is entitled to receive a director’s fee of HK\$1,000,000 per annum which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, Mr. Kong does not (i) have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, (ii) have any interest in shares of the Company (within the meaning of Part XV of the SFO), (iii) hold any directorship in listed public company in the last three years, and (iv) have any information in relation to Mr. Kong that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Zhou Yong

Executive Director, Vice-chairman and Chief Executive Officer

Aged 42, was appointed as a Director of the Company on 21 April 2004 and subsequently was designated as an Executive Director and Vice-chairman of the Board of Directors of the Company on 1 June 2005 and 9 June 2005 respectively.

Mr. Zhou graduated from Changsha Academy of Military Engineering and University of South Australia. He is Fellow of The Chartered Institute of Building (UK) and The Institution of Civil Engineers (UK). Mr. Zhou joined CSCEC in 1994 and was seconded to the Group in 1996. He has been a director of certain subsidiaries of the Group since 2001. Currently, Mr. Zhou is a director of COHL and the chairman and non-executive director of Far East Global Group Limited (a subsidiary of the Company and listed on the main board of the Stock Exchange). He was awarded the “Director of the Year Award — Executive Director of Listed Companies (SEHK — Non Hang Seng Index Constituents)” by The Hong Kong Institute of Directors in 2009. Mr. Zhou has more than 20 years’ construction, project and corporate management experience in Mainland China and Hong Kong, in particular, specializes in investment and development new business startup, formulating and executing business strategies for companies. He oversees the overall operation of the Group.

As at the Latest Practicable Date, Mr. Zhou had personal interests in 2,273,780 shares of the Company and had share options to subscribe for a total 959,247 shares of the Company.

Mr. Zhou has entered into a service agreement with the Company. He is entitled to receive a basic salary of HK\$230,000 per month and entitled to have discretionary bonus determined by the Board or the remuneration committee. Mr. Zhou’s emolument is determined by reference to his individual performance and contribution, the overall performance of the Company and the prevailing economic situation and market practice. Mr. Zhou’s service agreement does not provide for a specified length of service period and he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Save as disclosed above, Mr. Zhou does not (i) have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, (ii) have any interest in shares of the Company (within the meaning of Part XV of the SFO), (iii) hold any directorship in listed public company in the last three years, and (iv) have any information in relation to Mr. Zhou that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Tian Shuchen*Executive Director*

Aged 47, was appointed as an Executive Director of the Company on 12 August 2010.

Mr. Tian graduated from Dalian University of Technology. He is a member of the Chartered Institute of Building (UK). Mr. Tian joined CSCEC in 1988 and was seconded to the Group in 1991. He has been a director of certain subsidiaries of the Group since 2003. Mr. Tian has over 24 years' experience in construction engineering and project management.

As at the Latest Practicable Date, Mr. Tian had personal interests in 3,300,000 shares of the Company.

Mr. Tian has entered into a service agreement with the Company. He is entitled to receive a basic salary of HK\$97,000 per month and entitled to have discretionary bonus determined by the Board or the remuneration committee. Mr. Tian's emolument is determined by reference to his individual performance and contribution, the overall performance of the Company and the prevailing economic situation and market practice. Mr. Tian's service agreement does not provide for a specified length of service period and he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Save as disclosed above, Mr. Tian does not (i) have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, (ii) have any interest in shares of the Company (within the meaning of Part XV of the SFO), (iii) hold any directorship in listed public company in the last three years, and (iv) have any information in relation to Mr. Tian that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Pan Shujie*Executive Director*

Aged 48, was appointed as an Executive Director of the Company on 22 August 2012.

Mr. Pan graduated from the Southeast University (formerly known as Nanjing Institute of Technology) and the University of Warwick (UK). He is a member of the Hong Kong Institute of Engineers and a member of the Chartered Institute of Building (UK). Mr. Pan joined CSCEC in 1987 and was seconded to the Group in 1991. He has been a director of certain subsidiaries of the Group since 1999. Mr. Pan has over 21 years' experience in civil project management.

As at the Latest Practicable Date, Mr. Pan had personal interests in 167,471 shares of the Company.

Mr. Pan has entered into a service agreement with the Company. He is entitled to receive a basic salary of HK\$97,000 per month and entitled to have discretionary bonus determined by the Board or the remuneration committee. Mr. Pan's emolument is determined by reference to his individual performance and contribution, the overall performance of the Company and the

prevailing economic situation and market practice. Mr. Pan's service agreement does not provide for a specified length of service period and he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Save as disclosed above, Mr. Pan does not (i) have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, (ii) have any interest in shares of the Company (within the meaning of Part XV of the SFO), (iii) hold any directorship in listed public company in the last three years, and (iv) have any information in relation to Mr. Pan that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

Dr. Raymond Leung Hai Ming

Independent Non-executive Director

Aged 58, was appointed as an Independent Non-executive Director of the Company on 1 June 2005. Dr. Leung is also members of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Dr. Leung holds doctorate degree in Information Engineering from Chinese University of Hong Kong and a bachelor degree in Applied Science in Civil Engineering and a Master degree in Applied Science. Dr. Leung is Fellow of The Hong Kong Institution of Engineers, Hong Kong Institute of Arbitrators, Hong Kong Institute of Construction Managers, American Society for Civil Engineers, Institution of Civil Engineers (UK) and Senior Member of Institute of Electrical and Electronics Engineers. He has more than 36 years of experience in engineering, investment, construction and project management. Currently, Dr. Leung is director of various private companies in Hong Kong and independent non-executive director of Elec & Eltek International Company Limited, a company listed on the main boards of the Stock Exchange and Singapore Exchange Securities Trading Limited. Dr. Leung is also the chairman and chief executive officer of C & L Holdings Ltd. engaging in investment and business consultancy.

As at the Latest Practicable Date, Dr. Leung had share options to subscribe for a total of 913,569 shares of the Company.

Dr. Leung has signed a letter of employment with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. He is entitled to receive a director's fee of HK\$250,000 per annum which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, Dr. Leung does not (i) have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, (ii) have any interest in shares of the Company (within the meaning of Part XV of the SFO), (iii) hold any directorship in listed public company in the last three years, and (iv) have any information in relation to Dr. Leung that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

This is an explanatory statement given to all the Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which are set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,887,447,383 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 388,744,738 Shares, being 10% of the issued share capital of the Company as at the date of the passing of the relevant resolution.

2. REASONS FOR SHARES REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases must be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. The Company may make repurchases out of profits of the Company or the proceeds of a fresh issue of shares made for the purposes or, if authorized subject to the provisions of the laws of the Cayman Islands, out of capital. Any premium payable on a repurchase over the par value of the shares to be purchased must be provided out of profits of the Company or out of the Company's share premium account, or if so authorized by the Articles and subject to the provisions of the laws of the Cayman Islands, out of capital.

On the basis of the consolidated financial position of the Company as at 31 December 2012 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that purchases of all the Shares subject to the Repurchase Mandate were to be carried out in full. No purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

4. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date are as follows:

	Price Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2012		
April	7.450	6.940
May	7.300	5.920
June	7.640	6.260
July	8.530	7.300
August	9.000	7.810
September	9.310	8.010
October	9.500	8.510
November	9.880	9.070
December	9.840	8.940
2013		
January	10.500	8.870
February	10.980	10.000
March	11.000	10.080
April (up to the Latest Practicable Date)	10.680	9.830

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Memorandum and Articles of Association and the laws of Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

6. HONG KONG CODE ON TAKEOVERS AND MERGERS

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, China Overseas Holdings Limited ("COHL") was beneficially interested in an aggregate of 2,218,813,659 Shares, representing approximately 57.08% of the issued share capital of the Company. COHL is a direct wholly owned subsidiary of China State Construction Engineering Corporation Limited. China State Construction Engineering Corporation ("CSCEC") is the ultimately beneficial owner. CSCEC is a state-owned enterprise established in People's Republic of China.

In the event that the Repurchase Mandate is exercised in full, the shareholding of COHL in the Company would be increased to approximately 63.42% of the then issued share capital of the Company. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not purchased any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that the annual general meeting of China State Construction International Holdings Limited (the “Company”) will be held at Meeting Room S426, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong (Harbour Road Entrance) on Thursday, 6 June 2013 at 3:00 p.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2012.
2. To declare a final dividend for the year ended 31 December 2012 of HK9 cents per share.
3. (A) To re-elect Mr. Kong Qingping as Director;
(B) To re-elect Mr. Zhou Yong as Director;
(C) To re-elect Mr. Tian Shuchen as Director;
(D) To re-elect Mr. Pan Shujie as Director; and
(E) To re-elect Dr. Raymond Leung Hai Ming as Director.
4. To authorize the Board to fix the remuneration of the Directors.
5. To re-appoint PricewaterhouseCoopers as Auditor and to authorize the Board to fix its remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:
 - (A) “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other security which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval given in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares in the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any securities or bonds which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association (the "Articles") of the Company from time to time,

shall not exceed

- (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution; and
- (bb) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution),

and the said approval given under this Resolution in paragraph (a) above shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which are authorized to be purchased by the Directors pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

(C) “**THAT** conditional upon the passing of Resolutions (6A) and (6B) as set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the Directors pursuant to the Resolution (6A) as set out in the notice convening the meeting of which this Resolution forms part, be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to Resolution (6B) as set out in the notice convening the meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution.”

By Order of the Board
**China State Construction
International Holdings Limited**
Tse Sui Ha
Company Secretary

Hong Kong, 15 April 2013

Notes:

1. At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to be voted by way of a poll under Article 66 of the Company’s Articles of Association.
2. A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote his/her instead. The proxy need not be a shareholder of the Company.

NOTICE OF ANNUAL GENERAL MEETING

3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/ she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting 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.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), must be deposited at the Company's Hong Kong branch share registrar, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or adjourned meeting (as the case may be).
5. The register of members of the Company will be closed from Tuesday, 4 June 2013 to Thursday, 6 June 2013, both days inclusive, for the purpose of determining eligibility to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates, must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Monday, 3 June 2013.

The register of members of the Company will be closed from Friday, 14 June 2013 to Monday, 17 June 2013, both days inclusive, for the purpose of determining entitlement to the final dividend. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates, must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Thursday, 13 June 2013.
6. The biographical details of directors offering themselves for re-election as mentioned in resolution no. 3 were set out in Appendix I to the circular to be sent to the shareholders of the Company together with the 2012 Annual Report.
7. With respect to the resolution set out in resolution no. (6B) of the notice, approval is being sought from shareholders for a general mandate granted to the directors to repurchase shares of the Company.
8. With respect to the resolutions set out in resolution nos. (6A) and (6C) of the notice, approval is being sought from shareholders for general mandates granted to the directors to allot, issue and deal with shares of the Company.