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中國建築國際集團有限公司
CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

(a company incorporated in the Cayman Islands with limited liability)
(Stock code: 3311)



FAR EAST GLOBAL GROUP LIMITED
遠東環球集團有限公司

(a company incorporated in the Cayman Islands with limited liability)
(Stock code: 830)

ADD TREASURE HOLDINGS LIMITED

(a company incorporated in the British Virgin Islands with limited liability)

**(1) PROPOSED SUBSCRIPTION OF SHARES IN
FAR EAST GLOBAL GROUP LIMITED
BY ADD TREASURE HOLDINGS LIMITED**

AND

**(2) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS
BY DEUTSCHE BANK FOR AND ON BEHALF OF
ADD TREASURE HOLDINGS LIMITED
FOR ALL THE ISSUED SHARES IN
FAR EAST GLOBAL GROUP LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED BY OR AGREED TO
BE ACQUIRED OR SUBSCRIBED BY
CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED,
ADD TREASURE HOLDINGS LIMITED
AND PERSONS ACTING IN CONCERT WITH ANY OF THEM)
AND FOR THE CANCELLATION OF OUTSTANDING SHARE OPTIONS OF
FAR EAST GLOBAL GROUP LIMITED**

AND

**(3) DISCLOSEABLE TRANSACTION FOR CHINA STATE CONSTRUCTION
INTERNATIONAL HOLDINGS LIMITED IN RESPECT OF (1) AND (2)**

AND

**(4) RESUMPTION OF TRADING OF THE SHARES OF
FAR EAST GLOBAL GROUP LIMITED**

**FINANCIAL ADVISER TO
ADD TREASURE HOLDINGS LIMITED**



Deutsche Bank AG, Hong Kong Branch

**INDEPENDENT FINANCIAL ADVISER TO
FAR EAST GLOBAL GROUP LIMITED**



Huntington Asia Limited

SUBSCRIPTION AGREEMENT

On 2 February 2012, Add Treasure Holdings Limited (the “**Subscriber**”), a wholly-owned subsidiary of CSCIHL, entered into the Subscription Agreement with the Company, pursuant to which the Company has conditionally agreed to allot and issue to the Subscriber, and the Subscriber has conditionally agreed to subscribe from the Company, 1,038,550,000 new Shares (i.e. the Subscription Shares), for a total consideration of HK\$643,901,000 (i.e. the Subscription Amount which is equivalent to HK\$0.62 per Subscription Share).

As at the date of this announcement, CSCIHL, either directly or indirectly via its wholly-owned subsidiary, is interested in an aggregate of 103,920,000 Shares (or approximately 9.3% of the existing issued share capital of the Company). Upon Completion, CSCIHL’s direct or indirect shareholding will increase to 1,142,470,000 Shares, representing 51.0% (assuming all outstanding Share Options are exercised) and approximately 53.1% (assuming all outstanding Share Options are not exercised) of the enlarged issued share capital of the Company.

POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS

As a result of Completion, the Subscriber will be required to make the Offers (comprising the Share Offer and the Option Offer) pursuant to Rule 26.1 and Rule 13.1 of the Takeovers Code. The Share Offer is for all the issued Shares not already owned or agreed to be acquired or subscribed by CSCIHL, the Subscriber and persons acting in concert with any of them, and the Option Offer is for the cancellation of all the outstanding Share Options.

Deutsche Bank has been appointed as the financial adviser to the Subscriber in respect of the Offers. Subject to Completion, Deutsche Bank will make the Offers for and on behalf of the Subscriber in compliance with the Takeovers Code on terms as follows:

Share Offer

For each ShareHK\$1.18 in cash

Option Offer

For cancellation of each Share Option of
outstanding 23,600,000 Share Options
with exercise price at HK\$0.52HK\$0.66 in cash

For cancellation of each Share Option of
outstanding 63,741,000 Share Options
with exercise price at HK\$0.65HK\$0.53 in cash

The minimum offer price of the Share Offer as required under Rule 26 of the Takeovers Code is HK\$0.62 per Share, being the per-Share price paid by the Subscriber under the Subscription (i.e. the highest price paid by CSCIHL, the Subscriber or any person acting in concert with any of them for Shares during the offer period and within 6 months prior to its commencement). CSCIHL considers that the proposed offer price of the Offers could provide shareholders and/or investors of the Company a good and fair opportunity to exit if they so wish, at a level commensurate with the price paid by investors at the initial public offering of the Company. The offer prices in cash of the Option Offer are the respective “see-through” prices, determined by deducting the relevant exercise price of a Share Option from the offer price per Share under the Share Offer.

Deutsche Bank is satisfied that sufficient financial resources are available to the Subscriber to satisfy the Subscription and full acceptances of the Offers. The principal terms of the Offers are summarised in the section headed “**POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS**” of this announcement.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios for the Subscription and the Offers in aggregate are more than 5% but less than 25%, the Subscription and the Offers together constitute a discloseable transaction for CSCIHL and are subject to the reporting and announcement requirements but exempt from independent shareholders' approval requirement under the Listing Rules.

INDEPENDENT FINANCIAL ADVISER AND INDEPENDENT BOARD COMMITTEE OF THE COMPANY

An independent board committee of the Company has been established to advise the Independent Company Shareholders in respect of the Offers. Huntington Asia Limited has been appointed as the independent financial adviser to advise the independent board committee of the Company regarding the Offers.

RESUMPTION OF TRADING OF SHARES

Trading in the Shares on the Main Board of the Hong Kong Stock Exchange was suspended with effect from 9:36 a.m. on 15 November 2011 at the request of the Company. An application has been made by the Company to the Hong Kong Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 3 February 2012.

WARNING

The Offers will only be made if Completion takes place. Completion is subject to, as applicable, satisfaction and/or waiver of the conditions, including subjective conditions, contained in the Subscription Agreement. Accordingly, the Offers may or may not be made or implemented. The issue of this announcement does not in any way imply that the Offers will be made. The CSCIHL Shareholders, the Company Shareholders, the Option Holders and potential investors of CSCIHL and the Company should exercise extreme caution when dealing in the relevant securities of CSCIHL and the Company.

THE SUBSCRIPTION AGREEMENT

Date

2 February 2012

Parties

Issuer : the Company

Subscriber : the Subscriber, a wholly-owned subsidiary of CSCIHL

Save for the 103,920,000 Shares in which CSCIHL is interested, the Company is a third party independent of CSCIHL and connected persons of CSCIHL.

Save for the 103,920,000 Shares in which CSCIHL is interested, each of CSCIHL and the Subscriber is a third party independent of the Company and connected persons of the Company.

Subscription Shares

Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue to the Subscriber, and the Subscriber has conditionally agreed to subscribe from the Company, 1,038,550,000 new Shares, for a total consideration of HK\$643,901,000.

As at the date of this announcement, CSCIHL, either directly or indirectly via its wholly-owned subsidiary, is interested in an aggregate of 103,920,000 Shares (or approximately 9.3% of the existing issued share capital of the Company). Upon Completion, CSCIHL's direct or indirect shareholding will increase to 1,142,470,000 Shares (or 51.0% of the enlarged issued share capital of the Company after Completion assuming all outstanding Share Options are exercised).

As at the date of this announcement, the Company has an authorised share capital of HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each, of which 1,112,877,500 Shares have been issued and are fully paid.

Consideration

The Subscription Amount of HK\$643,901,000 (which is equivalent to HK\$0.62 per Subscription Share) was determined with reference to the prevailing market price of the Shares after taking into consideration the financial position of the Company, and was negotiated on an arm's length basis between the Company and the Subscriber. The Subscriber intends to finance the Subscription from internal resources of the CSCIHL Group.

Specific approval of the Company Shareholders will be sought for the allotment and issue of the Subscription Shares. The Company did not have any fund raising exercises in the past 12 months immediately preceding the date of this announcement.

Conditions precedent

Completion is conditional upon the satisfaction of the following conditions on or before the Long Stop Date (or waived by the parties to the Subscription Agreement as provided below):

- (a) *Specific Mandate*: the Independent Company Shareholders approving the proposed allotment and issue of the Subscription Shares as contemplated under the Subscription Agreement at the EGM;
- (b) *Listing Approval*: the Hong Kong Stock Exchange granting or agreeing to grant a listing of and permission to deal in the Subscription Shares and such grant not having been withdrawn;
- (c) *Listing Status*: the Shares remaining listed and traded on the Hong Kong Stock Exchange as at Completion, and no indication being received by the Company on or before Completion from the SFC and/or the Hong Kong Stock Exchange to the effect that the listing of the Shares on the Hong Kong Stock Exchange is or is likely to be withdrawn;
- (d) *Governmental Approvals*: approvals (including in-principle approvals) by all necessary government and/ or regulatory body (including merger control clearance, if applicable) for the purpose of entering, implementing and completing the transactions contemplated under the Subscription Agreement having been obtained;
- (e) *Third-party Consents*: all necessary consents and authorisations from any other third party (including banks) for the purpose of entering, implementing and completing the transactions contemplated under the Subscription Agreement having been obtained and remaining in full force and effect;
- (f) *Due Diligence*: due diligence on the financial, legal and business affairs of the Group by the Subscriber having been completed to the Subscriber's satisfaction;
- (g) *No Material Litigation*: there being no claim, litigation, arbitration, prosecution or other legal proceedings or investigation or enquiry being initiated or in progress against any member of the Group or any of their respective directors and officers nor is there any claim or any facts or circumstances of a material

nature which would give rise to a claim against any member of the Group or any of their respective directors and officers, which in any such case would have or have had a material adverse effect on the transactions contemplated under the Subscription Agreement;

- (h) *No Accounting Qualification*: the Company confirming to the Subscriber in writing that there is not any facts or circumstances of a material nature which would give rise to a qualification in the auditors' opinion to be given on the financial statements of the Company for the financial year ended 31 December 2011, or if such financial statements or financial reports have been so published, there contains no such qualification; and
- (i) *No Breach of Warranties and Undertakings by the Company*: the Company's warranties being true and accurate and not misleading as at the date of the Subscription Agreement and on the date of Completion, and the Company confirming and the Subscriber being satisfied that (i) the Company's undertakings having been complied with and (ii) there being no facts or circumstances existing which may render the Company's undertakings incapable of performance.

The Company has undertaken to procure that conditions (c) to (i) above are satisfied by or before noon on the Long Stop Date, and to use its reasonable endeavours to facilitate the satisfaction of conditions (a) and (b) above by or before the Long Stop Date. The Subscriber may in its absolute discretion in writing waive conditions (c) to (i) above on or before noon on the Long Stop Date.

An application will be made by the Company to the Hong Kong Stock Exchange for the listing of, and for permission to deal in, the Subscription Shares.

Other terms

The Subscription Shares will rank *pari passu* in all respects with the Shares in issue at the date of issue of the Subscription Shares and will entitle the holders thereof to receive all future dividends and distributions which are declared, made or paid after the date of the Subscription Agreement.

The Company has undertaken to the Subscriber, among other things, that until closing of the Offers, it will continue to carry on its business in the ordinary and usual course. Further, the Company will convene a board meeting for the passing of board resolution(s) that it will not declare any dividends until closing of the Offers. If such board resolution is not so obtained prior to Completion, the Subscriber may invoke condition (i) of the conditions precedent above and the Subscription may not take place.

Mr. Huang Brad will be designated as a non-executive director of the Company from the date of Completion.

Completion

As at the date of this announcement, CSCIHL, either directly or indirectly via its wholly-owned subsidiary, is interested in an aggregate of 103,920,000 Shares (or approximately 9.3% of the existing issued share capital of the Company).

Completion shall take place on the 5th business day after the fulfillment or waiver of all the conditions above. At Completion, the Company shall issue all Subscription Shares. Upon Completion, CSCIHL's direct or indirect shareholding will increase to 1,142,470,000 Shares, representing 51.0% (assuming all outstanding Share Options are exercised) and approximately 53.1% (assuming all outstanding Share Options are not exercised) of the enlarged issued share capital of the Company.

POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS

As a result of Completion, the Subscriber will be required to make the Offers (comprising the Share Offer and the Option Offer) pursuant to Rule 26.1 and Rule 13.1 of the Takeovers Code. The Share Offer is for all the issued Shares not already owned or agreed to be acquired or subscribed by CSCIHL, the Subscriber and persons acting in concert with any of them, and the Option Offer is for the cancellation of all the outstanding Share Options.

WARNING

The Offers will only be made if Completion takes place. Completion is subject to, as applicable, satisfaction and/or waiver of the conditions, including subjective conditions, contained in the Subscription Agreement. Accordingly, the Offers may or may not be made or implemented. The issue of this announcement does not in any way imply that the Offers will be made. The CSCIHL Shareholders, the Company Shareholders, the Option Holders and potential investors of CSCIHL and the Company should exercise extreme caution when dealing in the relevant securities of CSCIHL and the Company.

Further announcement will be issued by CSCIHL and/or the Company as and when appropriate if the Offers are made or if Completion does not take place and accordingly no Offers will be made.

The Offers

Deutsche Bank has been appointed as the financial adviser to the Subscriber in respect of the Offers. Subject to Completion, Deutsche Bank will make the Offers for and on behalf of the Subscriber in compliance with the Takeovers Code on the terms as follows:

Share Offer

For each ShareHK\$1.18 in cash

Option Offer

For cancellation of each Share Option of
outstanding 23,600,000 Share Options
with exercise price at HK\$0.52HK\$0.66 in cash

For cancellation of each Share Option of
outstanding 63,741,000 Share Options
with exercise price at HK\$0.65HK\$0.53 in cash

The minimum offer price of the Share Offer as required under Rule 26 of the Takeovers Code is HK\$0.62 per Share, being the per-Share price paid by the Subscriber under the Subscription (i.e. the highest price paid by CSCIHL, the Subscriber or any person acting in concert with any of them for Shares during the offer period and within 6 months prior to its commencement). CSCIHL considers that the proposed offer price of the Offers could provide shareholders and/or investors of the Company a good and fair opportunity to exit if they so wish, at a level commensurate with the price paid by investors at the initial public offering of the Company.

Comparisons of value

Share Offer

The offer price of HK\$1.18 per Share under the Share Offer represents:

- (a) a premium of approximately 100.0% over the closing price of HK\$0.59 per Share, as quoted on the Hong Kong Stock Exchange on the Last Trading Day;
- (b) a premium of approximately 100.0% over the average closing price of approximately HK\$0.59 per Share, based on the daily closing prices as quoted on the Hong Kong Stock Exchange for the last 5 trading days immediately prior to and including the Last Trading Day;

- (c) a premium of approximately 110.7% over the average closing price of approximately HK\$0.56 per Share, based on the daily closing prices as quoted on the Hong Kong Stock Exchange for the last 10 trading days immediately prior to and including the Last Trading Day;
- (d) a premium of approximately 122.6% over the average closing price of approximately HK\$0.53 per Share, based on the daily closing prices as quoted on the Hong Kong Stock Exchange for the last 30 trading days immediately prior to and including the Last Trading Day; and
- (e) a premium of approximately 131.4% over the Group's unaudited consolidated net assets of approximately HK\$0.51 per Share calculated based on the Group's unaudited consolidated net assets of approximately HK\$565,278,625 as at 30 June 2011 and 1,112,877,500 Shares in issue as at the date of this announcement.

Option Offer

The offer prices in cash of the Option Offer are the respective “see-through” prices, determined by deducting the relevant exercise price of a Share Option from the offer price per Share under the Share Offer.

Highest and lowest Share prices

The highest and lowest closing prices of the Shares as quoted on the Hong Kong Stock Exchange during the six-month period preceding the Last Trading Day were HK\$0.99 on 20 May 2011 and HK\$0.48 on 20 October 2011 respectively.

Total consideration

The Company confirms that no new share options will be granted under the Share Option Scheme until closing of the Offers (or sooner, upon the termination of the Subscription Agreement). Upon Completion, there will be (a) 2,151,427,500 Shares in issue (including the Subscription Shares); (b) 23,600,000 Share Options with an exercise price of HK\$0.52 per Share (assuming no options have been exercised from the date of this announcement up to the date of Completion); and (c) 63,741,000 Share Options with exercise price of HK\$0.65 per Share (assuming no options have been exercised from the date of this announcement up to the date of Completion). Other than the above, the Company has no other options, warrants, convertible bond or other securities that carry a right to subscribe for or which are convertible into Shares.

Assuming all outstanding Share Options are exercised prior to the closing date of the Offers and excluding CSCIHL's direct or indirect shareholding of 1,142,470,000 Shares upon Completion, there will be 1,096,298,500 Shares which will be subject to the Offers. On this basis, the maximum consideration the Subscriber is required to pay under the Offers is approximately HK\$1,293,632,230 if the Share Offer is accepted in full.

Financial resources

The Subscriber intends to finance the Offers from internal resources of the CSCIHL Group. Deutsche Bank is satisfied that sufficient financial resources are available to the Subscriber to satisfy the Subscription and full acceptances of the Offers.

Effects of accepting the Offers

Acceptance of the Share Offer by any of the Shareholders will be deemed to constitute a warranty by such person that all the Shares to be sold by such person under the Share Offer will be free from Encumbrances. Similarly, acceptance of the Option Offer by any Option Holder will be deemed to constitute a warranty by such person that the Share Options cancelled, as the case may be, by them under the Option Offer will be free from Encumbrances.

Under the terms of the Option Offer, the Share Options held by the accepting Option Holders, together with all rights attaching thereto, will be entirely cancelled and renounced.

Hong Kong stamp duty

In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptances of the Share Offer will be payable by relevant Company Shareholders at a rate of 0.1% of (a) the market value of the Shares; or (b) consideration payable by the Subscriber in respect of the relevant acceptances of the Share Offer, whichever is higher, and the amount of such duty will be deducted from the cash amount payable by the Subscriber on behalf of the relevant Shareholder accepting the Share Offer. The Subscriber will arrange for payment of the seller's ad valorem stamp duty on behalf of relevant Company Shareholders accepting the Share Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Share Offer and the transfer of the Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptances of the Option Offer.

Availability of the Offers

The Subscriber intends to make available the Offers to all the Company Shareholders and all Option Holders, including those who are resident outside Hong Kong, to the extent practicable. The availability of the Offers to persons not resident in Hong Kong may be affected by the laws of the relevant jurisdictions. Persons who are not resident in Hong Kong should inform themselves about and observe any applicable requirements in their own jurisdictions.

The Subscriber reserves the right, subject to the consent of the Executive and to legal requirements, to make special arrangements regarding the terms of the Offers in relation to the Company Shareholders and the Option Holders whose receipt of the Offers or the composite document is subject to the laws of an overseas jurisdiction. In addition, the Subscriber also reserves the right, subject to the consent of the Executive, to notify any matter, including the making of the Offers, to the Company Shareholders and the Option Holders having a registered overseas address by announcement or by advertisement in a newspaper which may or may not be circulated in the jurisdiction of which such persons are resident.

In the event that the receipt of the composite document by overseas Company Shareholders or Option Holders is prohibited by any relevant law or may only be effected after compliance with conditions or requirements that the directors of the Subscriber regard as unduly onerous or burdensome or otherwise not in the best interests of the Subscriber or the Subscriber's shareholders as a whole, the composite document will not to be despatched to such overseas Company Shareholders or Option Holders. The Subscriber will apply for any waivers as may be required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code at such time to permit the document not to be despatched to such overseas Company Shareholders or Option Holders. The Executive would not normally waive such requirements unless it is satisfied that it would be unduly burdensome to despatch the composite document to such overseas Company Shareholders or Option Holders.

Agreements or arrangements

Save as disclosed herein, as at the date of this announcement:

- (a) there are no outstanding derivatives in respect of securities in the Company entered into by CSCIHL, the Subscriber or any person acting in concert with any of them;

- (b) there are no arrangements (whether by way of option, indemnity or otherwise) in relation to the shares of CSCIHL or the Subscriber or Shares which might be material to the Offers;
- (c) there are no agreements or arrangements to which CSCIHL or the Subscriber is a party which relate to circumstances in which they may or may not invoke or seek to invoke a pre-condition or a condition to the Offers; and
- (d) there are no relevant securities (as defined in note 4 to Rule 22 of the Takeovers Code) in the Company which CSCIHL, the Subscriber or any person acting in concert with any of them has borrowed or lent.

The Subscriber confirms that (a) neither CSCIHL, the Subscriber nor any party acting in concert with any of them has received any irrevocable commitment to accept the Offers; (b) neither CSCIHL, the Subscriber nor any party acting in concert with any of them holds any convertible securities, warrants or options of the Company; (c) save for the 103,920,000 Shares (or approximately 9.3% of the existing issued share capital of the Company) in which CSCIHL, either directly or indirectly via its wholly-owned subsidiary, is interested, there is no other holding of voting rights and rights over Shares owned or controlled or directed by CSCIHL, the Subscriber and/or any party acting in concert with any of them; and (d) save and except as disclosed in this announcement (i.e. the sections headed “The Subscription Agreement” and “Shareholding Structure of the Company”), CSCIHL, the Subscriber and persons acting in concert with any of them have not dealt in any Shares during the six months prior to and up to the date of this announcement.

INFORMATION ON THE CSCIHL GROUP

CSCIHL is principally engaged in building construction, civil engineering works, infrastructure investment and project consultancy business.

The Subscriber is an investment holding company.

INFORMATION ON THE GROUP

The Group is one of the world’s leading architectural envelope solutions providers of one-stop solutions that incorporates system design and engineering, procurement, fabrication, assembly, logistics, installation, post-completion maintenance and project management services. The major products of the Group are curtain wall systems made primarily of fabricated aluminum cladding, stainless steel and glass.

As at 30 June 2011, the unaudited net asset value of the Group was approximately HK\$565,278,625.

For the financial years ended 31 December 2009 and 31 December 2010, the audited consolidated net profits (both before and after taxation and extraordinary items) of the Group were approximately as follows:

Audited net profits before taxation and extraordinary items (HK\$)		Audited net profits after taxation and extraordinary items (HK\$)	
<i>For the financial year ended 31 December</i>		<i>For the financial year ended 31 December</i>	
<i>2009</i>	<i>2010</i>	<i>2009</i>	<i>2010</i>
98,415,946	137,486,506	74,659,220	115,409,566

UPDATED INFORMATION ABOUT THE COMPANY

The Company Board would also like to take this opportunity to update the Company Shareholders on its latest affairs and development.

The Company announced in May 2011 the acquisition of a 55% interest in Red Holdings and stated its intention to treat the Red Holdings group of companies as subsidiaries of the Company upon completion. In the Company's interim results for the 6 months ended 30 June 2011, Red Holdings was accounted for as a jointly controlled entity as the view then taken was that the Company had not secured board control. The Company has since amended the constitutional documents of Red Holdings to rectify this. The Company is currently preparing its financial statements for the year ended 31 December 2011 and the Red Holdings group of companies shall be consolidated and accounted for as subsidiaries of the Company.

Set out below are unaudited management accounts data reflecting financial information of Red Holdings for the 7 months period ended on 30 November 2011 or as at 30 November 2011 (as the case may be), which is the period of time from the Company's announcement of acquisition of a 55% interest in Red Holdings to the latest available management accounts of Red Holdings.

For the 7 months ended 30 November 2011:

Total Revenue:	US\$25,745,000
Gross profit:	US\$4,320,000
Operating profit:	US\$333,000
Profit before taxation and extraordinary items:	(US\$143,000)

As at 30 November 2011:

Current assets:	US\$17,917,000
Total assets:	US\$25,300,000
Current liabilities:	US\$4,931,000
Total liabilities:	US\$12,859,000

SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the latest public filings made pursuant to Part XV of the Securities and Futures Ordinance and available as at the date of this announcement, the shareholding structure of the Company as at the date of this announcement and after Completion but before the Offers are made (assuming all the Share Options are exercised in full) is and will be as follows:

	Shareholding structure			
	As at the date of this announcement		After Completion but before the Offers are made (assuming all Share Options are exercised in full)	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
CSCIHL, the Subscriber and persons acting in concert with any of them ^(Note 1)	103,920,000	9.3	1,142,470,000	51.0
Shares held directly or indirectly by management of the Company ^(Note 2)	413,149,500	37.1	426,149,500	19.0
Public	<u>595,808,000</u>	<u>53.5</u>	<u>670,149,000</u>	<u>29.9</u>
	<u>1,112,877,500</u>	<u>100.0</u>	<u>2,238,768,500</u>	<u>100.0</u>

Note 1:

Mr. Zhou Yong, a director of CSCIHL and therefore a person deemed to be acting in concert with CSCIHL, sold 3,500,000 Shares on 20 September 2011 at HK\$0.52 per Share. As at the date of this announcement, Mr. Zhou Yong has no shareholding in the Company.

Note 2:

Comprising shareholding in the Company held by connected persons of the Company, including (i) directors of the Company; (ii) Showmost Group Limited (management and controlling shareholder of the Company); and (iii) Full Mission Limited (owned as to 50% by Mr. Huang Brad and as to 50% by an ex-director of the Company)

Set out below are details of the Share Options as at the date of this announcement:

Number of Outstanding Share Options	Date of Grant	Exercise Price (HK\$)
63,741,000 <i>(Note 3)</i>	29 June 2010	0.65
23,600,000 <i>(Note 3)</i>	4 October 2011	0.52

Note 3:

Some of the Share Options are not yet exercisable as of the date of this announcement. However, pursuant to the terms of the Share Option Scheme all Share Options which are outstanding on the date on which the Offers become or are declared unconditional will thereupon become exercisable at any time within 14 days after such date. All the Share Options will lapse upon closing of the Offers pursuant to paragraph 7 of the Share Option Scheme.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The CSCIHL Board believes that the Subscription and the Offers will provide a controlling position in an internationally advanced curtain wall manufacturing and installation company that will complement CSCIHL's already leading technical and project management capabilities thus enabling a synergetic effect.

The transaction will provide CSCIHL with related diverse business development opportunities and further geographical diversification, including potential opportunities for cross-selling strong relationships with international contractors, architects and developers, and obtaining synergies through complementing upstream and downstream chain advantages.

Furthermore the Company will provide an international platform which allows CSCIHL to seek investment opportunities throughout the international markets.

The CSCIHL Board (including the independent non-executive directors of CSCIHL) considers that the Subscription and the Offers, taken as a whole, are on an arm's length basis and on normal commercial terms and are fair and reasonable and are in the interest of CSCIHL and the CSCIHL Shareholders taken as a whole.

The Company Board considers that the Subscription is beneficial to the Company and its shareholders as a whole to raise capital for future business development of the Group.

The Company Board (including the independent non-executive directors of the Company) considers that the Subscription is on an arm's length basis and on normal commercial terms and is fair and reasonable and is in the interest of the Company and the Company Shareholders taken as a whole.

The estimated gross proceeds and net proceeds of the Subscription are HK\$643,901,000 and HK\$643,901,000 respectively (as no expenses will be deducted from the gross proceeds of the Subscription, the gross proceeds will be the same as the net proceeds of the Subscription). On that basis, the net price per Subscription Share is approximately HK\$0.62. The directors of the Company intend that the proceeds will be for working capital for future projects and capital expenditures for business expansions.

Mr. Hung Cheung Shew is an executive director of CSCIHL and a non-executive director of the Company. Mr. Hung does not have any personal interest in the Shares or the Share Options, and is not required to abstain from voting at either the CSCIHL Board or the Company Board. Nevertheless, Mr. Hung has so abstained at both board meetings in respect of the Subscription and the Offers to avoid any potential conflicts of interest given his directorships at both of the CSCIHL Board and the Company Board.

INTENTIONS OF CSCIHL IN RELATION TO THE COMPANY

If the Offers are completed, CSCIHL intends that the Company will become its indirect non-wholly owned subsidiary. Subject to due compliance with the Listing Rules, this may or may not include the injection of assets or businesses into the Group by CSCIHL or the acquisition or disposal of assets by the Company. CSCIHL will keep its shareholders informed by further announcement if it decides on anything that requires disclosure pursuant to the Takeovers Code or the Listing Rules.

MAINTAINING THE LISTING STATUS OF THE COMPANY

CSCIHL has no intention to privatize the Company and intends the Company to remain listed on the Main Board of the Hong Kong Stock Exchange after closing of the Offers.

If, at the close of the Offers, less than 25% of the Shares are held by the public or if the Hong Kong Stock Exchange believes that:

- a false market exists or may exist in the trading of the Shares, or
- there are insufficient Shares in public hands to maintain an orderly market,

then the Hong Kong Stock Exchange may exercise its discretion to suspend dealings in the Shares. In this connection, the Company will take appropriate steps to ensure that sufficient public float will be maintained in compliance with the Listing Rules.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios for the Subscription and the Offers in aggregate are more than 5% but less than 25%, the Subscription and the Offers together constitute a discloseable transaction for CSCIHL and are subject to the reporting and announcement requirements but exempt from independent shareholders' approval requirement under the Listing Rules.

INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT BOARD COMMITTEE OF THE COMPANY

An independent board committee of the Company has been established to advise the Independent Company Shareholders in respect of the Offers. The independent board committee is comprised of all independent non-executive directors of the Company. Mr. Hung Cheung Shew, who is a non-executive director of the Company and an executive director of CSCIHL (Mr. Hung holds 581,584 shares in CSCIHL), is not included in the independent board committee of the Company. Huntington Asia Limited has been appointed as the independent financial adviser to advise the independent board committee of the Company regarding the Offers. In accordance with Rule 2.1 of the Takeovers Code, the independent board committee of the Company has approved the appointment of Huntington Asia Limited as the independent financial adviser in respect of the Offers.

Huntington Asia Limited is licensed by the SFC in both Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as stipulated in the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong).

GENERAL

EGM

The EGM will be convened to consider and approve the Subscription. CSCIHL and its associates will be required to abstain from voting at the EGM.

Despatch of circular

A circular containing, amongst other things, particulars of the Subscription and a notice of the EGM is expected to be despatched to the Company Shareholders on or before 13 February 2012.

Despatch of composite document

Pursuant to Rule 8.2 of the Takeovers Code, the composite document should be despatched within 21 days of the date of this announcement. It is the intention of the respective boards of the Subscriber and the Company, if practicable, to despatch a composite document which will contain, amongst other things, advice from the independent board committee and advice from an independent financial adviser in respect of the Offers. However, as there is a pre-condition, i.e. Completion, to the making of the Offers, an application will be made to the Executive pursuant to Note 2 to Rule 8.2 of the Takeovers Code for an extension of time to despatch the composite document within 7 days of fulfillment of such pre-condition. An expected timetable in relation to the Offers will be included in the composite document.

Disclosure of dealings in the securities of the Company

The respective associates (as defined under the Takeovers Code and including a person who owns or controls 5% of any class of relevant securities) of CSCIHL, the Subscriber and the Company are hereby reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligations or principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING OF SHARES

Trading in the Shares on the Main Board of the Hong Kong Stock Exchange was suspended with effect from 9:36 a.m. on 15 November 2011 at the request of the Company. An application has been made by the Company to the Hong Kong Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 3 February 2012.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“acting in concert”	the meaning ascribed to it under the Takeovers Code
“associates”	the meaning ascribed to it under the Listing Rules
“Company”	Far East Global Group Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Hong Kong Stock Exchange (Stock code: 830)
“Company Board”	the board of directors of the Company
“Company Shareholders”	the holder(s) of the Shares
“Completion”	completion of the Subscription
“connected person(s)”	the meaning ascribed to it under the Listing Rules
“controlling shareholder”	the meaning ascribed to it under the Listing Rules

“CSCIHL”	China State Construction International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Hong Kong Stock Exchange (Stock code: 3311), and held as to 61.86% by China Overseas Holdings Limited (among which 2.68% is held by its subsidiary, namely Silver Lot Development Limited). China Overseas Holdings Limited is wholly-owned by China State Construction Engineering Corporation Limited which in turn is held more than 50% by China State Construction Engineering Corporation
“CSCIHL Board”	the board of directors of CSCIHL
“CSCIHL Group”	CSCIHL and its subsidiaries
“CSCIHL Shareholder(s)”	the holder(s) of shares in CSCIHL
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch
“EGM”	the extraordinary general meeting of the Company Shareholders to be convened by the Company to consider and approve the Subscription
“Encumbrances”	all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to the securities as at the date of this announcement and all rights subsequently attaching to them, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date of the composite document for the Offers
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Company Shareholders”	the holders of the Shares other than CSCIHL and its associates
“Last Trading Day”	14 November 2011, the last trading day immediately prior to the suspension of trading in the Shares
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Long Stop Date”	2 February 2013 (or such other date as may be agreed between the Subscriber and the Company)
“Offers”	collectively, the Share Offer and the Option Offer
“Option Holder(s)”	holder(s) of the Share Options
“Option Offer”	the possible mandatory unconditional cash offer for the cancellation of all the outstanding Share Options to be made by Deutsche Bank for and on behalf of the Subscriber
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Taiwan and the Macau Special Administrative Region of the PRC
“Red Holdings”	Red Holdings Group Inc., a company incorporated in the state of Florida of the United States of America
“SFC”	the Securities and Futures Commission of Hong Kong
“Share Offer”	the possible mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired or subscribed by CSCIHL, the Subscriber and persons acting in concert with any of them) to be made by Deutsche Bank for and on behalf of the Subscriber
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 10 March 2011

“Share Option(s)”	the outstanding share option(s) granted under the Share Option Scheme, each of which entitling the relevant Option Holder to subscribe for a new Share
“Shares”	ordinary shares with par value of HK\$0.01 each in the share capital of the Company
“Subscriber”	Add Treasure Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of CSCIHL
“Subscription”	the subscription of the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 2 February 2012 and entered into between the Company and the Subscriber in relation to the subscription of the Subscription Shares by the Subscriber
“Subscription Amount”	HK\$643,901,000, which is the aggregate subscription price for all the Subscription Shares
“Subscription Shares”	1,038,550,000 Shares to be subscribed by the Subscriber at Completion and each a “Subscription Share”
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“US\$”	US Dollar(s), the lawful currency of the United States of America
“%”	per cent.

Note: Certain figures included in this announcement have been subject to rounding adjustments. Any discrepancies between the total shown and the sum of the amounts listed are due to rounding.

By order of the board of directors of
**China State Construction International
Holdings Limited**
Kong Qingping
Chairman and Non-executive Director

By order of the board of directors of
Far East Global Group Limited
Huang Brad
Chairman

Hong Kong, 2 February 2012

As at the date of this announcement, the CSCIHL Board is comprised of:

Non-executive Directors:

Mr. Kong Qingping (Chairman) and Mr. Li Jian

Executive Directors:

Mr. Zhou Yong (Vice-Chairman and Chief Executive Officer), Mr. Zhang Yifeng, Mr. Cheong Chit Sun, Mr. Zhou Hancheng, Mr. Tian Shuchen and Mr. Hung Cheung Shew

Independent Non-executive Directors:

Dr. Raymond Ho Chung Tai, Mr. Adrian David Li Man Kiu, Dr. Raymond Leung Hai Ming and Mr. Lee Shing See

As at the date of this announcement, the board of directors of the Subscriber is comprised of:

Mr. Zhou Yong and Mr. Cheong Chit Sun

As at the date of this announcement, the Company Board is comprised of:

Executive Directors:

Mr. Huang Brad (Chairman) and Mr. Ko Chuk Kin, Herbert (Chief Executive Officer)

Non-executive Director:

Mr. Hung Cheung Shew

Independent Non-executive Directors:

Mr. Zhou Jinsong, Mr. Yen Homer Shih Hung and Mr. Hong Winn

The directors of CSCIHL and the Subscriber jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than those in respect of CSCIHL Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.