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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)

JOINT ANNOUNCEMENT

**CLOSE OF 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**

**FINANCIAL ADVISER TO
ADD TREASURE HOLDINGS LIMITED**



Deutsche Bank AG, Hong Kong Branch

CLOSE OF THE OFFERS

CSCIHL, the Offeror and the Company announce that the Offers closed on Friday, 23 March 2012.

As at 4:00 p.m. on Friday, 23 March 2012, being the latest time and date for acceptance of the Offers as set out in the Composite Document, the Offeror had received valid acceptances in respect of (a) a total of 499,433,279 Shares under the Share Offer (representing approximately 23.2% of the total issued share capital of the Company as at the date of this announcement); and (b) (i) 23,600,000 Share Options with exercise price at HK\$0.52 (representing 100.0% of the Share Options outstanding as at the date of the despatch of the Composite Document on 2 March 2012) and (ii) 44,651,000 Share Options with exercise price at HK\$0.65 (representing 72.8% of the Share Options outstanding as at the date of the despatch of the Composite Document on 2 March 2012) under the Option Offer. Share Options in respect of 68,251,000 Shares were cancelled as a result of valid acceptances under the Option Offer. The Offers have not been revised or extended.

PUBLIC FLOAT OF THE SHARES

Upon the close of the Offers, 151,026,221 Shares, representing approximately 7.0% of the issued share capital of the Company are held by the public (i.e., persons who are independent of the directors, chief executive or substantial shareholders of the Company, its subsidiaries or any of their respective associates, and other than Shares held by Full Mission Limited). Accordingly, the Company cannot fulfil the minimum public float requirement under Rule 8.08 of the Listing Rules. An application to the Stock Exchange for a waiver from strict compliance with Rule 8.08 of the Listing Rules has been made by the Company. The Company will take appropriate steps to restore the minimum public float as required under Rule 8.08 of the Listing Rules. Pursuant to Note 1 of Rule 8.08(1) of the Listing Rules, trading in the Shares will be suspended from 9:00 a.m. on Monday, 26 March 2012 since the percentage of public float falls below 15% following the close of the Offers. Announcements will be made by the Company regarding the restoration of public float and resumption of trading in the Shares as soon as possible.

Reference is made to the announcements dated 2 February 2012, 9 February 2012, 28 February 2012 and 2 March 2012 (collectively the “**Announcements**”) and the composite document dated 2 March 2012 (the “**Composite Document**”) jointly

issued by China State Construction International Holdings Limited, Far East Global Group Limited and Add Treasure Holdings Limited in relation to the Offers. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

CLOSE OF THE OFFERS

CSCIHL, the Offeror and the Company announce that the Offers closed on Friday, 23 March 2012.

As at 4:00 p.m. on Friday, 23 March 2012, being the latest time and date for acceptance of the Offers as set out in the Composite Document, the Offeror had received valid acceptances in respect of (a) a total of 499,433,279 Shares under the Share Offer (representing approximately 23.2% of the total issued share capital of the Company as at the date of this announcement); and (b) (i) 23,600,000 Share Options with exercise price at HK\$0.52 (representing 100.0% of the Share Options outstanding as at the date of the despatch of the Composite Document on 2 March 2012) and (ii) 44,651,000 Share Options with exercise price at HK\$0.65 (representing 72.8% of the Share Options outstanding as at the date of the despatch of the Composite Document on 2 March 2012). Share Options in respect of 68,251,000 Shares were cancelled as a result of valid acceptances under the Option Offer.

All the outstanding Share Options have lapsed upon closing of the Offers pursuant to the Share Option Scheme. The Offers have not been revised or extended.

Immediately before the commencement of the offer period (the “**Offer Period**”) of the Offers on 2 February 2012, CSCIHL, the Offeror and persons acting in concert with any of them held in aggregate 103,920,000 Shares. During the Offer Period, CSCIHL, the Offeror and persons acting in concert with any of them acquired 1,038,550,000 Shares through the Subscription Agreement.

The Composite Document was despatched to the Company Shareholders and the Option Holders on 2 March 2012.

As valid acceptances in respect of 499,433,279 Shares were received under the Share Offer, CSCIHL, the Offeror and persons acting in concert with any of them are interested in an aggregate of 1,641,903,279 Shares immediately following the close of the Offers, representing approximately 76.2% of the issued share capital of the Company as at the date of this announcement.

Save as aforesaid, none of CSCIHL, the Offeror and persons acting in concert with any of them, held, controlled or directed any Shares and none of CSCIHL, the Offeror

and persons acting in concert with any of them acquired or agreed to acquire any Shares and rights over Shares or securities of the Company during the Offer Period. CSCIHL, the Offeror and persons acting in concert with any of them had not borrowed or lent any relevant securities of the Company during the Offer Period.

The following table sets out the shareholding structure of the Company (i) immediately prior to the commencement of the Offer Period on 2 February 2012; and (ii) immediately upon the close of the Offers:

	Immediately prior to the commencement of the Offer Period on 2 February 2012 ^(Note 1)		Immediately upon the close of the Offers ^(Note 1)	
	Approximate Shares	Approximate %	Approximate Shares	Approximate %
CSCIHL, the Offeror and persons acting in concert with any of them	103,920,000	9.3	1,641,903,279	76.2
Shares held directly or indirectly by management of the Company	413,149,500 <i>(Note 2)</i>	37.1	362,615,500 <i>(Note 3)</i>	16.8
Public	<u>595,808,000</u>	<u>53.5</u>	<u>151,026,221</u>	<u>7.0</u>
	<u>1,112,877,500</u>	<u>100.0</u>	<u>2,155,545,000</u>	<u>100.0</u>

Note 1:

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.

Note 2:

Comprising shareholding in the Company held by connected persons of the Company, including (i) the 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 as of 2 February 2012. The shareholding of Full Mission Limited was subsequently changed to 100% owned by Mr. Huang Brad as of 2 March 2012, being the date of the despatch of the Composite Document) in trust for certain employees of the Group.

Note 3:

Comprising shareholding in the Company held by (i) the directors of the Company; (ii) Showmost Group Limited (management and controlling shareholder of the Company); and (iii) Full Mission Limited (Mr. Huang Brad does not have any more shareholdings in Full Mission Limited as at the date of this announcement) in trust for certain employees of the Group..

Remittances in respect of the consideration payable for the Shares and the Share Options under the Offers will be posted by ordinary post to the Company Shareholders and the Option Holders accepting the Offers at their own risk as soon as possible, but in any event within 10 days of the date of receipt by Tricor Investor Services Limited (in respect of the Share Offer), being the branch share registrar of the Company and the receiving agent for receiving and processing the acceptances of the Offers, or the Company Secretary of the Company (in respect of the Option Offer) of all relevant documents necessary to render the acceptance under the Offers complete and valid.

PUBLIC FLOAT OF THE SHARES

Upon the close of the Offers, 151,026,221 Shares, representing approximately 7.0% of the issued share capital of the Company are held by the public (i.e., persons who are independent of the directors, chief executive or substantial shareholders of the Company, its subsidiaries or any of their respective associates, and other than Shares held by Full Mission Limited). Accordingly, the Company cannot fulfil the minimum public float requirement under Rule 8.08 of the Listing Rules. An application to the Stock Exchange for a waiver from strict compliance with Rule 8.08 of the Listing Rules has been made by the Company. The Company will take appropriate steps to restore the minimum public float as required under Rule 8.08 of the Listing Rules. Pursuant to Note 1 of Rule 8.08(1) of the Listing Rules, trading in the Shares will be suspended from 9:00 a.m. on Monday, 26 March 2012 since the percentage of public float falls below 15% following the close of the Offers. Announcements will be made by the Company regarding the restoration of public float and resumption of trading in the Shares as soon as possible.

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
Zhou Yong
Chairman and Non-executive Director

Hong Kong, 23 March 2012

As at the date of this announcement, the CSCIHL Board comprises Mr. Kong Qingping as Chairman and Non-executive Director; Mr. Zhou Yong (Vice-chairman and Chief Executive Officer), Mr. Zhang Yifeng, Mr. Zhou Hancheng, Mr. Tian Shuchen and Mr. Hung Cheung Shew as Executive Directors; Dr. Cheong Chit Sun and Mr. Li Jian as Non-executive Directors; and Dr. Raymond Ho Chung Tai, Mr. Adrian David Li Man Kiu, Dr. Raymond Leung Hai Ming and Mr. Lee Shing See as Independent Non-executive Directors.

As at the date of this announcement, the board of directors of the Offeror comprises Mr. Zhou Yong and Dr. Cheong Chit Sun.

As at the date of this announcement, the Company Board comprises Mr. Zhou Yong as Chairman and Non-executive Director; Dr. Cheong Chit Sun (Vice-chairman and Chief Executive Officer), Mr. Ko Chuk Kin, Herbert and Mr. Chan Sim Wang as Executive Directors; Mr. Hunag Brad and Mr. Hung Cheung Shew as Non-executive Directors; and Mr. Zhou Jinsong, Mr. Yen Homer Shih Hung and Mr. Hong Winn as Independent Non-executive Directors.

The directors of CSCIHL and the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than those in respect of the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of the Company) 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 (other than those expressed by the directors of the Offeror and CSCIHL) 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.