

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



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 OF ADJOURNED EXTRAORDINARY GENERAL MEETING

Reference is made to the circular of China State Construction International Holdings Limited (the “**Company**”) dated 24 March 2020 (the “**Circular**”), the notice of the extraordinary general meeting of the Company dated 24 March 2020 (the “**Notice**”), and the announcements of the Company dated 8 April 2020 and 15 April 2020 (collectively, the “**Announcements**”). Unless otherwise defined herein, capitalised terms used in this notice shall have the same meanings as those defined in the Circular, the Notice and the Announcements.

NOTICE IS HEREBY GIVEN that the adjourned extraordinary general meeting of the Company (the “**Adjourned EGM**”) will be held at Meeting Room S221, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 27 May 2020 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (A) (i) the Supplemental Agreement (as defined in the Circular) (a copy of which is tabled at the Adjourned EGM and marked “A” and initialled by the chairman of the Adjourned EGM for identification purpose) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;
- (ii) the Proposed Revised Annual Caps (as defined in the Circular) for the respective financial years ending on 31 December 2020 and 31 December 2021 be and are hereby approved; and

(B) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Supplemental Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of common seal thereon.”

By Order of the Board
China State Construction International Holdings Limited
Yan Jianguo
Chairman and Non-executive Director

Hong Kong, 18 May 2020

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

- (1) A form of proxy for use at the Adjourned EGM (the “**New Proxy Form**”) is enclosed herewith.
- (2) Any Shareholder entitled to attend and vote at the Adjourned EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a Shareholder.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (4) In order to be valid, the New Proxy Form, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as practicable and in any event not later than 48 hours before the time appointed for holding the Adjourned EGM or any adjourned meeting thereof.

- (5) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Adjourned EGM, whether in person or by proxy, the joint registered holders present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
- (6) The form of proxy (the “**Old Proxy Form**”) dispatched with the Circular for use at the extraordinary general meeting of the Company held on 15 April 2020 (the “**EGM**”) will remain valid for the Adjourned EGM if the Shareholders do not intend to change his/her vote. However, should the Shareholders wish to change his/her vote or the Shareholders have not lodged any Old Proxy Form for the EGM, such Shareholders are requested to complete and deposit the New Proxy Form at the Company’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the above paragraph (4).
- (7) Shareholders should note that the Old Proxy Form lodged by the Shareholders, if completed correctly, shall continue to be valid for the purpose of the Adjourned EGM but the Old Proxy Form of a Shareholder will be superseded and become invalid in the event that the same Shareholder has deposited the New Proxy Form at the Company’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, in accordance with the above paragraph (4), or that it is revoked in writing by the same Shareholder. Accordingly, Shareholders who do not wish to supersede or revoke the Old Proxy Form previously deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, do not need to deposit the New Proxy Form or take any action.
- (8) Completion and return of the Old Proxy Form and/or the New Proxy Form will not preclude members from attending and voting in person at the Adjourned EGM or at any adjourned meeting thereof should they so wish, and in such event, all forms of proxy shall be deemed to be revoked.
- (9) The timetable for the book closure period will remain the same as set out in the Circular and the Notice. Any Shareholders whose names appeared on the register of members of the Company on 15 April 2020 shall be entitled to attend and vote at the Adjourned EGM.

As at the date of this announcement, the Board comprises Mr. Yan Jianguo as Chairman and Non-executive Director; Mr. Zhang Haipeng (Chief Executive Officer), Mr. Tian Shuchen, Mr. Zhou Hancheng and Mr. Hung Cheung Shew as Executive Directors; and Mr. Adrian David Li Man Kiu, Dr. Raymond Leung Hai Ming and Mr. Lee Shing See as Independent Non-executive Directors.



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)

SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE ADJOURNED EXTRAORDINARY GENERAL MEETING

Taking into account of (a) the continuing risks posed by the coronavirus disease 2019 (COVID-19) epidemic; and (b) the Prevention and Control of Disease (Prohibition on Group Gathering) (Amendment) (No. 2) Regulation 2020 (the “Regulation”), the Company will implement the following special arrangements at the Adjourned EGM against the epidemic to protect the Shareholders from the risk of infection and to comply with the Regulation:

- I. **Limiting attendance in person at the Adjourned EGM venue:** The Company will limit attendance in person at the meeting venue to 80 Shareholders who will be accommodated in separate rooms (or partitioned areas) with each such room (or partitioned area) accommodating no more than 50 persons.
- II. **Live streaming:** Shareholders not attending the Adjourned EGM in person may view a live streaming webcast of the Adjourned EGM by following the instructions as stated in the letter sent to Shareholders on 18 May 2020. Shareholders should note that viewing the live streaming webcast of the Adjourned EGM will not be counted towards a quorum nor will they be able to cast their votes online.
- III. **Questions prior to the Adjourned EGM:** Shareholders will be able to raise questions relevant to the proposed resolution via designated URL as stated in the letter sent to Shareholders on 18 May 2020 during the period from 9:00 a.m. on Tuesday, 19 May 2020 to 5:00 p.m. on Thursday, 21 May 2020. Shareholders viewing the live streaming webcast of the Adjourned EGM will not be able to submit questions online. The Company may not be able to respond to all the questions, but will endeavour, where appropriate, to respond to such questions at the Adjourned EGM.

IV. Prior online registration:

- Shareholders who wish to attend the Adjourned EGM in person are requested to register their interest and provide the required details by visiting the designated URL as stated in the letter sent to Shareholders on 18 May 2020 during the period from 9:00 a.m. on Tuesday, 19 May 2020 to 5:00 p.m. on Thursday, 21 May 2020. Details of the registration procedures are stated in the letter sent to Registered Shareholders on 18 May 2020.
- If more than 80 registrations are received from Shareholders, balloting of the applications will be conducted.
- Only Shareholders who have been allocated the right of admission to the Adjourned EGM venue in person will be notified individually by email on or before 2:00 p.m. on 22 May 2020. No notification will be sent to those Shareholders who are not successful in the balloting.

Shareholders are reminded that physical attendance at the Adjourned EGM is not necessary for the purpose of exercising their Shareholders' rights. Therefore, the Company strongly encourages Shareholders NOT to attend the Adjourned EGM in person, and advises Shareholders to (1) appoint the Chairman of the Adjourned EGM as proxy to vote according to their indicated voting instructions; and (2) view the live streaming webcast of the Adjourned EGM. Shareholders who have already submitted the Old Proxy Form appointing a person other than the Chairman of the EGM are recommended to appoint the Chairman of the Adjourned EGM as their proxy, to ensure their votes can be cast.

Shareholders (including Shareholders who are allocated the rights of admission to the Adjourned EGM venue in person through the balloting process) are further reminded that the deadline to submit completed New Proxy Forms is Monday, 25 May 2020 at 3:00 p.m..

The Company will implement the following precautionary measures at the Adjourned EGM:

- i. compulsory body temperature checks (any person with fever, respiratory symptoms or a body temperature of over 37.0 degree Celsius will not be permitted access to the meeting venue);
- ii. request of wearing of surgical face masks throughout the Adjourned EGM and not wearing surgical face masks will not be permitted access to the meeting venue;
- iii. hand sanitizer will be provided;
- iv. no distribution of gifts or cake coupons and no refreshments or drinks will be served; and
- v. other safety measures as appropriate.

If Shareholders have any questions relating to the Adjourned EGM, please contact the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited with details as follows:

Tricor Standard Limited
Level 54, Hopewell Centre
No 183 Queen's Road East
Hong Kong
Telephone: +852 2975 0928
Email: emeeting@hk.tricorglobal.com