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中國海外發展有限公司
CHINA OVERSEAS LAND & INVESTMENT LTD.

(Incorporated in Hong Kong with limited liability)
(Stock Code : 688)



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)

JOINT ANNOUNCEMENT

DISCLOSEABLE AND CONNECTED TRANSACTION FOR CHINA OVERSEAS LAND & INVESTMENT LTD.

AND

DISCLOSEABLE AND CONNECTED TRANSACTION FOR CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

SUBSCRIPTION OF SHARES BY CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

IN A COMPANY HOLDING THE

PROPERTY DEVELOPMENT IN CHONGQING AND ZHUHAI

The COLI Directors and the CSCIH Directors are pleased to announce that after the trading hours on 7 November 2007, COLI, CSCIH and the JV Co entered into the Shareholders' Agreement whereby CSCIH will pay HK\$7.8 to subscribe for 1 Share in the JV Co so that upon Completion, COLI and CSCIH will own the JV Co in the proportion of 90% and 10%. COLI has extended a Shareholder's Loan (standing at approximately RMB 413.33 million (equivalent to approximately HK\$427.3 million) as at the date of this Announcement) to the JV Co. In order to align the contribution of COLI and CSCIH to the Shareholders' Loan of JV Co to the proportion of 90% and 10% respectively, CSCIH will extend a Shareholders Loan to JV Co on Completion so that JV Co may repay 10% of the Shareholders Loan due from COLI on Completion. Future Shareholders Loan, if any, will be extended by COLI and CSCIH in the proportion of 90% and 10%. JV Co is a wholly owned subsidiary established by COLI for developing the Chongqing Property and the Zhuhai Property.

COHL is interested as to approximately 51.72% of the issued share capital of COLI and as to approximately 62.14% of the issued share capital of CSCIH. Accordingly, transactions between COLI (and/or its subsidiaries) and CSCIH (and/or its subsidiaries) constitute connected transactions for each of COLI and CSCIH.

As the applicable percentage ratios computed pursuant to rule 14.04(9) of the Listing Rules for COLI and CSCIH in respect of the entering into the Shareholders' Agreement exceeds 5% but is less than 25%, the entering into the Shareholders' Agreement constitutes a discloseable and connected transaction and is subject to the reporting, announcement and independent shareholders' approval requirements for each of COLI and CSCIH.

An independent financial adviser will be appointed by COLI to advise the independent board committee of COLI and the COLI Independent Shareholders in relation to the terms of the Shareholders' Agreement and the transaction contemplated thereunder. The votes of the COLI Independent Shareholders to be taken at the COLI EGM to approve the Shareholders' Agreement and the transaction contemplated thereunder will be taken by poll where COHL and its associates will abstain from voting.

A circular containing, amongst others, details of the Shareholders' Agreement, together with the advice from the independent board committee of COLI, the advice from an independent financial adviser to the independent board committee of COLI and the COLI Independent Shareholders, and the notice of COLI EGM to approve the Shareholders' Agreement and the transaction contemplated thereunder will be sent to the COLI Shareholders as soon as practicable.

A separate independent financial adviser will also be appointed by CSCIH to advise the independent board committee of CSCIH and the CSCIH Independent Shareholders in relation to the terms of the Shareholders' Agreement and the transaction contemplated thereunder. The votes of the CSCIH Independent Shareholders to be taken at the CSCIH EGM to approve the Shareholders' Agreement and the transaction contemplated thereunder will be taken by poll where COHL and its associates will abstain from voting.

A circular containing, amongst others, details of the Shareholders' Agreement, together with the advice from the independent board committee of CSCIH, the advice from an independent financial adviser to the independent board committee of CSCIH and the CSCIH Independent Shareholders, and the notice of CSCIH EGM to approve the Shareholders' Agreement and the transaction contemplated thereunder will be sent to the CSCIH Shareholders as soon as practicable.

THE SHAREHOLDERS' AGREEMENT

Date:

7 November 2007

Parties:

- (a) COLI;
- (b) CSCIH; and
- (c) the JV Co

Purpose of the JV Co:

The JV Co is formed for the purpose of investment holding with investment in the Chongqing Property and the Zhuhai Property.

Conditions precedent:

Completion of the Shareholders' Agreement is conditional upon, among others, the following conditions being satisfied (or waived by COLI or CSCIH (excluding conditions 1 and 2 as stated below)):

1. The COLI Independent Shareholders approving the Shareholders' Agreement and the transactions contemplated therein as may be required by the Listing Rules;
2. The CSCIH Independent Shareholders approving the Shareholders' Agreement and the transactions contemplated therein as may be required by the Listing Rules; and
3. All the warranties as stated in the Shareholders' Agreement remain true and correct at the Completion.

Consideration:

CSCIH will pay HK\$7.8 to subscribe for 1 Share so that upon Completion, COLI and CSCIH will own the JV Co in the proportion of 90% and 10%. COLI has extended a Shareholder's Loan (standing at approximately RMB 413.33 million (equivalent to approximately HK\$427.3 million) as at the date of this Announcement) to the JV Co. In order to align the contribution of COLI and CSCIH to the Shareholders' Loan of JV Co to the proportion of 90% and 10% respectively, CSCIH will extend a Shareholders' Loan to JV Co on Completion such that JV Co can repay 10% of the Shareholders' Loan advanced by COLI. Future Shareholders Loan, if any, will be extended by COLI and CSCIH in the proportion of 90% and 10%.

COLI and CSCIH expect that the estimated total investment in the Zhuhai Property and the Chongqing Property that is attributable to the JV Co is approximately RMB2,912 million (for Zhuhai Property) and approximately RMB1,593 million (for the Chongqing Property). Accordingly, the total capital commitment for the JV Co will be in the amount of approximately RMB4,505 million (equal to approximately HK\$4,657 million). No definite plan has been fixed for the funding of the outstanding capital commitment for the JV Co but both COLI and CSCIH expect that it would be funded by internal resources and bank borrowings of JV Co. Further announcement will be made as required by the Listing Rules relating to the further funding of the JV Co.

Terms and conditions:

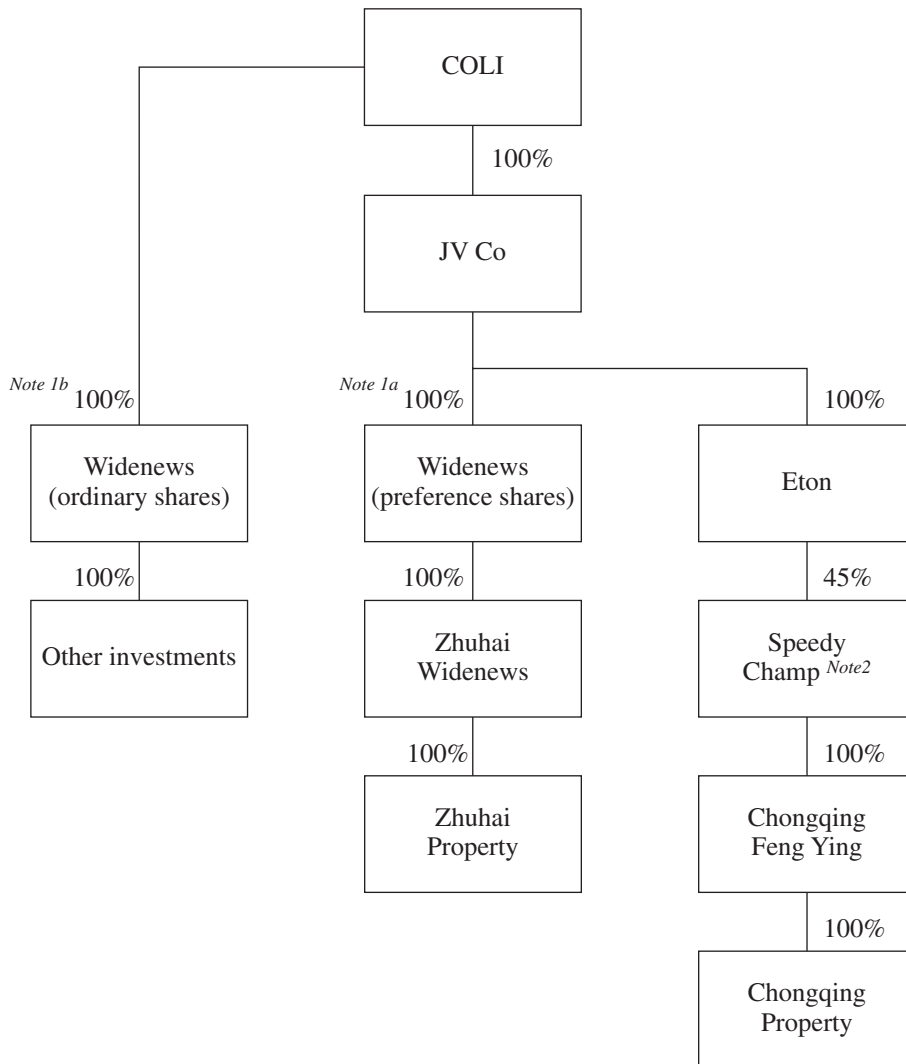
Certain salient terms and conditions of the Shareholders' Agreement are as follows:

1. COLI and CSCIH hold 90% and 10% shareholding in the JV Co respectively.
2. The JV Co shall raise capital and obtain financing to meet its financial requirements by such means and amounts as the JV Co Board determines from time to time.
3. COLI and CSCIH shall be responsible severally to contribute the JV Co's financing requirements in the proportion of 90% and 10%.
4. If the Shareholders are required to extent guarantees or to provide securities in respect of the JV Co's borrowing from banks, financial institutions or other third parties, the liability of COLI and CSCIH under such guarantees or other securities shall be several and in the proportion of 90% and 10%.
5. The JV Co Board shall consist of not less than 2 directors and all of them (including the chairman of JV Co) will be appointed by COLI.

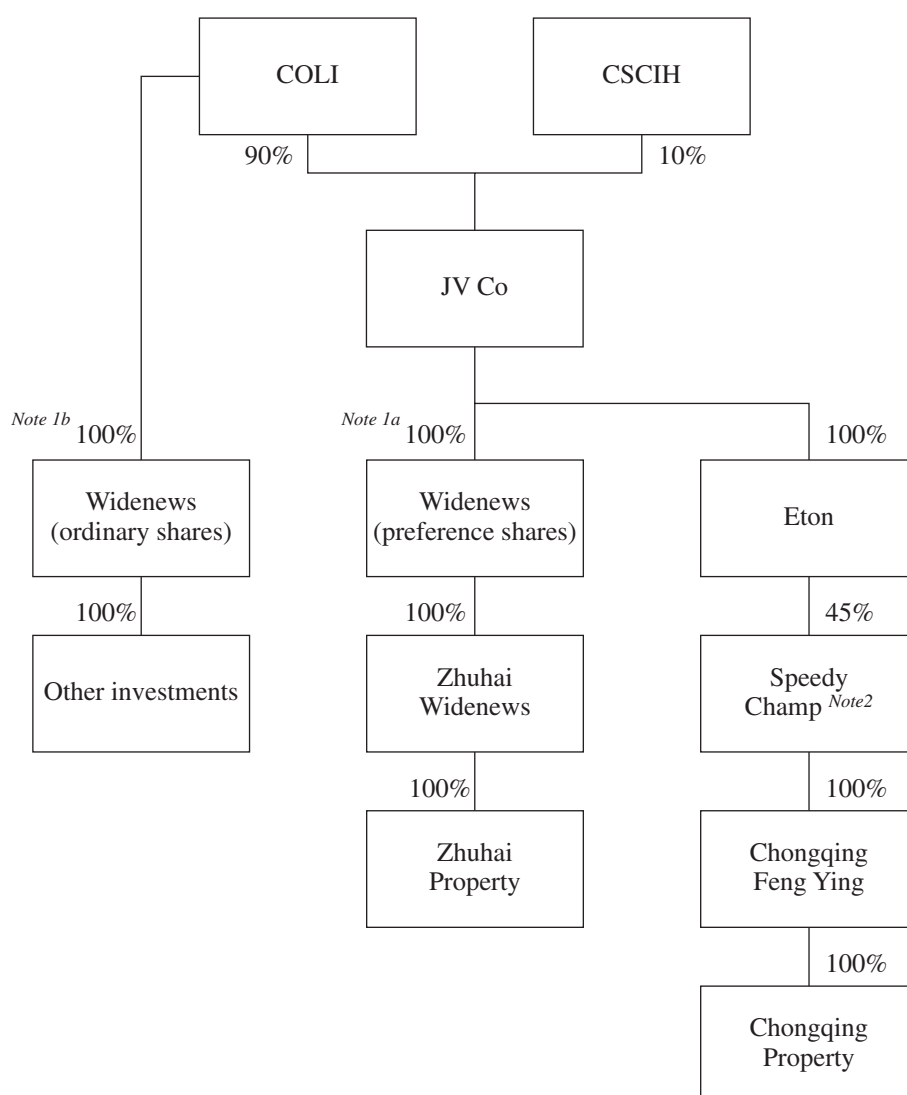
6. The quorum for a general meeting of the JV Co shall be constituted by two Shareholders representing COLI and CSCIH respectively.
7. The Shareholders shall not dispose of the Shares respectively held by them without the consent of the other.

INFORMATION ABOUT THE JV CO

At the date of the Announcement, the corporate structure of the JV Co is shown as follows:-



Immediately after the Completion, the corporate structure of the JV Co is shown as follows:-



Note 1(a): The JV Co holds all the preference share in Widenews. All interest in Zhuhai Widenews is attributed to the holder of the preference share.

Note 1(b): COLI also holds indirectly the ordinary shares in Widenews. All other investment interests held by Widenews (excluding Zhuhai Widenews) are attributed to the holder of the ordinary shares.

Note 2: Harbour Centre Development Limited, a company incorporated in Hong Kong, the shares of which are listed on the Main Board of the Stock Exchange, owns 55% shareholding in Speedy Champ.

The JV Co was incorporated on 15 August 2007 as a wholly owned subsidiary of COLI. It has not commenced any business and no financial statements has been prepared. As at the date of this announcement, total investment of COLI in JV Co is RMB 413.33 million (equal to approximately HK\$427.30 million). Upon Completion, the JV Co will be owned by COLI and CSCIH in the proportion of 90% to 10%. It will remain to be and will be consolidated in the books of COLI as its subsidiary and will be recorded as an investment for CSCIH on cost basis.

Information about Eton:

As at the date hereof, Eton is directly wholly owned by the JV Co with an issued share capital of HK\$2.00 divided into 2 shares of HK\$1.00 each. It is an investment holding company directly holding 45% shareholding in Speedy Champ, which in turn directly owns the entire equity interests in Chongqing Feng Ying, which directly owns the entire interest in the Chongqing Property.

According to the management accounts of Eton prepared in accordance with the general acceptable accounting standards in Hong Kong, as at 29 October 2007, the unaudited net liabilities of Eton was HK\$91,910.

For the year ended 31 December 2006, the unaudited net loss before and after taxation and extraordinary items were HK\$5,550 and HK\$5,550 respectively.

For the year ended 31 December 2005, the audited net loss before and after taxation and extraordinary items were HK\$5,800 and HK\$5,800 respectively.

Information about Widenews:

Widenews is an investment holding company holding various investment interests including the entire equity interest in Zhuhai Widenews. As at the date hereof, Widenews is a wholly owned subsidiary of COLI which COLI indirectly holds all the ordinary shares in Widenews through its wholly owned subsidiary and one preference share in Widenews through the JV Co. The JV Co only holds one preference share in Widenews which the entire interest in Zhuhai Widenews has been attributed to the holder of the preference share and the remaining assets and undertakings held by Widenews will be attributed to the holder of the ordinary shares.

According to the management accounts of Widenews prepared according to general acceptable accounting standards in Hong Kong, as at 29 October 2007, the unaudited net asset value of Widenews attributable to its interest in the Zhuhai Property was approximately HK\$120,000.

Since the Zhuhai Property was only acquired by Zhuhai Widenews in 2007, there was no profit or loss attributed to JV Co or Widenews from the Zhuhai Property for the two financial years ended 31 December 2005 and 2006 respectively.

Information about Chongqing Property:

By way of public bidding on 24 September 2007, Chongqing Feng Ying acquired the land use rights of the Chongqing Property from Chongqing Municipal Bureau of Land Resources and Housing Management at a total land premium of RMB2,540 million (equal to approximately HK\$2,626 million). The land premium is payable in stages with the final balance of the land premium payable on 20 December 2008. Details of the Chongqing Property are set out as follows:

Location of the site: a piece of land in the central business district of Chongqing, the PRC located at Jiangbei City (江北城) of Jiangbei District (江北區) B02-1, B03-1, B03-2, B04-1, B04-3, B05-1, B05-3號

Area of the site: approximately 1,002,400 square feet

Total gross floor area can be built: approximately 4,588,000 square feet

Purpose: Development for residential properties for sale

Term of land use right: 40 years for commercial use and 50 years for residential use commencing from the date of signing a formal contract

Land premium payment terms:

Date of payment	Amount paid/payable (RMB)
19 September 2007	310.01 million (being deposit for the bidding) (paid on schedule time)
22 October 2007	155.03 million (paid on schedule time)
20 November 2007	310.00 million
20 March 2008	465.00 million
20 June 2008	310.00 million
20 September 2008	494.98 million

20 December 2008	494.98 million
Total	2,540 million (equal to approximately HK\$2,626 million)

The estimated total investment for the development of Chongqing Property (including land premium) is approximately RMB3,540 million (equal to approximately HK\$3,660 million).

Information about Zhuhai Property:

By way of public auction held on 28 September 2007, Zhuhai Widenews acquired the land use rights of the Zhuhai Property from The Bureau of Land Resources Zhuhai at a total land premium of approximately RMB677.80 million (equal to approximately HK\$700.71 million). The land premium is payable in stages with the final balance of the land premium payable on ninety days after signing of the land use rights contract relating to the Zhuhai Property on 30 September 2007. Details of the Zhuhai Property are set out as follows:

Location of the site: East of Yan He Road, South of San Tai Shi Road, Qian Shan, Zhuhai, the Land Registration Code:No. Zhu Guo Tu Chu 2007-2 (珠海市前山三台石路南沿河路東側珠國土儲 2007-02號)

Area of the plot: approximately 927,430 square feet divided into three land lots
 S1 = approximately 256,520 square feet, S2 = approximately 464,660 square feet, S3 = approximately 206,250 square feet

Total gross floor area can be built: approximately 4,169,000 square feet

Approved purposes: office, hotel, service apartment, commercial for S1;
 office, commercial, transportation associate facilities for S2; and residential for S3.

Term of land use right: 50 years for office, 50 years for hotel, 70 years for service apartment, 40 years for commercial, 70 years for residential, all commencing 30 days from the date when all the final balance of land premium payable under the land use rights contract has been paid.

Land premium payment terms:

Date of payment	Amount paid/payable (RMB) (approximately)
30 September 2007 (date of signing the land use rights contract)	67.78 million (paid on schedule)
Thirty days after the date of signing the land use rights contract	135.56 million (paid on schedule)
Sixty days after the date of signing the land use rights contract	203.34 million
Ninety days after the date of signing the land use rights contract	271.12 million
Total	677.80 million, (equal to approximately HK\$700.71 million)

The estimated total investment for the development of Zhuhai Property (including land premium) is approximately RMB2,912 million (equal to approximately HK\$3,010 million).

REASONS AND BENEFITS FOR THE TRANSACTIONS

It is the policy of COLI to include different cooperation models such as joint venture, cooperation with funds or merger and acquisition as supplement to organise growth. COLI has entered into joint ventures with other property developers before. Also, COLI can make use of CSCIH's expertise in property construction to achieve synergy in the Chongqing Property and the Zhuhai Property development.

The COLI Directors (other than the Independent Non-executive Directors whose views will be set out in the circular to be despatched to the COLI Shareholders together with the advice of the independent financial adviser to be appointed) believe that terms of the Shareholders' Agreement are on normal commercial terms and are fair and reasonable and it is in the interests of COLI and the COLI Shareholders as a whole to enter into the Shareholders' Agreement.

The CSCIH Directors consider that the PRC property market provides a good investment opportunity for CSCIH taking into account of the current cash position of CSCIH and the general property market environment in the PRC.

The CSCIH Directors further consider that involvement in the Chongqing Property and the Zhuhai Property development can further explore business opportunities for CSCIH since construction works are required in the Chongqing Property and the Zhuhai Property development.

The CSCIH Directors (other than the Independent Non-executive Directors whose views will be set out in the circular to be despatched to the CSCIH Shareholders together with the advice of the independent financial adviser to be appointed) believe that the terms of the Shareholders' Agreement are on normal commercial terms and are fair and reasonable and it is in the interests of CSCIH and the CSCIH Shareholders as a whole to enter into the Shareholders' Agreement.

GENERAL

COLI principally engaged in property development and investment project management, infrastructure project investments, investment holding, real estate agency and management and treasury operations. CSCIH is principally engaged in building construction and civil engineering.

COHL is interested as to approximately 51.72% of the issued share capital of COLI and as to approximately 62.14% of the issued share capital of CSCIH. Accordingly, transactions between COLI (and/or its subsidiaries) and CSCIH (and/or its subsidiaries) constitute connected transactions for each of COLI and CSCIH.

The Shareholder's Agreement was entered into by COLI, CSCIH and JV Co after trading hours on 7 November 2007. Prior to the signing of the Shareholders' Agreement, there were no transactions between COLI, CSCIH or their respective associates which the COLI Directors or the CSCIH Directors believe would require aggregation under Rule 14A.22 or 14A.25 of the Listing Rules. As the applicable percentage ratios computed pursuant to rule 14.04(9) of the Listing Rules for COLI and CSCIH in respect of the entering into the Shareholders' Agreement exceeds 5% but is less than 25%, the entering into the Shareholders' Agreement constitutes a discloseable and connected transaction and is subject to the reporting, announcement and independent shareholders' approval requirements for each of COLI and CSCIH.

An independent financial adviser will be appointed by COLI to advise the independent board committee of COLI and the COLI Independent Shareholders in relation to the terms of the Shareholders' Agreement and the transaction contemplated thereunder. The votes of the COLI Independent Shareholders to be taken at the COLI EGM to approve the Shareholders' Agreement and the transaction contemplated thereunder will be taken by poll where COHL and its associates will abstain from voting.

A circular containing, amongst others, details of the Shareholders' Agreement, together with the advice from the independent board committee of COLI, the advice from an independent financial adviser to the independent board committee of COLI and the COLI Independent Shareholders, and the notice of COLI EGM to approve the Shareholders' Agreement and the transaction contemplated thereunder will be sent to the COLI Shareholders as soon as practicable.

A separate independent financial adviser will also be appointed by CSCIH to advise the independent board committee of CSCIH and the CSCIH Independent Shareholders in relation to the terms of the Shareholders' Agreement and the transaction contemplated thereunder. The votes of the CSCIH Independent Shareholders to be taken at the CSCIH EGM to approve the Shareholders' Agreement and the transaction contemplated thereunder will be taken by poll where COHL and its associates will abstain from voting.

A circular containing, amongst others, details of the Shareholders' Agreement, together with the advice from the independent board committee of CSCIH, the advice from an independent financial adviser to the independent board committee of CSCIH and the CSCIH Independent Shareholders, and the notice of CSCIH EGM to approve the Shareholders' Agreement and the transaction contemplated thereunder will be sent to the CSCIH Shareholders as soon as practicable.

DEFINITIONS

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

“associate”	has the meaning ascribed to it under the Listing Rules
“Chongqing Property”	a piece of land in the central business district of Chongqing, the PRC with a site area of approximately 1,002,400 square feet located at Jiangbei City (江北城) of Jiangbei District (江北區) B02-1, B03-1, B03-2, B04-1, B04-3, B05-1, B05-3號, owned by Chongqing Feng Ying
“Chongqing Feng Ying”	重慶豐盈房地產開發有限公司 (translated as Chongqing Feng Ying Real Estates Development Co. Ltd.), a company established under the laws of the PRC on 11 September 2007, is wholly owned by Speedy Champ and its principal business is property development

“COHL”	China Overseas Holdings Limited, a company incorporated in Hong Kong and is a substantial shareholder of COLI and CSCIH
“COLI”	China Overseas Land & Investment Limited, a company incorporated in Hong Kong, the shares of which are listed on the Main Board of the Stock Exchange
“COLI Directors”	the directors of COLI
“COLI EGM”	the extraordinary general meeting of COLI to be convened to consider and, if thought fit, to approve the Shareholders’ Agreement
“COLI Independent Shareholders”	the shareholders of COLI, other than COHL and its associates
“COLI Shareholders”	the shareholders of COLI
“Completion”	completion of the Shareholders’ Agreement
“CSCIH”	China State Construction International Holdings Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange
“CSCIH Directors”	the directors of CSCIH
“CSCIH EGM”	the extraordinary general meeting of CSCIH to be convened to consider and, if thought fit, to approve the Shareholders’ Agreement
“CSCIH Independent Shareholders”	the shareholders of CSCIH, other than COHL and its associates
“CSCIH Shareholders”	the shareholders of CSCIH
“Eton”	Eton Investments Limited (裕濠投資有限公司), a company incorporated in Hong Kong on 15 September 1992, is wholly owned by COLI and its principal business is investment holding
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“JV Co”	Proud Sea International Limited (驕洋國際有限公司), a company incorporated in the British Virgin Islands, wholly owned by COLI at the date of the Shareholders’ Agreement and will be owned by COLI and CSCIH in the proportion of 90% and 10% respectively at the Completion
“JV Co Board”	the board of directors of JV Co
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The Peoples’ Republic of China
“RMB”	Reminbi, the lawful currency of the PRC
“Share(s)”	shares of the JV Co
“Shareholders”	COLI and CSCIH, the shareholders of JV Co
“Shareholders’ Agreement”	a shareholders’ agreement relating to the JV Co made between COLI, CSCIH and the JV Co on 7 November 2007
“Shareholders’ Loan(s)”	Shareholders loan(s) to be provided by COLI and/or CSCIH to the JV Co from time to time, which as at the date of this announcement is approximately RMB413.33 million (equal to approximately HK\$427.30 million), all attributable to COLI
“Speedy Champ”	Speedy Champ Investments Limited (揚越投資有限公司), a company incorporated in Hong Kong on 1 August 2007 and engaged in property development, is owned as to 45% by Eton and 55% by Harbour Centre Development Limited (Stock code: 51), the shares of which are listed on the Main Board of the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Widenews”	Widenews Company Limited (廣逸有限公司), a company incorporated in Hong Kong on 1 August 1996, is wholly owned by COLI and its principal business is investment holding and property development

“Zhuhai Property”

a piece of land lot located in Zhuhai, East of Yan He Road, south of San Tai Shi Road, Qian Shan, Zhuhai, the Land Registration Code:No. Zhu Guo Tu Chu 2007-2 (珠海市前山三台石路南沿河路東側，宗地編號為珠國土儲 2007-02), owned by Zhuhai Widenews

“Zhuhai Widenews”

廣逸房地產開發(珠海)有限公司，(translated as Guang Yi Real Estate Development (Zhuhai) Limited Company), a company established under the laws of the PRC, on 7 August 2007, is wholly owned by Widenews and its principal business is property development and investment

Note: For reference purpose only, the conversion of Renminbi to Hong Kong dollars is based on the exchange rate of RMB0.9673 to HK\$1.00 in this announcement.

By order of the Board
China Overseas Land & Investment Ltd.
Kong Qingping
Chairman

By order of the Board
China State Construction International Holdings Limited
Zhou Yong
Vice-chairman and Chief Executive Officer

Hong Kong, 9 November 2007

As at the date of this announcement, the Board of Directors of China Overseas Land & Investment Ltd. comprises Mr. Kong Qingping (Chairman), Mr. Hao Jian Min (Vice Chairman and Chief Executive Officer), Mr. Xiao Xiao (Vice Chairman), Mr. Wu Jianbin, Mr. Chen Bin, Mr. Zhu Yijian, Mr. Luo Liang and Mr. Wang Man Kwan, Paul as Executive Directors; and Dr. Li Kwok Po, David, Mr. Lam Kwong Siu and Dr. Wong Ying Ho, Kennedy as Independent Non-executive Directors.

As at the date of this announcement, the Board of Directors of China State Construction International Holdings Limited comprises Mr. Kong Qingping (Chairman and Non-executive Director); Mr. Zhou Yong (Vice-chairman and Chief Executive Officer), Mr. Yip Chung Nam, Mr. Fu He, Mr. Zhou Hancheng and Mr. Cheong Chit Sun as Executive Directors; and Dr. Raymond Ho Chung Tai, Mr. Adrian David Li Man Kiu, Mr. Raymond Leung Hai Ming and Mr. Lee Shing See as Independent Non-executive Directors.