

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in China State Construction International Holdings Limited 中國建築國際集團有限公司, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**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)**

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

A notice of the Annual General Meeting to be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 June 2008 at 4:00 p.m. is set out on pages 14 to 17 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

29 April 2008

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I – Details of the Directors to be Re-elected</b> .....	7
<b>Appendix II – Explanatory Statement for the Repurchase Mandate</b> .....	11
<b>Notice of Annual General Meeting</b> .....	14

## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 June 2008 at 4:00 p.m., or any adjournment thereof
“Articles”	the Articles of Association of the Company as may be amended from time to time
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law of the Cayman Islands for the time being in force
“Company”	China State Construction International Holdings Limited 中國建築國際集團有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general mandate to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of approval of the mandate
“Latest Practicable Date”	23 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general and unconditional mandate to repurchase the fully paid up Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) whether incorporated in Hong Kong or elsewhere and “subsidiaries” shall be construed accordingly
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



中國建築國際集團有限公司

CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3311)

*Non-executive Director:*

Kong Qingping (*Chairman*)

*Executive Directors:*

Zhou Yong (*Vice-chairman and*

*Chief Executive Officer*)

Yip Chung Nam

Fu He

Zhou Hancheng

Cheong Chit Sun

*Independent Non-executive Directors:*

Raymond Ho Chung Tai

Adrian David Li Man Kiu

Raymond Leung Hai Ming

Lee Shing See

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place*

*of business in Hong Kong:*

28th Floor, China Overseas Building

139 Hennessy Road

Wanchai, Hong Kong

29 April 2008

*To the Shareholders*

Dear Sir/Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the granting to the Directors the Repurchase Mandate; (ii) the granting to the Directors the Issue Mandate; (iii) the extension of the Issue Mandate to include shares repurchased pursuant to the Repurchase Mandate; and (iv) the re-election of retiring Directors.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO REPURCHASE SHARES

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

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement which is set out in the Appendix II of this circular.

### GENERAL MANDATES TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue further shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue shares in the capital of the Company in an amount not exceeding the aggregate nominal amount of the shares in the capital of the Company purchased pursuant to the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

Pursuant to the Articles, Mr. Yip Chung Nam, Mr. Fu He and Dr. Raymond Ho Chung Tai will retire and, being eligible, will offer themselves for re-election at the Annual General Meeting. Information on the retiring Directors is set out in Appendix I to this circular.

### ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 14 to 17 of this circular. At the Annual General Meeting, in addition to the ordinary business of the meeting, resolutions will be proposed to approve general mandates for the repurchase and issue by the Company of its own Shares.

## LETTER FROM THE BOARD

Pursuant to Article 66, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (a) by the chairman of the meeting; or
- (b) at least three members present in person or in the case of a member being a corporation, by its duly authorised representative or by proxy for the time being, entitled to vote at the meeting; or
- (c) by a member or members present in person or in the case of a member being a corporation, by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (e) if required by the rules of the designated stock exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent (5%) or more of the total voting rights at such meeting.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Standard Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event no later than 48 hours before the time appointed for holding the Annual General Meeting. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

### RECOMMENDATION

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

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

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

Yours faithfully,

By Order of the Board

**CHINA STATE CONSTRUCTION  
INTERNATIONAL HOLDINGS LIMITED**

**Kong Qingping**

*Chairman and Non-executive Director*

## APPENDIX I      DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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

**Mr. Yip Chung Nam**

*Executive Director*

Aged 58, was appointed as an Executive Director of the Company on 1 June 2005.

Mr. Yip graduated from the University of Hong Kong. He is Fellow of The Hong Kong Institution of Engineers and a member of The Institution of Civil Engineers (UK). Mr. Yip joined the Group in 1987. He acted as an executive director of China Overseas Land & Investment Limited (“COLI”) from 1993 to 2005. He was appointed as a director of certain subsidiaries of the Group since 1996. He has over 34 years’ experience in engineering, construction and project management. Mr. Yip is currently the vice chairman of civil-engineering committee and First Vice-President of the 64th Council of the Hong Kong Construction Association. He is also a committee member of the Pneumoconiosis Compensation Fund Board.

Mr. Yip has had been an executive director of COLI in the last three year. COLI is a company listed on the main board of the Stock Exchange, other than that he does not hold any directorship in listed public company in the last three year.

As at the Latest Practicable Date, Mr. Yip was interested in 482,666 shares in the Company and 3,400,000 shares in COLI. He has share options to subscribe for a total 468,000 shares of the Company and 800,000 shares of COLI. He has 68,952 warrants to subscribe shares of the Company and 283,333 warrants to subscribe shares of COLI.

Mr. Yip has entered into a service agreement with the Company. He is entitled to receive a basic salary of HK\$163,800 per month and entitled to have discretionary bonus determined by the Board or the remuneration committee. Mr. Yip’s emolument is determined by reference to his individual performance and contribution, the overall performance of the Company and the prevailing economic situation and market practice. Mr. Yip’s service agreement does not provide for a specified length of service period and he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Mr. Yip does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company. Mr. Yip has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Yip that need to be brought to the attention of the shareholders of the Company.

**Mr. Fu He**

*Executive Director*

Aged 42, was appointed as an Executive Director of the Company on 1 June 2005. Mr. Fu also is a member of the Nomination Committee of the Company.

Mr. Fu graduated from Zhejiang University and Murdoch University. He is a member of both of the Hong Kong Institution of Engineers and Chartered Institute of Building (UK). Mr. Fu joined China State Construction Engineering Corporation in 1987 and was seconded to the Group in 1993. He was appointed as a director of certain subsidiaries of the Group since 2000. He has over 20 years' management experience in civil engineering.

As at the Latest Practicable Date, Mr. Fu was interested in 330,000 shares in the Company and 200,000 shares in COLI. He has share options to subscribe for a total 474,000 shares of the Company and 800,000 shares of COLI. He has 47,142 warrants to subscribe shares of the Company and 33,333 warrants to subscribe shares of COLI.

Mr. Fu has entered into a service agreement with the Company. He is entitled to receive a basic salary of HK\$80,000 per month and entitled to have discretionary bonus determined by the Board or the remuneration committee. Mr. Fu's emolument is determined by reference to his individual performance and contribution, the overall performance of the Company and the prevailing economic situation and market practice. Mr. Fu's service agreement does not provide for a specified length of service period and he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Shareholders should note that Mr. Fu has informed the Company that he had failed to report his interest in COLI within the specified timeframe under Part XV of the Securities and Futures Ordinance, and was fined HK\$8,000 plus investigation costs of HK\$7,276 to the Securities and Futures Commission ("SFC") in April 2007. Details of the prosecution can be found on the SFC website.

Mr. Fu does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Fu has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Fu that need to be brought to the attention of the shareholders of the Company.

**Dr. Raymond Ho Chung Tai**, SBS, MBE, S.B. St. J., JP  
*Independent Non-executive Director*

Aged 69, was appointed as an Independent Non-executive Director of the Company on 1 June 2005. Dr. Ho is also the Chairman of the Audit Committee Chairman of the Company, and members of the Remuneration Committee and Nomination Committee of the Company.

Dr. Ho holds a doctorate degree in civil engineering from the City University of London, UK, Honorary Doctor of Business Administration from the City University of Hong Kong, Honorary Doctor of Laws from University of Manchester, UK, a Postgraduate Diploma for Advanced Studies in Engineering Soil Mechanics from The Victoria University of Manchester, UK and a bachelor degree in engineering from the University of Hong Kong. Dr. Ho has been responsible for numerous projects of engineering and environmentally related works of considerable magnitude and varied nature, including Shatin New Town and Tseung Kwan O New Town, all the new KCR railways stations from Kowloon Tong to Lo Wu (now called the East Rail) and the associated bridges and roadworks. He has also been involved in major projects of tunnels, bridges, flyovers, roads, dockyards, jetties, hospitals, hotels, incinerators, high-rise commercial/residential buildings, geotechnical work, environmental studies and projects as well as project management. Dr. Ho was formerly president of certain organizations such as Hong Kong Institution of Engineers, council chairman of the City University of Hong Kong, council chairman of the former City Polytechnic of Hong Kong, chairman of Hong Kong Technology Committee of the Industry & Technology Development Council (ITDC) and member of ITDC, member of the first and second Legislative Council (Engineering Functional Constituency) and, the Provisional Legislative Council, chairman of the Transport Advisory Committee, member of Hong Kong Affairs Adviser, member of consultative committee on the New Airport and Related Project and member of the Gas Safety Advisory Committee. Dr. Ho was chairman, director and partner of a number of companies of the Maunsell Consultants Asia Ltd in addition to its international company Guy Maunsell International Ltd during the period from January 1976 to August 1993. Dr. Ho is currently chairman of Guangdong Daya Bay Nuclear Plant and Lingao Nuclear Plant Safety Consultative Committee. He is also a member of the third Legislative Council (Engineering Functional Constituency) and is director of various private companies in Hong Kong.

Dr. Ho had been an independent non-executive director of China Motion Telecom International Limited and Ming Hing Waterworks Holdings Limited (formerly know as Ming Hing Holdings Limited) in the last three years. Currently, Dr. Ho is an independent non-executive director of Deson Development International Holdings Limited and GCL-Poly Energy Holdings Ltd.. The aforesaid companies are all listed on the main board of the Stock Exchange. Other than these companies, Dr. Ho does not hold any directorship in listed public company in the last three year.

## **APPENDIX I      DETAILS OF THE DIRECTORS TO BE RE-ELECTED**

As at the Latest Practicable Date, Dr. Ho has share options to subscribe for a total 208,000 shares of the Company.

Dr. Ho has signed a letter of employment with the Company for a term of 3 years and be subject to retirement by rotation and election in accordance with the Articles. He is entitled to receive a director's fee of HK\$250,000 per annum which was determined with reference to his duties and responsibilities with the Company, and with an additional amount of HK\$110,000 per annum as fee for acting as audit committee chairman.

Dr. Ho does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company. Dr. Ho has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Dr. Ho that need to be brought to the attention of the shareholders of the Company.

## **APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 609,545,266 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 60,954,526 Shares, being 10% of the entire issued share capital of the Company.

### **2. REASONS FOR SHARES REPURCHASE**

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

### **3. FUNDING OF REPURCHASES**

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

## APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

On the basis of the consolidated financial position of the Company as at 31 December 2007 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that purchases of all the Shares the subject of the Repurchase Mandate were to be carried out in full during the Repurchase Mandate period. No purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

### 4. SHARE PRICES

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

	<b>Price Per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2007</b>		
April	7.583 (A)	6.500 (A)
May	10.000 (A)	7.333 (A)
June	11.350 (A)	9.125 (A)
July	13.900 (A)	10.517 (A)
August	13.000	8.800
September	11.400	9.890
October	17.500	9.250
November	16.700	12.000
December	13.540	10.300
<b>2008</b>		
January	15.120	10.980
February	14.240	11.800
March	14.400	10.060
April ( <i>up to the Latest Practicable Date</i> )	13.240	11.620

(A) – Adjustment has been made for the open offer in September 2007

**5. UNDERTAKING**

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

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

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

**6. HONG KONG CODE ON TAKEOVERS AND MERGERS**

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, China Overseas Holdings Limited ("COHL") was beneficially interested in an aggregate of 377,198,612 Shares and 53,885,515 warrants of the Company, representing approximately 61.88% of the issued share capital of the Company. COHL is a direct wholly owned subsidiary of China State Construction & Engineering Corporation Limited ("CSCECL"). CSCECL is held as to 94% by China State Construction Engineering Corporation ("CSCEC"). CSCEC is a state-owned enterprise established in People's Republic of China.

In the event that the Repurchase Mandate is exercised in full, the shareholding of COHL (assume COHL has exercised the 53,885,515 warrants held and the Shares beneficially owned by COHL be remained at 377,198,612 Shares) in the Company would be increased to approximately 71.55% of the then issued share capital of the Company. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

**7. SHARE REPURCHASES MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## NOTICE OF ANNUAL GENERAL MEETING



中國建築國際集團有限公司

CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3311)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China State Construction International Holdings Limited (the “Company”) will be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 June 2008 at 4:00 p.m. for the following purposes:

### **As Ordinary Business**

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2007.
2. To declare a final dividend for the year ended 31 December 2007 of HK18 cents per ordinary share of HK\$0.10 each.
3. (A) To re-elect Mr. Yip Chung Nam as Director;  
(B) To re-elect Mr. Fu He as Director; and  
(C) To re-elect Dr. Raymond Ho Chung Tai as Director.
4. To authorise the Board to fix the remuneration of the Directors.
5. To re-appoint Auditors and to authorise the Board to fix their remuneration.

### **As Special Business**

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:
  - (A) “**THAT:**
    - (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“Shares”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

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

shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution,

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

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

## NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance all applicable laws and regulations and the Articles of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

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

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

## NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon the passing of Resolutions 6(A) and 6(B), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution 6(A) as set out in the notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 6(B) as set out in the notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of such securities of the Company in issue at the date of the passing of this Resolution.”

By Order of the Board  
**CHINA STATE CONSTRUCTION  
INTERNATIONAL HOLDINGS LIMITED**  
**Chiang Yuet Wah Connie**  
*Company Secretary*

Hong Kong, 29 April 2008

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company’s branch registrar in Hong Kong, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- (3) The register of members of the Company will be closed from Friday, 6 June 2008 to Thursday, 12 June 2008, both dates inclusive, during which period no transfer of shares will be registered. All transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at the address set out at (2) above no later than 4:00 p.m. on Thursday, 5 June 2008.
- (4) With respect to the resolution set out in resolution no. 6(B) of the notice, approval is being sought from shareholders for a general mandate to be given to the directors to repurchase shares of the Company.
- (5) With respect to the resolutions set out in resolution nos. 6(A) and 6(C) of the notice, approval is being sought from shareholders for general mandates to be given to the directors to allot, issue and deal with shares of the Company.