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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)

PROPOSED SHARE SUBDIVISION

SHARE SUBDIVISION

The Board proposes that each of the existing issued and unissued Shares be subdivided into 4 Subdivided Shares of HK\$0.025 each. The Share Subdivision will become effective upon the fulfilment of the conditions set out below under the paragraph headed “Conditions of the Share Subdivision” below.

DESPATCH OF CIRCULAR

A circular containing, amongst others, details of the Share Subdivision, trading arrangements in respect of the Subdivided Shares and procedure for the free exchange of existing share certificates, together with the notice of the EGM to approve the Share Subdivision will be sent to the Shareholders as soon as practicable.

PROPOSED SHARE SUBDIVISION

The Board proposes that each of the existing issued and unissued Shares of HK\$0.10 each in the share capital of the Company shall be subdivided into 4 Subdivided Shares of HK\$0.025 each. The Share Subdivision will become effective upon the fulfilment of the conditions set out below.

The Shares are currently traded in board lots of 2,000 Shares. There will be no change to the board lots upon the Share Subdivision becoming effective.

CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional upon:

- (i) the Shareholders approving the Share Subdivision at a duly convened EGM of the Company; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares and any Subdivided Shares which may fall to be issued pursuant to the exercise of Warrants or share options under the Share Option Scheme.

SHARE CAPITAL STRUCTURE

As at the date of this announcement, the authorised share capital of the Company is HK\$1,500,000,000, divided into 15,000,000,000 Shares, of which 609,545,627 Shares are in issue and fully paid. Assuming that no further Shares will be issued or repurchased after the date of this announcement and prior to the Share Subdivision becoming effective, the effect of the Share Subdivision is set out as follows:

	Prior to the Share Subdivision	After the Share Subdivision
Par value of each Share	HK\$0.10	HK\$0.025
Number of authorised Shares	15,000,000,000	60,000,000,000
Authorised share capital	HK\$1,500,000,000	HK\$1,500,000,000
Number of Shares in issue	609,545,627	2,438,182,508
Issued share capital	HK\$60,954,562.70	HK\$60,954,562.70
Number of unissued Shares	14,390,454,373	57,561,817,492
Unissued share capital	HK\$1,439,045,437.30	HK\$1,439,045,437.30

The Subdivided Shares will rank *pari passu* in all respects with each other and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

The Share Subdivision after it has become effective will not result in any odd lots other than those which already exist.

ADJUSTMENT TO WARRANTS AND SHARE OPTIONS

Adjustments are required to be made to the exercise prices and the number of Shares of the Company falling to be issued upon exercise of the Warrants issued by the Company and the share options granted under the Share Option Scheme as a result of the Share Subdivision. The Company will engage the auditors to confirm to the Directors that the adjustments to the Warrants and share options will satisfy the respective requirements of the instrument of the Warrants and the Share Option Scheme. Details of such adjustments will be disclosed in the circular to be despatched to the Shareholders and Warrantholders in relation to the proposed Share Subdivision.

REASONS FOR THE SHARE SUBDIVISION

The Board believes that the Share Subdivision may facilitate trading and improve the liquidity of the Subdivided Shares, thereby enabling the Company to attract more investors and broaden its shareholder base. Accordingly, the Board considers that the Share Subdivision will be in the interests of the Company and the Shareholders as a whole.

Save for the costs to be incurred by the Company in implementing the Share Subdivision, the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders. The Board considers that the Share Subdivision will not have any adverse effect on the financial position of the Company.

EXPECTED TIMETABLE

The expected timetable for the Share Subdivision is as follows:

Action	Date
Expected day for the despatch of the circular	on or before 21 May 2008
Latest time for lodging forms of proxy for the EGM ...	4:00 pm on 10 June 2008
EGM expected to be convened on	immediately following the conclusion of the annual general meeting of the Company, which is scheduled to be held at 4:00 pm on 12 June 2008
Effective date of Share Subdivision	13 June 2008

Action	Date
Dealing in Subdivided Shares expected to commence on	9:30 am on 13 June 2008
Original counter for trading in Shares in board lots of 2,000 Shares temporarily closes	9:30 am on 13 June 2008
Temporary counter for trading in Subdivided Shares in board lots of 8,000 Subdivided Shares (in the form of existing share certificates for Shares) opens	9:30 am on 13 June 2008
First day of free exchange of existing certificates for Shares for new certificates for the Subdivided Shares	13 June 2008
Original counter for trading in Subdivided Shares in board lots of 2,000 Subdivided Shares (in the form of new certificates for Subdivided Shares) re-opens.....	9:30 am on 30 June 2008
Parallel trading in Subdivided Shares (in the form of new certificates for Subdivided Shares and existing certificates for Shares) commences.....	9:30 am on 30 June 2008
Temporary counter for trading in Subdivided Shares in board lots of 8,000 Subdivided Shares (in the form of existing certificates for Shares) closes	4:00 pm on 22 July 2008
Parallel trading in Subdivided Shares (in the form of new certificates for Subdivided Shares and existing certificates for Shares) ends	4:00 pm on 22 July 2008
Last day for free exchange of existing certificates for Shares for new certificates for Subdivided Shares	25 July 2008

FREE EXCHANGE OF SHARE CERTIFICATES

The Shareholders may, on or after 13 June 2008 until 25 July 2008, submit existing share certificates in respect of the Shares to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong to exchange at the expense of the Company, for the new share certificates for the Subdivided Shares. After the expiry of such period, existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) per existing certificate or new certificate, by reference to the higher number of certificates may be. It is expected that new share certificates for the Subdivided Shares will be available for collection on or after the 10th Business Day from the date of submission of the existing share certificates for the Shares to the Company's branch share registrar in Hong Kong at the above address. All existing share certificates in board lot of 2,000 Shares each will continue to be evidence of title to such Shares and may be exchanged for new share certificates for Subdivided Shares at any time.

APPLICATION FOR LISTING

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares and any Subdivided Shares which may fall to be issued pursuant to the exercise of Warrants or share options under the Share Option Scheme.

GENERAL

The Company is principally engaged in building construction and civil engineering.

A circular containing, amongst others, details of the Shares Subdivision, trading arrangements in respect of the Subdivided Shares and procedure for the free exchange of existing share certificates, together with the notice of the EGM to approve the Share Subdivision will be sent to the 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
“Board”	the board of directors of the Company
“Business Day”	a day (except Saturday) on which banks are open for business in Hong Kong
“Company”	China State Construction International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting to be convened to approve the Share Subdivision
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Share Option Scheme”	a share option scheme of the Company adopted on 9 June 2005 for the purpose of, inter alia, attracting and retaining, and providing incentives to, the Company’s employees
“Share Subdivision”	the sub-division of each issued and unissued share of HK\$0.10 each in the share capital of the Company into 4 Subdivided Shares of HK\$0.025 each
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subdivided Share(s)”	upon the Share Subdivision becoming effective, ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Warrant(s)”	warrant(s) of the Company carrying rights to subscribe at any time during the period from 28 February 2008 to 27 February 2009 for Shares at an initial subscription price of HK\$15.00 per Share (subject to adjustments)
“Warrantholder(s)”	holder(s) of Warrant(s)

By Order of the Board
**CHINA STATE CONSTRUCTION
INTERNATIONAL HOLDINGS LIMITED**
Kong Qingping
Chairman and Non-executive Director

Hong Kong, 30 April 2008

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