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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)

**RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
ONE RIGHTS SHARE FOR EVERY FIVE EXISTING SHARES HELD
ON THE RECORD DATE AT THE SUBSCRIPTION PRICE
OF HK\$2.79 PER RIGHTS SHARE**

AND

RELATED ADJUSTMENTS TO SHARE OPTIONS

Financial Adviser



Underwriter



中國海外金融投資有限公司
CHINA OVERSEAS FINANCE INVESTMENT LIMITED

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Monday, 24 August 2009, being the latest time for acceptance of and payment for the Rights Shares, 1,458 valid acceptances had been received for the provisional allotments of 479,915,554 Rights Shares, representing approximately 98.01% of the total number of 489,639,491 Rights Shares available under the Rights Issue. There were 9,723,937 Rights Shares available for excess application and 876 valid applications had been received for 995,195,356 excess Rights Shares, representing approximately 102.34 times of the Rights Shares available for excess application.

The Rights Issue and the Underwriting Agreement became unconditional at 4:00 p.m. on 27 August 2009.

A total of 9,723,937 Rights Shares available for excess application will be allotted to Qualifying Shareholders who have applied for the excess Rights Shares on a fair and equitable basis in proportion to the number of excess Rights Shares being applied for under each application.

As the Rights Issue is over-subscribed, COFIL has not been called upon to take up any Rights Shares pursuant to the Underwriting Agreement.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

Share certificates for fully-paid Rights Shares in respect of the valid acceptances of the Rights Shares on PALs and successful applications for excess Rights Shares on EAFs are expected to be despatched by ordinary post to those entitled thereto, at their own risks, on Tuesday, 1 September 2009. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (without interest) are expected to be despatched by ordinary post to those entitled thereto, at their own risks, on Tuesday, 1 September 2009.

COMMENCEMENT OF DEALINGS IN RIGHTS SHARES

Dealing in fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:30 a.m. on Thursday, 3 September 2009.

RELATED ADJUSTMENTS TO THE SHARE OPTIONS

As disclosed in the Announcement and the Prospectus, the Rights Issue, if it becomes unconditional, may lead to adjustments to be made to the exercise price of and the number of the Shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding Share Options.

In accordance with the terms and conditions of the Share Option Scheme and the Supplementary Guidance, the exercise price of the Share Options and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding Share Options will be adjusted.

BACKGROUND

Reference is made to the prospectus of the Company dated 7 August 2009 (the “Prospectus”) in respect of the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context otherwise requires.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Monday, 24 August 2009, being the latest time for acceptance of and payment for the Rights Shares, 1,458 valid acceptances had been received for the provisional allotments of 479,915,554 Rights Shares, representing approximately 98.01% of the total number of 489,639,491 Rights Shares available under the Rights Issue. There were 9,723,937 Rights Shares available for excess application and 876 valid applications had been received for 995,195,356 excess Rights Shares, representing approximately 102.34 times of the Rights Shares available for excess application.

The Rights Issue and the Underwriting Agreement became unconditional at 4:00 p.m. on 27 August 2009.

EXCESS RIGHTS SHARES

The Board has resolved to allot a total of 9,723,937 Rights Shares available for excess applications on a fair and equitable basis in proportion to the number of excess Rights Shares being applied for under each application.

As a result, the allotments to be made in respect of the excess Rights Shares will be as follows:

Number of excess Rights Shares applied for	Number of valid applications	Total number of excess Rights Shares applied for	Total number of Rights Shares allotted	Approximate percentage of allocation based on the total number of excess Rights Shares applied for in this category
1 to 102	19	1,231	19	1.54%
103 to 596,708,353	<u>857</u>	<u>995,194,125</u>	<u>9,723,918</u>	0.98%
	<u>876</u>	<u>995,195,356</u>	<u>9,723,937</u>	

As the Rights Issue is over-subscribed, COFIL has not been called upon to take up any Rights Shares pursuant to the Underwriting Agreement.

SHAREHOLDINGS IN THE COMPANY

The shareholdings in the Company immediately before and after completion of the Rights Issue will be as follows:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	No. of Shares	Approximate %	No. of Shares	Approximate %
COHL and Silver Lot ^{Note}	1,538,094,448	62.79	1,845,713,387	62.80
COFIL	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Sub-total	1,538,094,448	62.79	1,845,713,387	62.80
<i>Public Shareholders</i>				
Directors	13,376,264	0.55	15,272,396	0.52
Other Shareholders	<u>898,068,104</u>	<u>36.66</u>	<u>1,078,192,524</u>	<u>36.68</u>
Total	<u>2,449,538,816</u>	<u>100.00</u>	<u>2,939,178,307</u>	<u>100.00</u>

Note: COHL has applied for an aggregate of 5,123 excess Rights Shares through its nominees. The number of Shares held by COHL and Silver Lot immediately after completion of Rights Issue as disclosed herein includes 52 excess Rights Shares and the actual number of such excess Rights Shares may change due to the Shares being held by different nominees.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

Share certificates for fully-paid Rights Shares in respect of the valid acceptance of the Rights Shares on PALs and successful applications for excess Rights Shares on EAFs are expected to be despatched by ordinary post to those entitled thereto, at their own risks, on Tuesday, 1 September 2009. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (without interest) are expected to be despatched by ordinary post to those entitled thereto, at their own risks, on Tuesday, 1 September 2009.

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RELATED ADJUSTMENTS TO THE SHARE OPTIONS

As disclosed in the Announcement and the Prospectus, the Rights Issue, if it becomes unconditional, may lead to adjustments to be made to the exercise price of and the number of the Shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding Share Options.

In accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 17.03(13) of the Listing Rules (the “Supplementary Guidance”), the exercise price of the Share Options and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding Share Options will be adjusted (the “Adjustments”) in the following manner with effect from completion of the Rights Issue:

Before Adjustments		After Adjustments	
Exercise price per Share HK\$	Number of outstanding Share Options	Exercise price per Share HK\$	Number of outstanding Share Options
0.2475	103,086,320	0.2345	108,786,993

The Company’s auditor has reviewed and report on the basis of the Adjustments to the outstanding Share Options. The Board has reviewed the report of the auditor and based on the report, the Board confirms that the Adjustments are in accordance with the terms of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Supplementary Guidance. Separate notification regarding the Adjustments will be sent to the holders of the Share Options.

By order of the Board
China State Construction International Holdings Limited
Kong Qingping
Chairman and Non-executive Director

Hong Kong, 28 August 2009

As at the date of this announcement, the board of directors of the Company 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, Dr. Raymond Leung Hai Ming and Mr. Lee Shing See as independent non-executive directors.