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## THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this Prospectus (as defined herein) or as to the action to be taken, you should consult your licenced securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

If you have sold or transferred all your shares in China State Construction International Holdings Limited, you should at once hand this Prospectus and the accompanying PAL (as defined herein) and EAF (as defined herein) to the purchaser(s) or transferee(s) or to the bank, licenced securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents (as defined herein), together with the written consent given by Deloitte Touche Tohmatsu, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (as defined herein). The Registrar of Companies in Hong Kong, the SFC (as defined herein) and the Stock Exchange (as defined herein) take no responsibility as to the contents of any of those documents.

Subject to the granting of listing of, and permission to deal in, the Rights Shares (as defined herein) in both nil-paid and fully-paid forms on the Stock Exchange and compliance with the stock admission requirements of HKSCC (as defined herein), the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS (as defined herein) with effect from their respective commencement dates of dealings on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

You should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Prospectus, 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 Prospectus.

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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)**

### **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\$6.00 PER RIGHTS SHARE**

*Financial Adviser*



**建银国际**  
CCB International

*Underwriter*



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

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The latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Thursday, 5 May 2011. The procedures for acceptance and payment is set out on pages 15 to 17 of this Prospectus.

The Underwriting Agreement (as defined herein) contains provisions entitling the Underwriter (as defined herein) by written notice to the Company served prior to 4:00 p.m. on Friday, 6 May 2011 or such other time or date as the Company and the Underwriter may agree in writing to terminate the Underwriting Agreement on the occurrence of certain events including force majeure as set out in the section headed "Termination of the Underwriting Agreement" on pages 8 to 10 of this Prospectus. If the Underwriter terminates the Underwriting Agreement, or if the conditions of the Underwriting Agreement are not fulfilled (or waived by the Underwriter) in accordance with the terms thereof, the Rights Issue will not proceed.

The Shares (as defined herein) have been dealt in on an ex-rights basis from Thursday, 7 April 2011. Dealings in the Rights Shares in the nil-paid form will take place from Tuesday, 19 April 2011 to Friday, 29 April 2011 (both dates inclusive). Any Shareholder or other person dealing in Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) and any person dealing in the nil-paid Rights Shares during the period from Tuesday, 19 April 2011 to Friday, 29 April 2011 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders should therefore exercise caution when dealing in the Shares, and if they are in any doubt about their position, they are recommended to consult their professional adviser.

15 April 2011

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## DEFINITIONS

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*In this document, the following expressions have the following meanings unless the context otherwise requires:*

“Acceptance Date”	the last business day on which acceptance of and payment for the Rights Shares can be made under the Rights Issue, which shall be Thursday, 5 May 2011 (or such later date as may be agreed in writing between the Company and COFI);
“Announcement”	the announcement dated 18 March 2011 issued by the Company in relation to the Rights Issue;
“Board”	the board of Directors;
“business day”	a day (other than a Saturday or Sunday) on which commercial banks in Hong Kong are generally open for business;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“COFI” or “Underwriter”	China Overseas Finance Investment Limited, a wholly owned subsidiary of COHL, whose ordinary course of business does not include underwriting;
“COHL”	China Overseas Holdings Limited, the controlling shareholder of the Company;
“COLI”	China Overseas Land & Investment Ltd., a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the laws of 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;
“connected person”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“CSCEC”	中國建築工程總公司 (China State Construction Engineering Corporation), a state-owned corporation organised and existing under the laws of the PRC, being the ultimate holding company of the Company and COLI;

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## DEFINITIONS

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“CSCECL”	中國建築股份有限公司 (China State Construction Engineering Corporation Limited), a joint stock company incorporated in the PRC (the shares of which are listed on The Shanghai Stock Exchange) which holds the entire equity interest of COHL and is held as to 54.07% by CSCEC;
“Director(s)”	the director(s) of the Company;
“EAF(s)”	the excess application form(s) for additional Rights Shares proposed to be issued to the Qualifying Shareholders;
“Existing Shares”	the Shares which are in issue on the Record Date;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Irrevocable Undertaking”	the irrevocable undertaking dated 18 March 2011 given by COHL in favour of the Company to take up 353,779,217 Rights Shares, and procure Silver Lot to take up 16,023,058 Rights Shares;
“Last Closing Price”	the closing price of HK\$7.20 per Share as quoted on the Stock Exchange on the Last Trading Day;
“Last Trading Day”	17 March 2011;
“Latest Practicable Date”	12 April 2011, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information contained in this Prospectus;
“Latest Time for Termination”	4:00 p.m. on Friday, 6 May 2011;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Macau”	the Macao Special Administrative Region of the PRC;
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) in respect of whom the Directors, based on legal opinions obtained by the Company, consider it necessary or expedient not to offer Rights Shares on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place;

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## DEFINITIONS

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“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose registered address(es) as shown on such register is/are outside Hong Kong;
“PAL(s)”	the renounceable provisional allotment letter(s) representing the Rights Shares proposed to be issued to the Qualifying Shareholders under the Rights Issue;
“PRC”	the People’s Republic of China, which for the purpose of this Prospectus excludes Hong Kong, Macau and Taiwan;
“Prospectus”	this prospectus issued by the Company in relation to the Rights Issue;
“Prospectus Documents”	the Prospectus, the PAL and the EAF;
“Prospectus Posting Date”	the business day on which the Prospectus will be despatched to the Shareholders (other than the Overseas Shareholders in Malaysia), namely Friday, 15 April 2011;
“Qualifying Shareholder(s)”	Shareholder(s), other than the Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date;
“Record Date”	the record date by reference to which entitlements to the Rights Issue will be determined, namely Friday, 15 April 2011;
“Registrar”	the branch share registrar of the Company in Hong Kong, being Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong;
“Rights Issue”	the issue by way of rights of one Rights Share for every five Existing Shares at the Subscription Price, payable in full on acceptance;
“Rights Share(s)”	597,364,659 Shares, being the new Share(s) to be allotted and issued by way of rights to the Qualifying Shareholders under the Rights Issue;
“RMB”	Renminbi, the lawful currency of the PRC;
“Settlement Date”	6 May 2011;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Share Option(s)”	the share option(s) granted by the Company pursuant to the Share Option Scheme;
“Share Option Scheme”	the share option scheme of the Company adopted on 9 June 2005;
“Silver Lot”	Silver Lot Development Limited, a wholly owned subsidiary of COHL;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	HK\$6.00 per Rights Share;
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules;
“Underwriting Agreement”	the underwriting agreement dated 18 March 2011 entered into between the Company and COFI in relation to the underwriting and certain other arrangements in respect of the Rights Issue;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

*The number of Rights Shares attributable to a particular Shareholder set out in this Prospectus is for illustration purpose only and the actual number may change due to the Shares being held by different nominees and as a result of rounding resulting from fractional entitlements.*

*English names of the companies/entities established in the PRC included in this Prospectus are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.*

*For illustration purposes in this Prospectus, the amounts in RMB are translated to HK\$ at the rate of RMB0.84 = HK\$1.00. No representation is made that any amount in RMB has been or could be converted at the above rate or at any other rates or at all.*

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## SUMMARY OF THE RIGHTS ISSUE

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The following information is derived from, and should be read in conjunction with and subject to, the full text of this Prospectus:

Basis of the Rights Issue	: One Rights Share for every five Existing Shares
Number of Shares in issue	: 2,986,823,298 Shares as at the Latest Practicable Date
Number of Rights Shares	: 597,364,659 Rights Shares
Subscription Price per Rights Share	: HK\$6.00 per Rights Share payable in full on acceptance
Latest time for acceptance and payment	: 4:00 p.m. on Thursday, 5 May 2011
Amount to be raised	: Not less than approximately HK\$3,584,187,954 before expenses (based on 597,364,659 Rights Shares to be issued)
Excess applications	: Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotments
Underwriter	: COFI

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## EXPECTED TIMETABLE

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The expected timetable for the Rights Issue is set out below:

**2011**

Last day of dealings in Shares on a cum-rights basis . . . . .	Wednesday, 6 April
First day of dealings in Shares on an ex-rights basis . . . . .	Thursday, 7 April
Latest time for lodging transfers of Shares in order to qualify for the Rights Issue . . . . .	4:30 p.m. on Friday, 8 April
Register of members closes (both dates inclusive) . . . . .	Monday, 11 April to Friday, 15 April
Record Date . . . . .	Friday, 15 April
Prospectus Documents expected to be despatched on . . . . .	Friday, 15 April
Register of members re-opens . . . . .	Monday, 18 April
First day of dealings in nil-paid Rights Shares . . . . .	Tuesday, 19 April
Latest time for splitting of nil-paid Rights Shares . . . . .	4:30 p.m. on Tuesday, 26 April
Last day of dealings in nil-paid Rights Shares . . . . .	Friday, 29 April
Latest time for acceptance and payment for Rights Shares and application and payment for excess Rights Shares . . . . .	4:00 p.m. on Thursday, 5 May
Latest time for termination of the Underwriting Agreement . . . . .	4:00 p.m. on Friday, 6 May
Publication of the announcement of results of acceptance and excess application of Rights Issue . . . . .	Friday, 13 May
Refund cheques in respect of unsuccessful or partially successful application for excess Rights Shares expected to be despatched on or before . . . . .	Monday, 16 May
Certificates for fully-paid Rights Shares expected to be despatched on or before . . . . .	Monday, 16 May
Expected first day of dealings in fully-paid Rights Shares . . . . .	Wednesday, 18 May

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## EXPECTED TIMETABLE

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All dates and times referred to in this Prospectus are Hong Kong dates and times. Dates or deadlines specified in this Prospectus for events in the timetable for (or otherwise in relation to) the Rights Issue are indicative only and may be extended or varied by agreement between the Company and COFI. Further announcement will be made in the event that there is any change to the expected timetable for the Rights Issue.

### EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 5 May 2011. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same business day;
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 5 May 2011. Instead, the latest time of acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares does not take place on Thursday, 5 May 2011, the dates mentioned in the “Expected timetable” section may be affected. The Company will notify shareholders by way of announcement on any change to the expected timetable as soon as practicable.

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## TERMINATION OF THE UNDERWRITING AGREEMENT

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COFI may terminate the arrangements set out in the Underwriting Agreement by written notice to the Company at any time prior to the Latest Time for Termination if:

- (a) there comes to the notice of COFI or it shall have reasonable cause to believe that any of the undertakings or other obligations expressed to be assumed by or imposed on the Company under the Underwriting Agreement have not been complied with in any material respect; or
- (b) there comes to the notice of COFI or it shall have reasonable cause to believe or it is aware of the fact that any of the undertakings or other obligations expressed to be assumed by or imposed on COHL under the Irrevocable Undertaking have not been complied with in any respect; or
- (c) there comes to the notice of COFI or it shall have reasonable cause to believe that (i) any of the representations or warranties given by the Company under the Underwriting Agreement was or is untrue, incorrect, incomplete or misleading in any material respect, or (ii) any event has occurred or matter has arisen, which, if it had occurred or arisen before the date of the Underwriting Agreement or before the dates or before any time on which the representations, warranties and undertakings are deemed to be given would render any of those representations, warranties or undertakings untrue, incorrect, incomplete or misleading in any material respect; or
- (d) (i) the Prospectus Documents, when published, would contain information which would be untrue, inaccurate, incomplete or misleading in any material respect, (ii) matters have arisen or been discovered which would, if the Prospectus Documents were to be issued at the time, render any information contained therein to be untrue, inaccurate, incomplete or misleading in any material respect, (iii) matters have arisen or been discovered which would, if the Prospectus Documents were to be issued at the time, constitute a material omission therefrom, or (iv) there is any adverse change in the business or in the financial or trading position or prospects of the Group which in the reasonable opinion of COFI is material in the context of the issue of the Rights Shares; or
- (e) there develops, occurs, exists or comes into effect any events, including:
  - (i) the introduction of any new law or regulation or any change in existing laws or regulations (or any change in the judicial interpretation thereof) whether in Hong Kong or the Cayman Islands; or
  - (ii) any adverse change or deterioration (whether or not permanent) in local, national or international economic, financial, political or military conditions or any event beyond the control of the Company; or
  - (iii) any adverse change or deterioration (whether or not permanent) in local, national or international securities market conditions; or

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## TERMINATION OF THE UNDERWRITING AGREEMENT

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- (iv) without prejudice to sub-paragraphs (ii) and (iii) above, the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange due to exceptional financial or political circumstances or otherwise; or
- (v) any suspension in the trading of Shares on the Stock Exchange for a continuous period of ten (10) business days (other than any suspension for the purpose of obtaining clearance from the Stock Exchange for the publication of the Announcement or any other announcements relating to the Rights Issue),

and in the reasonable opinion of COFI (a) the success of the Rights Issue or the business or financial condition or prospects of the Group would be materially and adversely affected; or (b) which makes it inadvisable or inexpedient to proceed with the Rights Issue; or (c) which would have the effect of making any part of the Underwriting Agreement (including underwriting) incapable of performance in accordance with its terms.

**Upon the giving of notice of termination, all the liabilities of COFI and the Company under the Underwriting Agreement shall cease and terminate and no party shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (other than antecedent breaches). If COFI exercises such right, the Rights Issue will not proceed.**

### WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES

As mentioned, the Rights Issue is conditional upon several conditions, set out in the section headed “Underwriting Arrangements — Conditions of the Rights Issue” in the Letter from the Board as contained in this Prospectus. The obligation of COFI to underwrite the relevant Rights Shares is also conditional on (i) the satisfaction (or waiver) of, among other things, the conditions referred to in the section headed “Underwriting Arrangements — Conditions of the Rights Issue” in the Letter from the Board as contained in this Prospectus, and (ii) the Underwriting Agreement not being terminated by COFI in accordance with its terms. If the conditions are not fulfilled (or waived) or the Underwriting Agreement is terminated pursuant to its terms, the Rights Issue will not proceed.

The Shares have been dealt in on an ex-rights basis from Thursday, 7 April 2011. Dealings in the Rights Shares in the nil-paid form will take place from Tuesday, 19 April 2011 to Friday, 29 April 2011 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled (or waived), the Underwriting Agreement will terminate and the Rights Issue will not proceed. If the Underwriting Agreement is terminated by COFI, the Rights Issue also will not proceed.

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## TERMINATION OF THE UNDERWRITING AGREEMENT

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Any Shareholder or other person contemplating selling or purchasing Shares or the Rights Shares in their nil-paid form and who is in any doubt about his position, is recommended to consult his professional adviser. Any Shareholder or other person dealing in Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which COFI's right of termination of the Underwriting Agreement ceases) and any person dealing in the nil-paid Rights Shares during the period from Tuesday, 19 April 2011 to Friday, 29 April 2011 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders and potential investors should exercise caution in dealing in the securities of the Company.

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LETTER FROM THE BOARD

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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)

*Non-executive Director:*

Mr. Kong Qingping (*Chairman*)

*Executive Directors:*

Mr. Zhou Yong (*Vice-chairman and Chief Executive Officer*)

Mr. Yip Chung Nam

Mr. Zhang Yifeng

Mr. Cheong Chit Sun

Mr. Zhou Hancheng

Mr. Tian Shuchen

*Independent Non-executive Directors:*

Dr. Raymond Ho Chung Tai

Mr. Adrian David Li Man Kiu

Dr. Raymond Leung Hai Ming

Mr. Lee Shing See

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

28th Floor

China Overseas Building

139 Hennessy Road

Wanchai

Hong Kong

15 April 2011

*To the Qualifying Shareholders and,  
for information only, the Non-Qualifying Shareholders*

Dear Sir or Madam

**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\$6.00 PER RIGHTS SHARE**

**INTRODUCTION**

As announced in the Announcement, the Company proposes to raise not less than approximately HK\$3,580 million before expenses by way of rights issue of 597,364,659 Rights Shares at a price of HK\$6.00 per Rights Share on the basis of one Rights Share for every five Existing Shares.

The purpose of this Prospectus is to provide you with further information regarding the Rights Issue, including information on procedures for acceptance of and payment and certain financial information and other information in respect of the Group.

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## LETTER FROM THE BOARD

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### TERMS OF THE RIGHTS ISSUE

Basis of the Rights Issue	:	one Rights Share for every five Existing Shares
Number of Share in issue	:	2,986,823,298 Shares as at the Latest Practicable Date
Number of outstanding Share Options	:	The Company has 60,755,678 outstanding Share Options as at the Latest Practicable Date, but none of them was exercisable on or before the Record Date. Other than the Share Options, the Company has no outstanding options, warrants or other securities convertible into or giving rights to subscribe for Shares as at the Latest Practicable Date
Number of Rights Shares	:	597,364,659 Rights Shares
Subscription price per Rights Shares	:	HK\$6.00 per Rights Share payable in full on acceptance
Enlarged issued share capital upon completion of the Rights Issue	:	3,584,187,957 Shares
Underwriter	:	COFI

The 597,364,659 nil-paid Rights Shares proposed to be provisionally allotted represent: (a) approximately 20.00% of the Company's existing issued share capital as at the Latest Practicable Date; and (b) approximately 16.67% of the Company's enlarged issued share capital as enlarged by the issue of the Rights Shares.

### Qualifying Shareholders

To qualify for the Rights Issue, a Shareholder must be: (i) registered as a member of the Company at the close of business on the Record Date; and (ii) a Qualifying Shareholder.

The Company will send the Prospectus Documents to the Qualifying Shareholders.

### Closure of register of members

The register of members of the Company was closed from Monday, 11 April 2011 to Friday, 15 April 2011 (both dates inclusive) during which period no transfer of Shares would have been registered. In order to be registered as a member of the Company at the close of business on the Record Date so as to qualify for the Rights Issue, any transfer of Shares must have been lodged with the Registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 8 April 2011.

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## LETTER FROM THE BOARD

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### Subscription Price

The subscription price for the Rights Shares is HK\$6.00 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares or, where applicable, upon application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for Rights Shares. The Subscription Price represents:

- (i) a discount of approximately 16.67% to the Last Closing Price;
- (ii) a discount of approximately 14.29% to the theoretical ex-rights price of HK\$7.00 per Share, which is calculated on the basis of the Last Closing Price;
- (iii) a discount of approximately 19.68% to the average of the closing prices per Share for the five trading days ended on the Last Trading Day of approximately HK\$7.47; and
- (iv) a discount of approximately 20.74% to the average of the closing prices per Share for the ten trading days ended on the Last Trading Day of approximately HK\$7.57.

The Subscription Price was arrived at with reference to the then market environment and the prevailing Share prices. After taking into consideration the reasons for the Rights Issue as stated in the section headed “Reasons for the Rights Issue and use of proceeds” below, the Directors consider the terms of the Rights Issue, including the Subscription Price (and the discounts to the relative values as indicated above) and in the context of the Company’s long-term business strategy, to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### Basis of provisional allotment

The basis of the provisional allotment shall be one Rights Share for every five Existing Shares held, being 597,364,659 Rights Shares at a price of HK\$6.00 per Rights Share. Application for all or any part of a Qualifying Shareholder’s provisional allotment should be made by completing the PAL and lodging the same with a cheque or banker’s cashier order for the Rights Shares being applied for. No odd lot matching services will be provided. Fractional entitlements to any Rights Shares will be disregarded and will be aggregated and allocated to satisfy excess applications (if any) and/or disposed of in such manner as the Directors in their absolute discretion deem appropriate and for the benefits and interests of the Company and more particularly described in the section headed “Application for excess Rights Shares” below.

### Share certificates and refund cheques for the Rights Issue

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted on Monday, 16 May 2011 to those who have accepted and (where applicable) applied for, and paid for, the Rights Shares by ordinary post at their own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on Monday, 16 May 2011 by ordinary post to the applicants at their own risk.

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## LETTER FROM THE BOARD

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### **Status of the Rights Shares**

The Rights Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the Shares then in issue such that holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions the record dates of which are on or after the date of allotment of the Rights Shares.

### **Rights of Overseas Shareholders**

The Prospectus Documents are not intended to be registered or filed under applicable securities legislation of any jurisdiction other than Hong Kong. If as at the Record Date, a Shareholder's address as shown in the register of members of the Company was outside Hong Kong and was a Non-Qualifying Shareholder, such Overseas Shareholder would not be eligible to take part in the Rights Issue. Accordingly, the Rights Shares (in both nil-paid and fully-paid forms) will not be offered to the Non-Qualifying Shareholders and no application for the Rights Shares will be accepted from the Non-Qualifying Shareholders.

Based on the register of members of the Company as at the Latest Practicable Date, there were a total of 7 Overseas Shareholders, whose registered addresses as shown in the register of members of the Company were outside Hong Kong, namely in Canada, New Zealand, Malaysia and the PRC.

After making enquiries with the Company's overseas legal advisers regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the abovementioned places to offer the Rights Shares (in nil-paid and fully-paid forms) to such Overseas Shareholders in accordance with Rule 13.36(2)(a) of the Listing Rules, the Directors are advised by the legal advisers in the relevant jurisdictions that the Company would need to comply with certain requirements or procedures of the regulatory bodies for offering the Rights Shares to Overseas Shareholders resident in Canada and Malaysia, but there is no onerous requirement or restriction on extending the Rights Issue to the Overseas Shareholders in the PRC and New Zealand. Accordingly, Overseas Shareholders in the PRC and New Zealand are also Qualifying Shareholders.

After considering the legal costs for compliance with the relevant requirements or procedures of the regulatory bodies in Canada and Malaysia and the minimal size of shareholdings of the Overseas Shareholders resident in such places, the Directors are of the opinion that it would be necessary or expedient not to offer the Rights Shares to such Overseas Shareholders resident in Canada and Malaysia (ie. Non-Qualifying Shareholders). Accordingly, the Rights Shares will not be offered to the Non-Qualifying Shareholders and no application for Rights Shares will be accepted from the Non-Qualifying Shareholders. The Company will send copies of this Prospectus to the Non-Qualifying Shareholders resident in Canada for their information only, but will not send the PAL and the EAF to them. The Company, having considered the legal restrictions and requirements in Malaysia, will not send the Prospectus nor the PAL and the EAF to the Non-Qualifying Shareholder(s) resident in Malaysia.

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## LETTER FROM THE BOARD

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Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold for their benefit as soon as practicable after dealings in nil-paid rights commence on the Stock Exchange and in any event before the Acceptance Date at a net premium in excess of all expenses of sale. The aggregate net proceeds of such sale will be distributed to the Non-Qualifying Shareholders pro-rata to their shareholdings on the Record Date, provided that if any of such persons would be entitled to a sum not exceeding HK\$100, such sum will be retained by the Company for its own benefit.

The Rights Shares are not being offered or sold to the public in New Zealand other than to existing Shareholders with a registered address in New Zealand to whom the offer of Rights Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand). This Prospectus is not an investment statement or prospectus under New Zealand law and has not been registered or filed with, or approved by, any New Zealand regulatory authority under or in accordance with the Securities Act 1978 (New Zealand) or any other relevant law in New Zealand. It may not contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

### **Procedures for acceptance or transfer**

For each Qualifying Shareholder, a PAL is enclosed with the Prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of the Rights Shares shown thereon. If the Qualifying Shareholder(s) wish(es) to exercise his/their right to subscribe for all the Rights Shares provisionally allotted to him/them as specified in the PAL, he/they must lodge the PAL in accordance with the instructions printed thereon, together with a cheque or banker's cashier order for the full amount payable on acceptance, with the Registrar, Tricor Standard Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Thursday, 5 May 2011. All payments must be made in Hong Kong dollars and cheques or banker's cashier orders must be drawn on a bank account in Hong Kong and made payable to "**China State Construction International Holdings Limited — Rights Issue Account**" and crossed "**Account Payee Only**".

It should be noted that unless the PAL, together with the appropriate cheque or banker's cashier order, has been lodged with the Registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, by 4:00 p.m. on Thursday, 5 May 2011, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

If a Qualifying Shareholder wishes to accept only part of his provisional allotment or transfer a part of his rights to subscribe for the Rights Shares provisionally allotted to him under the PAL or to transfer his rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Tuesday, 26 April 2011 to the Registrar, Tricor Standard Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required.

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## LETTER FROM THE BOARD

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All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any PAL in respect of which the cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

If the Underwriter exercises the right to terminate its obligations under the Underwriting Agreement before the Latest Time for Termination, the monies received in respect of the relevant provisional allotments will be returned to the relevant persons without interest and by means of cheques despatched by ordinary post at the risk of such persons on Monday, 16 May 2011.

### **Application for excess Rights Shares**

If a Qualifying Shareholder wishes to apply for any Rights Shares in addition to his provisional allotment, he must complete and sign the enclosed EAF in accordance with the instructions printed thereon and lodge it, together with a separate cheque or banker's cashier order for the amount payable on application in respect of the excess Rights Shares applied for, with the Registrar, Tricor Standard Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Thursday, 5 May 2011. All payments must be made in Hong Kong dollars and cheques or banker's cashier orders must be drawn on a bank account in Hong Kong and made payable to "**China State Construction International Holdings Limited — Excess Application Account**" and crossed "**Account Payee Only**". The Registrar will notify the relevant Qualifying Shareholders of any allotment of excess Rights Shares made to them, which will be at the discretion of the Directors on a fair and equitable basis in proportion to the number of excess Rights Shares being applied for under each application.

However, no preference will be given to topping-up odd lots to whole board lots.

Shareholders who have been offered odd lots of the Rights Shares should note that there is no guarantee that such odd lots of the Rights Shares will be topped up to create whole board lots pursuant to applications for excess Rights Shares. Any Rights Shares not applied for by the Qualifying Shareholders will be taken up by the Underwriter.

Investors with their Shares held by a nominee (or CCASS) should note that the Board will regard the nominee (including CCASS) as a single Shareholder according to the register of members of the Company.

If no excess Rights Shares are allotted to a Qualifying Shareholder, the amount tendered on application is expected to be returned to that Qualifying Shareholder in full by ordinary mail and at his own risk on Monday, 16 May 2011. If the number of excess Rights Shares allotted to a Qualifying Shareholder is less than that applied for, the surplus application monies are also expected to be returned to him by ordinary mail and at his own risk on Monday, 16 May 2011.

If the Underwriter exercises the right to terminate its obligations under the Underwriting Agreement before the Latest Time for Termination, the monies received in respect of relevant applications for excess Rights Shares will be returned to the relevant persons without interest, by means of cheques despatched by ordinary post at the risk of such persons on Monday, 16 May 2011.

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## LETTER FROM THE BOARD

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All cheques or banker's cashier orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any EAF in respect of which a cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected.

The EAF is for use only by the person(s) to whom it is addressed and is not transferable. All documents, including cheques or banker's cashier orders for amounts due, will be sent at the risk of the persons entitled thereto to their registered addresses by the Registrar. The Company may, at its discretion, treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

### **Listing and dealing**

The Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms.

No part of the existing share capital of the Company is listed or dealt in, and no listing or permission to deal is being or is proposed to be sought, on any other stock exchange.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

All necessary arrangements will be made to enable the Rights Shares in both their nil-paid and fully-paid forms to be admitted into CCASS. The nil-paid Rights Shares shall have the board lot size of 2,000 nil-paid Rights Shares in one board lot, same as the existing board lot size of the Shares, namely, 2,000 Shares in one board lot.

Dealings in the Rights Shares in their nil-paid and fully-paid forms will be subject to the payment of stamp duty and any other applicable fees and charges in Hong Kong.

### **Irrevocable Undertaking from COHL**

As at the Latest Practicable Date, COHL (the controlling shareholder of the Company), together with Silver Lot (COHL's wholly owned subsidiary), were interested in an aggregate of 1,849,011,384 Shares, representing approximately 61.91% of the issued share capital of the Company. Pursuant to the Irrevocable Undertaking, COHL has irrevocably undertaken to the Company that it will take up 353,779,217 Rights Shares, and will procure Silver Lot to take up 16,023,058 Rights Shares, representing their respective full entitlements to the new Shares under the Rights Issue.

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## LETTER FROM THE BOARD

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### UNDERWRITING ARRANGEMENTS

#### The Underwriting Agreement

Date	:	18 March 2011
Parties	:	The Company and COFI as the underwriter
Number of Rights Shares underwritten	:	227,562,384 Rights Shares, being the difference between the total number of Rights Shares and the aggregate of 369,802,275 Rights Shares undertaken to be taken up by COHL and Silver Lot (COHL's wholly owned subsidiary) pursuant to the Irrevocable Undertaking
Underwriter's commission	:	2.5% of the aggregate Subscription Price in respect of the 227,562,384 Rights Shares being underwritten. The Directors (including the Independent Non-executive Directors) are of the view that the rate of commission is fair and reasonable.

COFI has conditionally agreed to fully underwrite the difference between the total number of Rights Shares and the aggregate of 369,802,275 Rights Shares undertaken to be taken up by COHL and Silver Lot (COHL's wholly owned subsidiary) pursuant to the Irrevocable Undertaking. The number of Rights Shares to be underwritten by COFI will be 227,562,384 Rights Shares, representing approximately 6.35% of the issued share capital of the Company as enlarged by the issue of the said Rights Shares.

#### Connected transaction

COFI is a wholly owned subsidiary of COHL, the controlling shareholder of the Company, and therefore a connected person of the Company. Accordingly, the transactions contemplated under the Underwriting Agreement constitute a connected transaction for the Company. Pursuant to Rule 14A.31(3)(c) of the Listing Rules, the above connected transaction is exempt from all the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

#### Conditions of the Rights Issue

The Rights Issue is conditional, among other things, upon fulfillment (or waiver, if permitted by the terms of the Underwriting Agreement) of the following conditions:

- (a) the issue by the Stock Exchange of a certificate of authorisation of registration in respect of, and the registration of one duly signed copy of, each of the Prospectus Documents (and all other documents required by Section 342C of the Companies Ordinance to be attached thereto) by the Registrar of Companies in Hong Kong prior to the Prospectus Posting Date;

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## LETTER FROM THE BOARD

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- (b) the posting on the Prospectus Posting Date of copies of the Prospectus Documents to Qualifying Shareholders;
- (c) the Listing Committee of the Stock Exchange granting or agreeing to grant, in writing, listing of and permission to deal in the Rights Shares in nil-paid and fully-paid forms (subject only to allotment and despatch of the appropriate documents of title) at or prior to 9:30 a.m. on Friday, 6 May 2011 or the first trading day of the Rights Shares in nil-paid form if earlier, and such grant or agreement to grant not being withdrawn or revoked prior to the Settlement Date;
- (d) compliance with and performance of all obligations of COHL under the Irrevocable Undertaking; and
- (e) the Underwriting Agreement not having terminated in accordance with its terms.

If the conditions of the Rights Issue are not fulfilled (or waived, if permitted by the terms of the Underwriting Agreement, in whole or in part by COFI) by the Latest Time for Termination (or such later date or time as COFI may agree in writing with the Company pursuant to the Underwriting Agreement), the obligations of the parties arising from the Underwriting Agreement shall terminate and cease and no party shall have any claim against any other party (except in respect of any antecedent breach) and the Rights Issue will not proceed.

### **Termination of the Underwriting Agreement**

COFI may terminate the arrangements set out in the Underwriting Agreement by written notice to the Company at any time prior to the Latest Time for Termination if:

- (a) there comes to the notice of COFI or it shall have reasonable cause to believe that any of the undertakings or other obligations expressed to be assumed by or imposed on the Company under the Underwriting Agreement have not been complied with in any material respect; or
- (b) there comes to the notice of COFI or it shall have reasonable cause to believe or it is aware of the fact that any of the undertakings or other obligations expressed to be assumed by or imposed on COHL under the Irrevocable Undertaking have not been complied with in any respect; or
- (c) there comes to the notice of COFI or it shall have reasonable cause to believe that (i) any of the representations or warranties given by the Company under the Underwriting Agreement was or is untrue, incorrect, incomplete or misleading in any material respect, or (ii) any event has occurred or matter has arisen, which, if it had occurred or arisen before the date of the Underwriting Agreement or before the dates or before any time on which the representations, warranties and undertakings are deemed to be given would render any of those representations, warranties or undertakings untrue, incorrect, incomplete or misleading in any material respect; or

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## LETTER FROM THE BOARD

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- (d) (i) the Prospectus Documents, when published, would contain information which would be untrue, inaccurate, incomplete or misleading in any material respect, (ii) matters have arisen or been discovered which would, if the Prospectus Documents were to be issued at the time, render any information contained therein to be untrue, inaccurate, incomplete or misleading in any material respect, (iii) matters have arisen or been discovered which would, if the Prospectus Documents were to be issued at the time, constitute a material omission therefrom, or (iv) there is any adverse change in the business or in the financial or trading position or prospects of the Group which in the reasonable opinion of COFI is material in the context of the issue of the Rights Shares; or
- (e) there develops, occurs, exists or comes into effect any events, including:
- (i) the introduction of any new law or regulation or any change in existing laws or regulations (or any change in the judicial interpretation thereof) whether in Hong Kong or the Cayman Islands; or
  - (ii) any adverse change or deterioration (whether or not permanent) in local, national or international economic, financial, political or military conditions or any event beyond the control of the Company; or
  - (iii) any adverse change or deterioration (whether or not permanent) in local, national or international securities market conditions; or
  - (iv) without prejudice to sub-paragraphs (ii) and (iii) above, the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange due to exceptional financial or political circumstances or otherwise; or
  - (v) any suspension in the trading of Shares on the Stock Exchange for a continuous period of ten (10) business days (other than any suspension for the purpose of obtaining clearance from the Stock Exchange for the publication of the Announcement or any other announcements relating to the Rights Issue),

and in the reasonable opinion of COFI (a) the success of the Rights Issue or the business or financial condition or prospects of the Group would be materially and adversely affected; or (b) which makes it inadvisable or inexpedient to proceed with the Rights Issue; or (c) which would have the effect of making any part of the Underwriting Agreement (including underwriting) incapable of performance in accordance with its terms.

**Upon the giving of notice of termination, all the liabilities of COFI and the Company under the Underwriting Agreement shall cease and terminate and no party shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (other than antecedent breaches). If COFI exercises such right, the Rights Issue will not proceed.**

### **WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES**

**As mentioned, the Rights Issue is conditional upon several conditions, set out in the section headed “Underwriting Arrangements — Conditions of the Rights Issue” above. The obligation of**

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## LETTER FROM THE BOARD

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COFI to underwrite the relevant Rights Shares is also conditional on (i) the satisfaction (or waiver) of, among other things, the conditions referred to in the section headed “Underwriting Arrangements — Conditions of the Rights Issue” above, and (ii) the Underwriting Agreement not being terminated by COFI in accordance with its terms. If the conditions are not fulfilled (or waived) or the Underwriting Agreement is terminated pursuant to its terms, the Rights Issue will not proceed.

The Shares have been dealt in on an ex-rights basis from Thursday, 7 April 2011. Dealings in the Rights Shares in the nil-paid form will take place from Tuesday, 19 April 2011 to Friday, 29 April 2011 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled (or waived), the Underwriting Agreement will terminate and the Rights Issue will not proceed. If the Underwriting Agreement is terminated by COFI, the Rights Issue also will not proceed.

Any Shareholder or other person contemplating selling or purchasing Shares or the Rights Shares in their nil-paid form and who is in any doubt about his position, is recommended to consult his professional adviser. Any Shareholder or other person dealing in Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which COFI’s right of termination of the Underwriting Agreement ceases) and any person dealing in the nil-paid Rights Shares during the period from Tuesday, 19 April 2011 to Friday, 29 April 2011 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders and potential investors should exercise caution in dealing in the securities of the Company.

### SHAREHOLDINGS IN THE COMPANY

	Existing shareholding as at the Latest Practicable Date		Immediately after completion of the Rights Issue (assuming all Rights Shares will be taken up by Qualifying Shareholders)		Immediately after completion of the Rights Issue (assuming no Rights Shares will be taken up by Qualifying Shareholders other than COHL and Silver Lot pursuant to the Irrevocable Undertaking and COFI will take up all unsubscribed Rights Shares pursuant to the Underwriting Agreement)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
COHL and Silver Lot	1,849,011,384	61.906	2,218,813,659	61.906	2,218,813,659	61.906
COFI	—	—	—	—	227,562,384	6.349
Directors	21,328,032	0.714	25,593,637	0.714	21,328,032	0.595
Public Shareholders	<u>1,116,483,882</u>	<u>37.380</u>	<u>1,339,780,661</u>	<u>37.380</u>	<u>1,116,483,882</u>	<u>31.150</u>
Total	<u>2,986,823,298</u>	<u>100.000</u>	<u>3,584,187,957</u>	<u>100.000</u>	<u>3,584,187,957</u>	<u>100.000</u>

### REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

COHL has offered its support to the Group for raising fund through the proposed Rights Issue. The Directors believe that the fund raising can augment the financial position of the Group to enable

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## LETTER FROM THE BOARD

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it to capture more investment opportunities of infrastructure projects in the PRC. The proposed Rights Issue can also enlarge the capital base of the Company. The Directors also believe that it would be in the interests of the Company and the Shareholders to raise long-term equity funding via the proposed Rights Issue to strengthen the Company's financial position and increase its general working capital for its future business development, whilst allowing all the Qualifying Shareholders the equitable opportunity to increase their investment in the Company and participate in the Company's prospects. **However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted.**

The Rights Issue will expand the Company's funding capability to enhance the Group's business. On this basis, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to raise capital through the Rights Issue.

The estimated net proceeds of the Rights Issue will not be less than approximately HK\$3,540 million and are intended to be used for further investment in infrastructure projects and for general working capital of the Group.

The estimated expenses of the Rights Issue (including professional fees and other related expenses) amount to approximately HK\$40 million and will be borne by the Company.

### **ADJUSTMENTS IN RELATION TO THE EXERCISE PRICE AND/OR NUMBER OF SHARE OPTIONS**

The Rights Issue, if it becomes unconditional, may lead to adjustments to the exercise price and/or the number of new Shares to be issued upon exercise of the outstanding Share Options. Pursuant to the terms of the Share Option Scheme, the Company will consult its auditor for the required adjustments and the holders of the Share Options will be informed of the required adjustments (if any) as soon as practicable. Further announcement will be made for adjustments to exercise price and/or number of the Share Options, if and when required and in accordance with the Listing Rules.

### **PREVIOUS FUND RAISING EXERCISE OF THE COMPANY**

The Company has not undertaken any equity fund raising exercise in the past 12 months ending on the Latest Practicable Date.

### **BUSINESS TREND AND FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

#### **Business trend**

The Group is currently adopting a dual-core business in infrastructure investment and construction business. Following the strategic principle of **“Cool response together with steady operation”**, the Group reacted in a timely manner to seize opportunities for sound development, actively devoted itself to it. The Group has gained remarkable results by leveraging upon complementary strengths and optimizing resources.

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## LETTER FROM THE BOARD

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In January 2011, the Group entered into a joint venture agreement with CSCECL in relation to the establishment of joint venture to participate in infrastructure construction project in the PRC.

### **Financial and trading prospects**

The global economic environment is still not fully recovered. The PRC Government will increase the scale of implementation of the affordable housing scheme. The Group will catch this business opportunities and continue to focus in the infrastructure projects investment. To ensure the sustainability in the Group's development and drive the transformation to investment business strategy, the Group will leverage upon its own strengths and the resources available to explore the investment opportunities in the infrastructure projects and affordable housing projects in the PRC. The Board is confident about the future prospects of the Group.

### **ADDITIONAL INFORMATION**

Your attention is also drawn to the additional information contained in the Appendices to this Prospectus.

Yours faithfully,  
By Order of the Board  
**China State Construction International Holdings Limited**  
**Kong Qingping**  
*Chairman and Non-executive Director*

**FINANCIAL INFORMATION SUMMARY**

Financial information of the Group for each of the years ended 31 December 2008, 2009 and 2010 is disclosed on pages 82 to 153 of the annual report of the Company for the year ended 31 December 2009 published on 15 April 2010 and pages 87 to 173 of the annual report of the Company for the year ended 31 December 2010 published on 14 April 2011 on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.csci.com.hk>).

**STATEMENT OF INDEBTEDNESS**

As at the close of business on 28 February 2011, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this Prospectus, the Group had outstanding secured bank loans and unsecured bank loans of approximately HK\$1,880,362,000 and HK\$2,500,000,000, respectively. As at 28 February 2011, the Group had outstanding loans from intermediate holding company of approximately HK\$2,470,537,000.

As at 28 February 2011, no leasehold land and buildings of the Group were pledged to a bank for banking facilities. As at 28 February 2011, certain subsidiaries' bank deposit of approximately HK\$6,420,000 had been pledged and the concession operating right with the carrying amount of HK\$3,953,376,000 was pledged for the secured bank loans.

As at 28 February 2011, the Group had the commitments contracted but not provided for the construction in progress and contribution to investee companies of approximately HK\$131,833,000 and HK\$278,147,000, respectively.

Save as abovementioned and apart from intra-group liabilities, as at the close of business on 28 February 2011, the Group did not have any outstanding mortgages, charges, debentures, or other loan capital or bank overdrafts, loans, debts securities or other similar indebtedness, liabilities under acceptances or acceptances credits or hire purchase commitments, or any guarantees or other material commitment or any material contingent liabilities.

**WORKING CAPITAL**

The Directors are of the opinion that after taking into account the Group's presently available banking facilities, internal resources and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital, in the absence of unforeseeable circumstances, to meet its present requirements for the next 12 months from the date of this Prospectus.

**MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2010 (being the date to which the latest published audited financial statements of the Company were made up).

**I. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET  
TANGIBLE ASSETS OF THE GROUP**

*The following unaudited pro forma financial information prepared in accordance with Paragraph 29 of Chapter 4 of the Listing Rules is for illustrative purposes only, and is set out here to provide Shareholders with further information about how the Rights Issue might have affected the net tangible assets of the Group after completion of the Rights Issue. Although reasonable care has been exercised in preparing the said information, Shareholders who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial position for the financial period concerned.*

**(1) Unaudited pro forma statement of adjusted consolidated net tangible assets of the Group**

The following is an illustrative unaudited pro forma statement of adjusted consolidated net tangible assets (the "Unaudited Pro Forma Financial Information") of the Group which has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Rights Issue as if it had taken place on 31 December 2010. The Unaudited Pro Forma Financial Information of the Group is prepared based on the audited consolidated net assets of the Group as at 31 December 2010, as extracted from the published annual report of the Group for the year ended 31 December 2010 and is adjusted for the effect of the Rights Issue.

The Unaudited Pro Forma Financial Information of the Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets attributable to owners of the Company following the Rights Issue.

Consolidated net assets attributable to owners of the Company as at 31 December 2010 (Audited) HK\$'000 (Note 1)	Intangible assets of the Group as at 31 December 2010 (Audited) HK\$'000 (Note 2)	Adjusted consolidated net tangible assets attributable to owners of the Company as at 31 December 2010 HK\$'000 (Note 3)	Estimated net proceeds from the Rights Issue (Unaudited) HK\$'000 (Note 4)	Pro forma adjusted consolidated net tangible assets attributable to owners of the Company after completion of the Rights Issue as at 31 December 2010 (Unaudited) HK\$'000
4,619,450	4,056,502	562,948	3,540,005	4,102,953

Unaudited pro forma  
adjusted consolidated net  
tangible assets per Share  
immediately after  
completion of the Rights  
issue (Note 5)

HK\$1.15

*Notes:*

1. The audited consolidated net assets attributable to owners of the Company as at 31 December 2010 is extracted from the published annual report of the Company for the year ended 31 December 2010.
2. Intangible assets of the Group as at 31 December 2010 comprised of goodwill arising from acquisition of associates included in the interests in associates, intangible asset and concession operating rights.
3. The adjusted consolidated net tangible assets attributable to owners of the Company as at 31 December 2010 represented the amount of the consolidated net assets attributable to owners of the Company as at 31 December 2010 excluding intangible assets of the Group as at 31 December 2010.
4. The estimated net proceeds from the Rights Issue of approximately HK\$3,540,005,000 are based on 595,891,765 Rights Shares to be issued at a subscription price of HK\$6.00 per Rights Share and after deduction of estimated related expenses of approximately HK\$35,346,000.
5. The calculation of the unaudited pro forma adjusted consolidated net tangible assets per Share is based on 3,575,350,590 Shares which comprise 2,979,458,825 Shares in issue as at 31 December 2010 and 595,891,765 Rights Shares to be issued.
6. The unaudited pro forma adjusted consolidated net tangible assets is prepared on the assumption that no exercisable Outstanding Options are exercised on or before the Record Date.
7. The above calculation has not taken into accounts of Shares issued from 1 January 2011 to the Record Date. If these Shares are taken into account, estimated net proceeds from the Rights Issue would have been increased to approximately HK\$3,548,621,000, the pro forma adjusted consolidated net tangible assets attributable to equity holders of the Company after Completion of the Rights Issue would have been approximately HK\$4,111,569,000 and the pro forma adjusted consolidated net tangible assets per Share immediately after Completion of the Rights Issue (based on 3,584,187,958 Shares which comprise 2,986,823,298 Shares in issue at the Record Date and 597,364,660 Rights Shares to be issued) would be HK\$1.15.

**II. ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL  
INFORMATION OF THE GROUP****TO THE DIRECTORS OF CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS  
LIMITED**

We report on the unaudited pro forma financial information of China State Construction International Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”), which has been prepared by the directors of the Company for illustrative purposes only, to provide information about how the proposed rights issue on the basis of one rights share for every five existing shares held, might have affected the financial information presented, for inclusion in Appendix II to the prospectus dated 15 April 2011 (the “Prospectus”) issued by Company. The basis of preparation of the unaudited pro forma financial information is set out on pages II-1 and II-2 to the Prospectus.

**RESPECTIVE RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND  
REPORTING ACCOUNTANTS**

It is the responsibility solely of the directors of the Company to prepare the unaudited pro forma financial information in accordance with paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants.

It is our responsibility to form an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

**BASIS OF OPINION**

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants. Our work consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the unaudited pro forma financial information with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the unaudited pro forma financial information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purpose of the unaudited pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

The unaudited pro forma financial information is for illustrative purpose only, based on the judgments and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of the financial position of the Group as at 31 December 2010, or any future date.

**OPINION**

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the unaudited pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

15 April 2011

## 1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, included particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

## 2. SHARE CAPITAL AND SHARE OPTIONS

### Share Capital

The authorised and issued share capital of the Company as at the Latest Practicable Date were, and immediately following the Rights Issue (assuming the Rights Issue becoming unconditional and 597,364,659 Rights Shares will be issued) will be, as follows:-

	<i>HK\$</i>
<i>Authorised:</i>	
60,000,000,000 ordinary shares of HK\$0.025 each	<u>1,500,000,000.000</u>
<i>Issued, to be issued and fully paid or credited as fully paid:</i>	
2,986,823,298 Shares in issue as at the Latest Practicable Date	74,670,582.450
597,364,659 Rights Shares to be issued pursuant to the Rights Issue	<u>14,934,116.475</u>
<i>Total:</i>	
3,584,187,957 Shares	<u><u>89,604,698.925</u></u>

All Existing Shares rank equally in all respects, including in particular as to dividend, voting rights and return on capital.

The Rights Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the Shares then in issue such that holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions the record dates of which are on or after the date of allotment of the Rights Shares.

The Shares are listed on the Stock Exchange. No part of the share capital or any other securities of the Company is listed or dealt in any other stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or any other securities of the Company to be listed or dealt in any other stock exchange.

Save as disclosed in this Prospectus, no share or loan capital of the Company has been put under option or agreed conditionally or unconditionally to be put under option and no warrant or conversion right affecting the Shares has been issued or granted or agreed conditionally or unconditionally to be issued or granted.

### Share Options

As at the Latest Practicable Date, there were 60,755,678 outstanding Share Options granted to eligible participants of the Share Option Scheme, to subscribe for an aggregate of 60,755,678 Shares, representing approximately 2.03% of the issued share capital of the Company. None of 60,755,678 outstanding Share Options was exercisable on or before the Record Date.

The following are details of the outstanding Share Options granted to the Directors and employees of the Group as at the Latest Practicable Date:

<b>No. of underlying shares comprised in the outstanding Share Options<sup>1</sup></b>	<b>Date of Grant<sup>1</sup></b>	<b>Vesting Period (both days inclusive)</b>	<b>Exercise Period (both days inclusive)</b>	<b>Exercise Price Per Share<sup>1</sup> (HK\$)</b>
6,918,717	14 September 2005	14 September 2005 to 13 September 2006	14 September 2006 to 13 September 2015	0.2345
9,628,728	14 September 2005	14 September 2005 to 13 September 2007	14 September 2007 to 13 September 2015	0.2345
12,625,780	14 September 2005	14 September 2005 to 13 September 2008	14 September 2008 to 13 September 2015	0.2345
12,643,735	14 September 2005	14 September 2005 to 13 September 2009	14 September 2009 to 13 September 2015	0.2345
18,938,718	14 September 2005	14 September 2005 to 13 September 2010	14 September 2010 to 13 September 2015	0.2345

*Notes:*

1. The exercise price of such Share Options was adjusted from HK\$0.2475 per Share to HK\$0.2345 per Share on 1 September 2009 immediately after completion of a rights issue by the Company.
2. HK\$1 was paid by each grantee upon acceptance of the Share Options granted.

**3. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE**

<b>Registered office</b>	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
<b>Principal place of business in Hong Kong</b>	28th Floor China Overseas Building 139 Hennessy Road Wanchai Hong Kong
<b>Authorised representatives</b>	Mr. Kong Qingping Mr. Zhou Yong
<b>Company secretary</b>	Ms. Tse Sui Ha (an associate member of both of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators)
<b>Underwriter</b>	COFI
<b>Legal advisers to the Company</b>	<i>As to Hong Kong law:</i> Mayer Brown JSM 16th - 19th Floors Prince's Building 10 Chater Road Central Hong Kong  <i>As to Cayman Islands law:</i> Conyers Dill & Pearman Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
<b>Auditor</b>	Deloitte Touche Tohmatsu Certified Public Accountants 35/F, One Pacific Place 88 Queensway Hong Kong

**Hong Kong Branch Share Registrar  
and Transfer Office**

Tricor Standard Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Hong Kong

**Principal bankers**

Agricultural Bank of China Limited  
Hong Kong Branch  
23/F, Tower 1, Admiralty Center  
18 Harcourt Road  
Hong Kong

Bank of China (Hong Kong) Limited  
10/F, Bank of China Tower  
1 Garden Road  
Hong Kong

Bank of Communications Co., Ltd.  
Hong Kong Branch  
20 Pedder Street  
Central  
Hong Kong

BNP Paribas Hong Kong Branch  
63/F, Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

China Construction Bank Corporation  
Hong Kong Branch  
44-45/F, Tower One Lippo Centre  
89 Queensway  
Admiralty  
Hong Kong

Standard Chartered Bank (Hong Kong) Limited  
13/F, Standard Chartered Bank Building  
4-4A Des Voeux Road  
Central  
Hong Kong

The Bank of East Asia, Limited  
10 Des Voeux Road Central  
Hong Kong

The Hongkong and Shanghai Banking  
Corporation Limited  
HSBC Main Building  
1 Queen's Road Central  
Hong Kong

Wing Lung Bank, Limited  
45 Des Voeux Road Central  
Hong Kong

#### 4. PARTICULARS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographies of the Directors and the senior management of the Group are set out below:

##### BOARD OF DIRECTORS

###### **Mr. Kong Qingping**

*Chairman and Non-executive Director, Chairman of Remuneration Committee,  
Chairman of Nomination Committee*

Mr. Kong, aged 55, was appointed as Director of the Company on 21 April 2004 and subsequently appointed as Chairman and designated as a Non-executive Director of the Company on 1 June 2005. Mr. Kong holds a bachelor degree in Engineering from Harbin University of Civil Engineering and Architecture, a degree of Executive Master of Business Administration from Harbin Institute of Technology and is a fellow member of the Chartered Institute of Building (UK). Mr. Kong is a guest professor at Harbin Institute of Technology and at Hong Kong Polytechnic University. Mr. Kong joined CSCEC in 1982 and was seconded to Hong Kong in 1987. He has been a director of certain subsidiaries of the Group since 1996. Mr. Kong has more than 29 years' extensive experience in management of corporate affairs and construction projects. Currently, Mr. Kong is the Vice President of CSCECL (Listed on The Shanghai Stock Exchange, code : 601668), a director of COHL and its certain subsidiaries, the Chairman of COLI, and the Honorable Chairman (but not a Director) of China Overseas Grand Oceans Group Limited ("COGO"). Mr. Kong also acted as Chief Executive of COLI from 2001 to May 2007. COLI and COGO are companies listed on the main board of the Stock Exchange. In 2006, Mr. Kong was appointed as a member of the Expert Committee of the Ministry of Construction in Residential Development and Industrial Modernization Technology, and was awarded the "Director of the Year Award — Executive Director of Listed Companies (SEHK — Non Hang Seng Index Constituents)" by The Hong Kong Institute of Directors. Mr. Kong is currently a Vice Chairman of the Hong Kong Chinese Enterprises Association and was appointed in January 2008 as a National Committee Member of the Chinese People's Political Consultative Conference and a Standing Committee Member of Chong Qing Committee of Chinese Political Consultative Conference.

**Mr. Zhou Yong**

*Vice-chairman and Chief Executive Officer,*

*Nomination Committee Member*

Mr. Zhou, aged 40, was appointed as a Director of the Company on 21 April 2004 and subsequently was designated as an Executive Director and Vice-chairman of the Board of Directors of the Company on 1 June 2005 and 9 June 2005 respectively. Mr. Zhou graduated from Changsha Academy of Military Engineering and University of South Australia. He is Fellow of The Chartered Institute of Building (UK) and The Institution of Civil Engineers (UK). Mr. Zhou joined CSCEC in 1994 and was seconded to the Group in 1996. He has been a director of certain subsidiaries of the Group since 2001. Mr. Zhou was awarded the “Director of the Year Award — Executive Director of Listed Companies (SEHK — Non Hang Seng Index Constituents)” by The Hong Kong Institute of Directors in 2009. Mr. Zhou has more than 18 years’ construction, project and corporate management experience in Mainland China and Hong Kong, in particular, specializes in investment and development new business startup, formulating and executing business strategies for companies. He oversees the overall operation of the Group.

**Mr. Yip Chung Nam**

*Executive Director*

Mr. Yip, aged 61, 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 COLI from 1993 to 2005. He has been a director of certain subsidiaries of the Group since 1996. He has over 37 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 65th Council of the Hong Kong Construction Association.

**Mr. Zhang Yifeng**

*Executive Director,*

*Nomination Committee Member*

Mr. Zhang, aged 56, was appointed as an Executive Director of the Company on 21 October 2009. Mr. Zhang graduated from Logistical Engineering University of PLA and Murdoch University (Australia). He is a member of the Hong Kong Institute of Engineers. Mr. Zhang joined the Group in 1993 and was appointed as deputy general manager of the Company in September 2005. Mr. Zhang has been a director of certain subsidiaries of the Group since 2004. He has over 33 years’ experience in construction engineering and project management.

**Mr. Cheong Chit Sun***Executive Director*

Mr. Cheong, aged 59, was appointed as an Executive Director of the Company on 12 October 2005. Mr. Cheong graduated from the Hong Kong Baptist University (formerly known as Hong Kong Baptist College) and the University of Hull (UK) and obtained a PhD Degree from University of Loughborough (UK). He is Fellow of The Institution of Civil Engineers (UK) and a member of The Hong Kong Institution of Engineers. Mr. Cheong joined the Group in 2003. He has been a director of certain subsidiaries of the Group since 2004. Mr. Cheong has over 37 years' experience in engineering, construction and project management in Hong Kong and overseas.

**Mr. Zhou Hancheng***Executive Director and Financial Controller*

Mr. Zhou, aged 41, was appointed as a Director of the Company on 21 April 2004 and subsequently was designated as an Executive Director of the Company on 1 June 2005. Mr. Zhou graduated from Shanghai University of Finance and Economics, holds a degree of Master of Business Administration from The University of Sheffield (UK) and was awarded the title of Senior Accountant. He is Fellow of the Association of Chartered Certified Accountants. Mr. Zhou joined the Group in 1992. He has been a director and the financial controller of certain subsidiaries of the Group since 2003. Mr. Zhou has over 15 years' experience in corporate finance, financial accounting and investment management.

**Mr. Tian Shuchen***Executive Director*

Mr. Tian, aged 45, was appointed as an Executive Director of the Company on 12 August 2010. Mr. Tian graduated from Dalian University of Technology. He is a member of the Chartered Institute of Building (UK). Mr. Tian joined CSCEC in 1988 and was seconded to the Group in 1991. He has been a director of certain subsidiaries of the Group since 2003. Mr. Tian has over 20 years' experience in construction engineering and project management.

**Dr. Raymond Ho Chung Tai** *SBS, MBE, S.B. St. J., JP**Independent Non-executive Director, Chairman of the Audit Committee,  
Remuneration Committee Member, Nomination Committee Member*

Dr. Ho, aged 72, was appointed as an Independent Non-executive Director of the Company on 1 June 2005. Dr. Ho holds a Doctorate in Civil Engineering from the City University of London, UK, an Honorary Doctorate in Business Administration from the City University of Hong Kong, an Honorary Doctorate in 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's 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 held major positions in many organizations such as President of the Hong Kong Institution of Engineers, Council Chairman of the City University of Hong Kong and 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, second and third Legislative Council (Engineering Functional Constituency) and the Provisional Legislative Council, Chairman of the Transport Advisory Committee, 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 such as the Maunsell Consultants Asia Ltd in addition to its international company Guy Maunsell International Ltd from January 1976 to August 1993. Currently, Dr. Ho is Board Member of the Airport Authority, Member of the Commission on Strategic Development, Chairman of Infrastructure Development Advisory Committee of Hong Kong Trade Development Council, and Chairman of Guangdong Daya Bay Nuclear Plant and Lingao Nuclear Plant Safety Consultative Committee. He is also Member of the fourth Legislative Council (Engineering Functional Constituency), director of various private companies in Hong Kong, and Independent Non-executive Director of Deson Development International Holdings Limited and GCL-Poly Energy Holdings Ltd., companies listed on the main board of the Stock Exchange.

**Mr. Adrian David Li Man Kiu JP**

*Independent Non-executive Director, Audit Committee Member,  
Remuneration Committee Member, Nomination Committee Member*

Mr. Li, aged 37, was appointed as an Independent Non-executive Director of the Company on 1 June 2005. Mr. Li holds a Master's Degree in Management from Kellogg School of Management, Northwestern University, Evanston, Illinois, US, and a Master of Arts Degree and a Bachelor of Arts Degree in Law from the University of Cambridge, UK. He is a member of The Law Society of England and Wales, and The Law Society of Hong Kong. Mr. Li is the Deputy Chief Executive of The Bank of East Asia, Limited and is in charge of the overall management of the Bank's business activities in Hong Kong. He is currently a member of the Guangdong Provincial Committee of the Chinese People's Political Consultative Conference ("CPPCC"), PRC and was formerly a member of the Ninth and Tenth Guangzhou Committees of the CPPCC. He is also a member of the All-China Youth Federation, the Deputy Chairman of the Beijing Youth Federation and a Counsellor of the Hong Kong United Youth Association. In addition, he is a Council Member of the Vocational Training Council and the Chairman of its Banking and Finance Industry Training Board, a Board Member of The Community Chest of Hong Kong, and a member of the Mandatory Provident Fund Industry Schemes Committee of the Mandatory Provident Fund Schemes Authority. Mr. Li is an Independent Non-executive Director and Audit Committee Chairman of Sino Land Company Limited, Tsim Sha Tsui Properties Limited and Sino Hotels (Holdings) Limited. He is also an Alternate Independent Non-executive Director of San Miguel Brewery Hong Kong Limited and an Alternate Director of AFFIN Holdings Berhad. The aforesaid companies are all listed on the main board of the Stock Exchange, except AFFIN Holdings Berhad which is listed on the main board of the Malaysia Stock Exchange.

**Dr. Raymond Leung Hai Ming**

*Independent Non-executive Director, Audit Committee Member,  
Remuneration Committee Member, Nomination Committee Member*

Dr. Leung, aged 56, was appointed as an Independent Non-executive Director of the Company on 1 June 2005. Dr. Leung holds doctorate degree in Information Engineering from Chinese University of Hong Kong and a bachelor degree in Applied Science in Civil Engineering and a Master degree in Applied Science. Dr. Leung is Fellow of The Hong Kong Institution of Engineers, Hong Kong Institute of Arbitrators, Hong Kong Institute of Construction Managers, American Society for Civil Engineers, Institution of Civil Engineers (UK) and Senior Member of Institute of Electrical and Electronics Engineers. He has more than 34 years of experience in engineering, investment, construction and project management. Dr. Leung had been a non-executive director of Continental Holdings Limited in the last three years. Currently, he is director of various private companies in Hong Kong and independent non-executive director of Elec & Eltek International Company Limited, a company listed on the main board of Singapore Exchange Limited. Dr. Leung is also the chief executive officer of C & L Holdings Ltd engaging in investment and business consultancy.

**Mr. Lee Shing See** *GBS, OBE, JP*

*Independent Non-executive Director, Audit Committee Member,  
Remuneration Committee Member, Nomination Committee Member*

Mr. Lee, aged 69, was appointed as an Independent Non-executive Director of the Company on 1 September 2005. Mr. Lee graduated from the University of Hong Kong in 1964. He is Fellow of both The Hong Kong Institution of Engineers and The Institution of Civil Engineers (UK). Mr. Lee joined The Hong Kong Government since he graduated from the University. He was the Director of Territory Development from the period of August 1994 to August 1999 and the Secretary for Works from the period of August 1999 to August 2002 (including 2 months as a Permanent Secretary). He is a Director of the Hong Kong Cyberport Management Company Limited, a Member of the Development Committee of the West Kowloon Cultural District Authority, a Chairman of the Construction Industry Council, a member of Environmental Impact Assessment Appeal Board Panel and the Convenor of the Panel on Promoting Testing and Certification Services in Construction Materials Trade. Mr. Lee has over 45 years' experience in engineering and construction. He is an independent non-executive director of Chun Wo Holdings Limited, a company listed on the main board of the Stock Exchange.

**SENIOR MANAGEMENT****Mr. Hung Cheung Shew**

*Deputy General Manager*

Mr. Hung, aged 52, graduated from the Plymouth Polytechnic (UK). Mr. Hung is a member of the Hong Kong Institution of Engineers and the Institution of Structural Engineers (UK). Mr. Hung joined the Group in 1996. He has been a director of certain subsidiaries of the Group since 2000. Mr. Hung has over 29 years' experience in construction management and planning. He is responsible for the Group's joint venture construction management, building construction and mechanical and electrical engineering operations.

**Mr. Pan Shujie***Deputy General Manager*

Mr. Pan, aged 46, graduated from the Southeast University (formerly known as Nanjing Institute of Technology) and the University of Warwick (UK). Mr. Pan is a member of the Hong Kong Institute of Engineers and a member of the Chartered Institute of Building (UK). Mr. Pan joined CSCEC in 1987 and was seconded to the Group in 1991. He has been a director of certain subsidiaries of the Group since 1999. Mr. Pan has over 19 years' experience in civil project management. He is responsible for the Group's civil engineering and foundation engineering operations.

**Mr. Jiang Shaojie***Deputy General Manager*

Mr. Jiang, aged 47, graduated from Shenyang Architectural and Civil Engineering University and Sheffield Hallam University (UK). Mr. Jiang is a member of China Civil Engineering Society and a member of Chartered Quality Institute. Mr. Jiang joined CSCEC in 1988 and was seconded to the Group in 1991. He has been a director of certain subsidiaries of the Group since 2003. Mr. Jiang has over 28 years' experience in construction engineering and project management. He is responsible for the Group's integrated management on quality and technology.

**Mr. Wong Wing Yuk***Assistant General Manager*

Mr. Wong, aged 53, graduated from the Plymouth Polytechnic (UK) and obtained the MBA degree from Southern Illinois University (US). Mr. Wong is a fellow member of the Hong Kong Institution of Engineers, a chartered engineer of the Engineering Council and a fellow member of the Institution of Civil Engineers. Mr. Wong joined the Group in 1990. He has been a director of certain subsidiaries of the Group since 2000. Mr. Wong has over 24 years' experience in construction engineering and contract management. He assists in managing the Group's overseas operations.

**Mr. Wu Mingqing***Assistant General Manager*

Mr. Wu, aged 46, graduated from Shanxi University of Finance and Economics and obtained a degree of Executive Master of Business Administration from Nankai University. Mr. Wu joined CSCEC in 1986 and was seconded to the Group in 2000. He has been a director of certain subsidiaries of the Group since 2002. Mr. Wu has over 24 years' experience in finance management, construction engineering and project management. He assists in managing the Group's construction operation in Mainland China.

**Mr. Zhou Wenbin***Deputy Financial Controller*

Mr. Zhou, aged 44, graduated from Zhongnan University of Economics and Law, obtained a Master Degree from Huazhong University of Science and Technology and was awarded the titles of Senior Accountant and Senior Economist. Mr. Zhou joined China Overseas Holdings Group in 1999 and was seconded to the Group in 2005. He has been a director of certain subsidiaries of the Group since 2005. Mr. Zhou has over 22 years' experience in corporate finance, accounting and investment management. He assists in managing the Group's financial management.

**Mr. Zhao Xiaoqi***Assistant General Manager*

Mr. Zhao, aged 37, graduated from Tsing Hua University and obtained the MBA degree from Renmin University of China. Mr. Zhao joined CSCEC in 1997 and was seconded to the Group in 2001. He has been a director of certain subsidiaries of the Group since 2010. Mr. Zhao has over 14 years' experience in human resources management and personnel administration. He is responsible for the Group's human resources management.

**Mr. Lau Wing Shing***Assistant General Manager*

Mr. Lau, aged 51, graduated from the University of Warwick (UK). Mr. Lau is a fellow of the Chartered Institute of Building (UK), a fellow of the Chartered Management Institute (UK), a fellow of the Institute of Clerks of Works of Great Britain Incorporated (UK) and an associate of Chartered Institute of Arbitrators (UK). He is also a member of the Hong Kong Institute of Engineers, a member of the Hong Kong Institute of Surveyors, a member of the Royal Institution of Chartered Surveyors, the Association of Cost Engineers (UK) and the Registered Professional Engineer (Building) of the Hong Kong Engineers Registration Board. Mr. Lau is currently appointed by Planning and Lands Branch, Development Bureau as a member of the Appeal Tribunal Panel (Buildings Ordinance). Mr. Lau joined the Group in 1989. He has been a director of certain subsidiaries of the Group since 1996. Mr. Lau has over 29 years' experience in contract and project management. He assists in managing the Group's building construction and mechanical & electrical engineering operations.

**Mr. Chan Wai Hung***General Manager of Civil Engineering Department*

Mr. Chan, aged 53, graduated from Hong Kong Baptist University (formerly known as Hong Kong Baptist College) and City University of Hong Kong. Mr. Chan is a member of The Hong Kong Institution of Engineers and Registered Professional Engineer (Civil) of the Hong Kong Engineers Registration Board. He is also a Chartered Engineer of The Engineering Council (UK) and member of The Institution of Civil Engineers. Mr. Chan is appointed by Development Bureau as a member of

Review Panel under the Land (Miscellaneous Provisions) Ordinance. He joined the Group in 1989 and has been a director of certain subsidiaries of the Group since 1998. Mr. Chan has over 31 years' experience in contract and project management. He assists in managing the Group's civil engineering operations.

**Mr. Qin Jidong**

*Deputy Chairman of CSHK Dubai Contracting LLC*

Mr. Qin, aged 42, graduated from the Tianjin University and the Loughborough University (UK). Mr. Qin joined the Group in 1996. He has been a director of certain subsidiaries of the Group since 2004. Mr. Qin has over 19 years' experience in international construction project management. He is responsible for the Group's operations in Dubai.

**Mr. Chan Sim Wang**

*Qualified Accountant and Deputy General Manager of Finance and Treasury Department*

Mr. Chan, aged 42, graduated from Hong Kong Baptist University (formerly known as Hong Kong Baptist College). Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and Fellow of the Association of Chartered Certified Accountants. He joined the Group in 1997. Mr. Chan has over 18 years' experience in finance management, accounting and audit fields.

The business address of the Directors and the senior management of the Group is the same as the address of the Company's principal place of business in Hong Kong, i.e. 28th Floor China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong.

**5. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

## Long Position in Shares and underlying shares of the Company

Name of Directors	Number of Shares in the Company held		Total	% of Shares in the Company in issue <sup>3</sup>
	Personal interests <sup>1</sup>	Share Options <sup>2</sup>		
Kong Qingping	2,988,800	3,160,834	6,149,634	0.206
Zhou Yong	4,228,150	921,910	5,150,060	0.172
Yip Chung Nam	4,292,317	—	4,292,317	0.144
Zhang Yifeng	580,000	58	580,058	0.019
Cheong Chit Sun	1,662,305	395,104	2,057,409	0.069
Zhou Hancheng	3,296,367	614,606	3,910,973	0.131
Tian Shuchen	4,280,093	—	4,280,093	0.143
Raymond Ho Chung Tai	—	878,010	878,010	0.029
Adrian David Li Man Kiu	—	878,010	878,010	0.029
Raymond Leung Hai Ming	—	878,010	878,010	0.029
Lee Shing See	—	878,010	878,010	0.029

## Notes :

1. This represents interests held by the relevant Director as a beneficial owner.
2. This represents interests in Share Options held by the relevant Director as a beneficial owner to subscribe for the relevant underlying Shares in respect of the option shares granted by the Company under the Share Option Scheme. The exercise price before adjustment for the open offer made on 10 September 2007 was HK\$1.03 (the granted price). The exercise for the share options was adjusted to HK\$0.99 per Share immediately after the said open offer. Immediately after the share subdivision approved on 12 June 2008, the exercise price for the share options was adjusted to HK\$0.2475 per Share. Immediately after completion of a rights issue by the Company on 1 September 2009, the exercise price for the share options was adjusted to HK\$0.2345 per Share. The vesting period is from 14 September 2005 to 13 September 2010 (both days inclusive) and the exercise period is from 14 September 2006 to 13 September 2015 (both days inclusive). 20% can be exercised annually ("Limit") from 14 September 2006. Unexercised portion of the Limit (if any) can be exercised in the remaining exercise period and will not be included in calculating the Limit of the relevant year. It can be fully exercised from 14 September 2010 to 13 September 2015 (both days inclusive).
3. The percentage is based on the total number of Shares of the Company in issue as at the Latest Practicable Date (i.e. 2,986,823,298 Shares).

## Long positions in shares and underlying shares of associated corporation - COLI

Name of Directors	Number of ordinary shares in COLI held	Number of underlying shares in COLI held under equity derivatives	Total	% of shares in issue <sup>3</sup>
	Personal interests <sup>1</sup>	Share options <sup>2</sup>		
Kong Qingping	7,435,760	1,359,334	8,795,094	0.108
Zhou Yong	388,381	—	388,381	0.005
Yip Chung Nam	2,708,564	—	2,708,564	0.033
Cheong Chit Sun <sup>4</sup>	206,113	—	206,113	0.003

*Notes :*

1. This represents interests held by the relevant Director as a beneficial owner.
2. This represents interests in share options held by the relevant Director as a beneficial owner to subscribe for the relevant underlying ordinary shares of COLI in respect of the option shares granted by COLI. The exercise price for the share options was HK\$1.13 per share before adjustment for an open offer by COLI. Immediately after the adjustment on 3 February 2009, the exercise price for the share options is HK\$1.118 per share. The vesting period is from 18 June 2004 to 17 June 2009 (both days inclusive) and the exercise period is from 18 June 2005 to 17 June 2014 (both days inclusive). 20% can be exercised annually ("Limit") from 18 June 2005. Unexercised portion of the Limit (if any) can be exercised in the remaining exercise period and will not be included in calculating the Limit of the relevant year. It can be fully exercised from 18 June 2009 to 17 June 2014 (both days inclusive).
3. The percentage is based on the total number of ordinary shares of COLI in issue as at the Latest Practicable Date (i.e. 8,172,519,077 ordinary shares).
4. Amongst the total number of 206,113 shares in COLI held by Mr. Cheong Chit Sun, 205,713 shares in COLI was held as personal interest and 400 shares in COLI was held as family interest.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company hold any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules, to be notified to the Company and the Stock Exchange.

## 6. SUBSTANTIAL SHAREHOLDERS' INTERESTS

### Substantial shareholders of the Company

As at the Latest Practicable Date, according to the register kept by the Company under Section 336 of the SFO, the following persons and companies (other than a Director or chief executive of the Company) had an interest or short position in the shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

### Long positions in shares and underlying shares of the Company

Name of Shareholders	Number of shares in the Company held	Number of Rights Shares to be taken up	Total	% of shares in the Company in issue <sup>1</sup>
COHL	1,849,011,384 <sup>2</sup>	597,364,659 <sup>3</sup>	2,446,376,043	81.91
CSCECL <sup>4</sup>	1,849,011,384	597,364,659	2,446,376,043	81.91
CSCEC <sup>4</sup>	1,849,011,384	597,364,659	2,446,376,043	81.91
COFI <sup>5</sup>	—	227,562,384	227,562,384	7.62

#### Notes :

1. The percentage is based on the total number of Shares in issue as at the Latest Practicable Date (i.e. 2,986,823,298 Shares).
2. Amongst the total number of 1,849,011,384 Shares held by COHL, 1,768,896,091 Shares were held as beneficial owner while the balance of 80,115,293 Shares were interests of controlled corporations.
3. These include (a) an interest in 227,562,384 Rights Shares derived from the obligations of COFI under the Underwriting Agreement; and (b) an interest in 369,802,275 Rights Shares derived from the obligations of COHL to undertake to apply for, and procure Silver Lot to apply for the entire number of Rights Shares, in the provisional allotments in which COHL and Silver Lot are beneficially interested pursuant to the Irrevocable Undertaking.
4. COHL is a direct wholly-owned subsidiary of CSCECL, which in turn is a direct 54.07% owned subsidiary of CSCEC, thus CSCEC and CSCECL are deemed by the SFO to be interested in the long position and short position in which COHL is or is taken to be interested.
5. COFI is interested in 227,562,384 Rights Shares in light of its obligations to underwrite such Rights Shares pursuant to the Underwriting Agreement.

As at the Latest Practicable Date, none of the Directors or proposed Directors was a director or employee of a company which had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**Substantial shareholders of other members of the Group**

As at the Latest Practicable Date, so far as is known to the Directors, the following persons and companies (other than a Director or chief executive of the Company) were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group (other than the Company):

<b>Name of Subsidiaries</b>	<b>Name of substantial shareholders</b>	<b>% of shareholdings</b>
China Overseas Installation Works Limited	Shanghai Industrial Equipment Installation Corp.	35
泰興市浩通七圩汽渡運輸有限公司	泰興市泰通投資發展有限公司	30
深圳路安特瀝青高新技術有限公司	Color Joy Limited	17.94

Save as disclosed in this Prospectus, as at the Latest Practicable Date, so far as the Directors and chief executive of the Company were aware, there were no persons other than the Directors or chief executive of the Company, who have an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group (other than the Company).

**7. SERVICE CONTRACTS**

As at the Latest Practicable Date, no Director had any existing or proposed service contract with any member of the Group which is not expiring or determinable by the Company within one year without the payment of compensation other than statutory compensation.

**8. INTERESTS IN CONTRACT OR ARRANGEMENT**

None of the Directors is materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group taken as a whole.

**9. INTERESTS IN ASSETS**

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2010, being the date to which the latest published audited financial statements of the Company were made up.

**10. LITIGATION**

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

**11. EXPERT AND CONSENT****(a) Qualification of expert**

The following are the qualifications of the expert who has given its opinions or advice which are contained in this Prospectus:

<b>Name</b>	<b>Qualification</b>
Deloitte Touche Tohmatsu	Certified Public Accountants

**(b) Consent of expert**

Deloitte Touche Tohmatsu has given and has not withdrawn their written consent to the issue of this Prospectus with the inclusion herein of their accountants' report on the unaudited pro forma financial information of the Group dated 15 April 2011 and the references thereto and to their name in the form and context in which they are included. The said report from Deloitte Touche Tohmatsu is given as of the date of this Prospectus for incorporation herein.

**(c) Interests of expert**

Deloitte Touche Tohmatsu has informed the Company that they were not interested in any securities of any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group nor did they had any direct or indirect interest in any assets which had been, since 31 December 2010 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by, or leased to, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.

**12. MATERIAL CONTRACTS**

The following contracts (not being entered into in the ordinary course of business) have been entered into by the members of the Group within two years immediately preceding the date of this Prospectus and which are or may be material:

- (a) an underwriting agreement dated 16 July 2009 entered into between the Company and COFI in relation to the underwriting and certain other arrangements in respect of the issue by way of rights of one rights share of the Company for every five existing shares of the Company at the subscription price of HK\$2.79 per rights share of the Company. The underwriter's commission payable to COFI under such underwriting agreement was 2.5% of the aggregate subscription price in respect of the 182,020,601 rights shares being underwritten;

- (b) an agreement dated 10 December 2009 entered into between 中建陽泉基礎設施投資有限公司 (China Construction Yangquan Infrastructure Investment Ltd.\*) (“**CCII**”, a wholly owned subsidiary of the Company) and 山西省陽泉市人民政府 (Shanxi Province Yangquan Municipal People’s Government) (“**Yangquan Government**”) in relation to the operation of a project involving, among other things, a highway in Yangquan City, Shanxi Province, the PRC, through the granting of the concession right by the Yangquan Government to CCII for 30 years on a Build-Operate-Transfer basis with an estimated total investment costs of RMB1.84 billion (equivalent to approximately HK\$2.09 billion);
- (c) a subscription agreement dated 7 February 2010 entered into between China State Construction Limited (“**CSC**”, a wholly owned subsidiary of the Company), Cosy Good Limited, Somercotes Limited, Yang Shao Ming, Yang Longfei, Lerthai International Holdings Limited, Skyjoy Assets Management Limited (“**Skyjoy**”) and 石家莊勒泰房地產開發有限公司 (as amended and supplemented by amendment agreements dated 31 May 2010 and 8 July 2010 among the same parties) in relation to, among other things, the subscription for a guaranteed secured convertible bonds issued by Skyjoy (“**Bonds**”) due 2015 in the aggregate principal amount of HK\$400,000,000 (HK\$200,000,000 of which were subscribed by CSC) convertible into 3,600 shares of US\$1.00 each in the share capital of Skyjoy, representing 36% of the issued share capital of Skyjoy, and in relation to the Bonds subscribed by CSC, 1,800 shares of US\$1.00 each representing 18% of the issued share capital of Skyjoy on a fully diluted basis;
- (d) an agreement dated 7 May 2010 entered into between CSCECL (as vendor) and the Company (as purchaser) in relation to the acquisition of all the investments made by CSCECL into 陽泉市陽五高速公路投資管理有限公司 (Yangquan Yangwu Expressway Investment Management Limited) (“**Yangquan Yangwu**”) whose principal activities are the investment in and operation, repair and maintenance and construction of, the Yanquan Yangwu Expressway (Yangquan to Yu Xian section), the PRC, comprising the entire registered capital of Yangquan Yangwu and all the related shareholder’s loan advanced to Yangquan Yangwu for a consideration of RMB1,280 million;
- (e) an agreement dated 30 September 2010 between Peak Top Enterprises Limited (“**Peak Top**”) an indirect wholly-owned subsidiary of COLI (as the seller) and China Construction Engineering (Macau) Company Limited, an indirect wholly-owned subsidiary of the Company (as the purchaser) in relation to the sale and purchase of a 15% interest in the entire registered capital in Omar Property Development Company Limited (“**Omar Property**”) (an indirect wholly-owned subsidiary of COLI and is 35% owned by Peak Top) and a shareholder’s loan in the amount of approximately HK\$102 million (being 15% of the total amount of shareholder’s loan of approximately HK\$680 million owing from Omar Property to all its shareholders as at the date of the agreement) for a cash consideration of approximately HK\$264 million;
- (f) an agreement dated 30 September 2010 between China Overseas Road & Bridge Holdings Limited, an indirect wholly-owned subsidiary of COLI (as vendor) and Ever Power Group Limited, an indirect wholly-owned subsidiary of the Company (as purchaser) in relation to

the sale and purchase of 100% of the issued share capital of China Overseas Technology Holdings Limited (“COTHL”) and the loan of an amount of approximately HK\$910 million owing by COTHL to COLI and its subsidiaries as at completion and as at the date of the agreement for a cash consideration of HK\$1,690 million; and

- (g) the Underwriting Agreement.

### **13. MISCELLANEOUS**

- (a) The expenses in connection with the Rights Issue, including underwriting commissions, printing, registration, legal, professional and accounting charges are estimated to amount to approximately HK\$40 million and will be payable by the Company.
- (b) The English text of this Prospectus, the PAL and the EAF shall prevail over the Chinese text in the case of any inconsistency.

### **14. DOCUMENTS DELIVERED TO THE REGISTRARS OF COMPANIES**

A copy of this Prospectus, the PAL, the EAF and the written consent given by Deloitte Touche Tohmatsu as referred to in the paragraph headed “Expert and Consent” in this Appendix have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance.

### **15. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at 28th Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong, except public holidays, from the date of this Prospectus up to and including 29 April 2011:

- (a) the memorandum and articles of association of the Company;
- (b) the material contracts referred to in the section headed “Material Contracts” of this Appendix;
- (c) the annual reports of the Company for the financial years ended 31 December 2009 and 2010 respectively;
- (d) the report from Deloitte Touche Tohmatsu dated 15 April 2011 on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this Prospectus;
- (e) the written consent referred to in section headed “Expert and Consent” of this Appendix; and
- (f) this Prospectus.