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

If you have sold or transferred all your shares in **China State Construction International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

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

A notice convening the Annual General Meeting to be held as an electronic meeting via the eVoting Portal on Friday, 13 June 2025 at 3:00 p.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the Annual General Meeting via the eVoting Portal, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting, i.e. by no later than 3:00 p.m. on Wednesday, 11 June 2025. Completion and return of the form of proxy will not preclude you from attending and voting via the eVoting Portal at the Annual General Meeting should you so wish.

30 April 2025

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DEFINITIONS

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

“Annual General Meeting”	annual general meeting of the Company to be held on Friday, 13 June 2025 at 3:00 p.m., or any adjournment thereof
“Articles”	Articles of Association of the Company as may be amended from time to time
“Board”	board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“COHL”	China Overseas Holdings Limited (中國海外集團有限公司), a company incorporated in Hong Kong with limited liability, being a wholly owned subsidiary of CSCECL and the controlling shareholder of the Company
“Company”	China State Construction International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange (stock code: 3311)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSCEC”	中國建築集團有限公司(China State Construction Engineering Corporation*), a limited liability corporation organised and existing under the laws of the People’s Republic of China, being the ultimate holding company of the Company
“CSCECL”	中國建築股份有限公司 (China State Construction Engineering Corporation Limited), a joint stock limited company established in the PRC whose shares are listed on the Shanghai Stock Exchange (stock code: 601668), being a non-wholly owned subsidiary of CSCEC, and an associated corporation of the Company within the meaning of Part XV of the SFO
“Director(s)”	director(s) of the Company
“eVoting Portal”	electronic platform for the registered Shareholders, proxies and corporate representatives attending the Annual General Meeting via internet
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate given to the Directors to exercise the power of the Company to allot, issue and deal with further Shares (including sale or transfer of treasury shares) up to 10% of the total number of Shares in issue at the date of the passing of the relevant resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution)
“Latest Practicable Date”	22 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate given to the Directors to exercise the power of the Company to repurchase the fully paid up Shares of up to 10% of the total number of Shares in issue at the date of the passing of the relevant resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs
“treasury shares”	treasury shares of the Company and has the meaning ascribed to it under the Listing Rules
“%”	per cent.

* English or Chinese translation, as the case may be, is for identification only.

SPECIAL ARRANGEMENTS FOT THE ANNUAL GENERAL MEETING

All registered Shareholders will be able to join the Annual General Meeting via the eVoting Portal. The eVoting Portal can be accessed from any location with access to the internet via smartphone, tablet device or computer.

Through the eVoting Portal, registered Shareholders will be able to view the live video broadcast and participate in voting and submit questions online. Login details and information will be included in our letters to registered Shareholders regarding the eVoting Portal which will be despatched later.

HOW TO ATTEND AND VOTE

Shareholders who wish to attend the Annual General Meeting and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the Annual General Meeting via the eVoting Portal which enables live streaming and interactive platform for submitting questions and voting online; or
- (2) appoint the chairman of the Annual General Meeting or other person as their proxy by providing their email addresses for receiving the designated log-in username and password to attend and vote on their behalves via the eVoting Portal.

Your proxy's authority and instruction will be revoked if you attend and vote via the eVoting Portal at the Annual General Meeting.

If you are a non-registered Shareholder, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your Shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote via the eVoting Portal at the Annual General Meeting and in doing so, you will be asked to provide your email address. Details regarding the eVoting Portal including the login details will be emailed to you by the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited.

Completion and return of the form of proxy will not preclude a member from attending and voting via the eVoting Portal at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

For the purpose of determining shareholders' eligibility to attend and vote via the eVoting Portal at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025, both days inclusive, during which period no transfer of Shares will be effected.

SPECIAL ARRANGEMENTS FOT THE ANNUAL GENERAL MEETING

If you have any questions relating to the Annual General Meeting, please contact the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, with the following details:

Address : 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email : emeeting@vistra.com
Telephone : (852) 2975 0928
Fax : (852) 2810 8185

LETTER FROM THE BOARD



中國建築國際集團有限公司
CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3311)

Chairman and Executive Director:

Mr. Zhang Haipeng

Non-executive Directors:

Mr. Yan Jianguo

Mr. Ye Nan

Executive Directors:

Mr. Wang Xiaoguang (*Chief Executive Officer*)

Mr. Hung Cheung Shew (*Vice President*)

Independent Non-executive Directors:

Ms. Wong Wai Ching

Mr. Chan Tze Ching Ignatius

Mr. Chan Fan

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

28th Floor, China Overseas Building

139 Hennessy Road

Wanchai, Hong Kong

30 April 2025

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with notice of Annual General Meeting and information regarding resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESOLUTION (1) — ADOPTION OF THE AUDITED FINANCIAL STATEMENTS, THE DIRECTORS' REPORT AND THE INDEPENDENT AUDITOR'S REPORT

The Audited Financial Statements, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 31 December 2024 are set out in the 2024 Annual Report.

The Audited Financial Statements have been audited by Ernst & Young and reviewed by the Audit Committee of the Company.

RESOLUTION (2) — DECLARATION OF FINAL DIVIDEND

The Board recommends the payment of a final dividend of HK28.5 cents per Share to shareholders whose names appear on the register of members of the Company at the record date and time on Friday, 20 June 2025 at 4:30 p.m..

In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 20 June 2025.

Subject to the Shareholders' approval, the dividend warrants will be despatched on or about Friday, 11 July 2025.

RESOLUTION (3) — RE-ELECTION OF DIRECTORS

Pursuant to articles 87(1) and 87(2) of the Articles, Mr. Yan Jianguo and Ms. Wong Wai Ching will retire by rotation at the Annual General Meeting.

Pursuant to article 86(3) of the Articles, Mr. Ye Nan and Mr. Chan Fan shall hold office only until the next following annual general meeting of the Company, and shall be eligible for re-election at the Annual General Meeting.

All the retiring Directors, being eligible, offer themselves for re-election at the Annual General Meeting.

The Nomination Committee of the Company has reviewed the structure, size and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills, experience and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee of the Company has recommended to the Board on re-election of all the Directors to be re-elected at the Annual General Meeting.

Information on the Directors to be re-elected as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RESOLUTION (4) — REMUNERATION OF DIRECTORS

Pursuant to article 96 of the Articles, the remuneration of the Directors shall from time to time be determined by the Company in general meeting. The remuneration of the Directors is determined by reference to their individual performance and contribution, the overall performance of the Company and the prevailing economic situation and market practice. The remuneration of the Directors was disclosed in the 2024 Annual Report. This resolution will be proposed to authorize the Board to fix the remuneration of Directors.

RESOLUTION (5) — RE-APPOINTMENT OF AUDITOR

The Board (which agreed to the view of the Audit Committee of the Company) recommends that, subject to the approval of the Shareholders, Ernst & Young be re-appointed as auditor of the Company and the Board be authorized to fix the remuneration of the auditor of the Company.

RESOLUTION (6A) — GENERAL MANDATE TO ISSUE SHARES

The existing general mandate to issue Shares granted by the Shareholders at the last annual general meeting held on 6 June 2024 will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares (including sale or transfer of treasury shares) up to 10% of the total number of Shares in issue at the date of the passing of the relevant resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution).

RESOLUTION (6B) — GENERAL MANDATE TO REPURCHASE SHARES

The existing general mandate to repurchase Shares granted by the Shareholders at the last annual general meeting held on 6 June 2024 will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares (excluding any treasury shares) subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be 10% of the total number of Shares in issue at the date of the passing of the relevant resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution).

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

RESOLUTION (6C) — EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the aforesaid ordinary resolutions (6A) and (6B) of the Issue Mandate and the Repurchase Mandate, a separate ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 17 to 21 of this circular.

The register of members of the Company will be closed, for the purpose of determining the identity of members who are entitled to attend and vote via the eVoting Portal at the Annual General Meeting from Tuesday, 10 June 2025 to Friday, 13 June 2025, both days inclusive, during which period no transfers of shares will be effected. All completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 9 June 2025.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll pursuant to article 66 of the Articles. The results of the voting will be announced in accordance with Rule 2.07C of the Listing Rules after the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting via the eVoting Portal, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting, i.e. by no later than 3:00 p.m. on Wednesday, 11 June 2025. Completion and return of the form of proxy will not preclude you from attending and voting via the eVoting Portal at the Annual General Meeting should you so wish.

RECOMMENDATION

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

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

Yours faithfully,

By Order of the Board

China State Construction International Holdings Limited

Zhang Haipeng

Chairman and Executive Director

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

Mr. Yan Jianguo JP

Non-executive Director

Aged 58, was appointed as the Chairman and Non-executive Director of the Company in 2019 and resigned as the Chairman of the Company and continued to act as Non-executive Director of the Company on 24 February 2023. Mr. Yan holds a PhD degree in Management. He is currently the Chairman of China Overseas Holdings Limited (a substantial shareholder of the Company) and the Chairman and Executive Director of China Overseas Land & Investment Ltd. (listed in Hong Kong). He was the Chairman and Non-executive Director of China Overseas Property Holdings Limited (listed in Hong Kong) and China Overseas Grand Oceans Group Limited (listed in Hong Kong). Mr. Yan has over 30 years' experience in construction business and real estate general management. He was elected as a member of the 14th National Committee of the Chinese People's Political Consultative Conference in 2023.

Mr. Yan has entered into a letter of appointment as director with the Company. Mr. Yan is not appointed for a specific term and his term of appointment can be terminated by either party giving to the other not less than three months' prior written notice. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. He does not receive any director's fee for his term of appointment.

Save as disclosed above, Mr. Yan does not (1) have any relationships with any directors, senior management or substantial or controlling Shareholders, (2) have any interests in Shares and shares of associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

Mr. Ye Nan

Non-executive Director

Aged 44, was appointed as a Non-executive Director of the Company on 22 March 2025. Mr. Ye graduated from University of Science and Technology Beijing with a Bachelor's degree of Accounting. He is a certified public accountant of the Chinese Institute of Certified Public Accountants. He has been elected for the Ministry of Finance's high-level financial accounting talent quality improvement project in 2024 (Guangdong-Hong Kong-Macao Greater Bay Area high-end class). Mr. Ye is currently the Financial Controller of China Orient Asset Management (International) Holdings Co., Limited. From 2003 to 2021, Mr. Ye held different positions in China Orient Asset Management Co., Ltd., including deputy general manager of the shared management center, assistant to general manager of the financial accounting department, senior manager of the financial accounting department system office, and served as senior audit manager of Deloitte Touche Tohmatsu, Certified Public Accountants.

Mr. Ye has entered into a letter of appointment as director with the Company. Mr. Ye is not appointed for a specific term and his term of appointment can be terminated by either party giving to the other not less than three months' prior written notice. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. He does not receive any director's fee for his term of appointment.

Save as disclosed above, Mr. Ye does not (1) have any relationships with any directors, senior management or substantial or controlling Shareholders, (2) have any interests in Shares and shares of associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

Ms. Wong Wai Ching GBS, JP

Independent Non-executive Director

Aged 64, was appointed as an Independent Non-executive Director of the Company on 25 March 2022. She is also the chairlady of the Audit Committee and a member of the Remuneration Committee, the Nomination Committee and the Sustainability Committee of the Company.

Ms. Wong graduated from The University of Manchester, United Kingdom, with a Bachelor's degree (Honours) of Science in the Faculty of Technology in 1985 and a Master's degree of Science in the Faculty of Technology in 1986. She served Bank of China from 1987 to 1992 as a deputy manager of the Hong Kong branch and a dealer of the Australia branch respectively. Ms. Wong has joined her family business in 1993, its scope covering investment, retailing, hotels and mixed complex projects. Ms. Wong is currently acting as the managing director of Wong Sun Hing Limited.

Ms. Wong has, over the years, devoting untiringly efforts in public and community services. She is currently serving as a standing committee member of The National Committee of the Chinese People's Political Consultative Conference, member of Standing Committee of All-China Women's Federation, member of Committee of Hong Kong Business Ethics Development Advisory Committee, member of Committee on Community Support for Rehabilitated Offenders, member of Hong Kong Trade Development Council Belt and Road & Greater Bay Area Committee, member of The Council and The Court of Hong Kong Baptist University, president of Kowloon Federation of Associations, vice chairperson of Friend of Hong Kong Association, chairperson of Presidium of Friend of Hong Kong Association Development Foundation, deputy secretary general of Hong Kong Coalition, honorary chairperson of Hong Kong Poverty Alleviation Association Ltd., deputy chairman of Hong Kong Volunteers Federation, advisor of Our Hong Kong Foundation, permanent chairman of Federation of Hong Kong Guangxi Community Organizations, and permanent chairman of All-China Women's Federation Hong Kong Delegates Association Limited, among others.

Ms. Wong has entered into a letter of appointment as director with the Company. Ms. Wong is not appointed for a specific term and her term of appointment can be terminated by either party giving to the other not less than three months' prior written notice. She is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles.

As at the Latest Practicable Date, Ms. Wong was entitled to receive director's emolument of HK\$300,000 per annum and an additional amount of HK\$110,000 per annum for acting as chairlady of Audit Committee of the Company which are determined by reference to her duties and responsibilities with the Company, the Company's standard for emoluments and the prevailing market conditions.

Save as disclosed above, Ms. Wong does not (1) have any relationships with any directors, senior management or substantial or controlling Shareholders, (2) have any interests in Shares and shares of associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

Mr. Chan Fan GBS, JP

Independent Non-executive Director

Aged 67, was appointed as an Independent Non-executive Director of the Company on 6 June 2024. He is also the chairman of the Remuneration Committee and a member of the Audit Committee, the Nomination Committee and the Sustainability Committee of the Company.

Mr. Chan obtained a Bachelor in Science (Engineering) and Master in Business Administration from the University of Hong Kong, and Master in Medical Physics from the University of Aberdeen, United Kingdom. He attended the Advanced Management Programme at the Harvard Business School, Strategic Management of Regulatory and Enforcement Agencies at the Harvard Kennedy School, National Studies at the Tsinghua University and the Chinese Academy of Governance. Mr. Chan is a Fellow of the Hong Kong Academy of Engineering and the Hong Kong Institution of Engineers, and an Honorary Fellow of the Institution of Mechanical Engineers, United Kingdom.

Mr. Chan is currently a Hong Kong Deputy to the National People's Congress, a Vice President of the Hong Kong Institution of Engineers, a member of the Court and Council of the University of Hong Kong, an Honorary Professor of the Education University of Hong Kong and an Honorary Advisor of the Hong Kong Federation of Electrical and Mechanical Contractors. Mr. Chan is the Founding Chairman of the Association for Engineering and Medical Volunteer Services, Vice-Chairman of Admissions, Budgets and Allocations Committee of The Community Chest of Hong Kong, Member of the Advisory Committee for Innovation and Technology for Aging of the Hong Kong Council of Social Service. Mr. Chan also serves as an independent non-executive director, the chairman of remuneration committee, and member of audit committee, nomination committee and corporate governance committee of China Resources Land Limited (listed in Hong Kong).

From July 2017 to June 2022, Mr. Chan was the Secretary for Transport and Housing of the Hong Kong Special Administrative Region government, overseeing policy and strategy, development and implementation of housing, logistics, air services, land and maritime transport, the Chairman of the Hong Kong Housing Authority, the Hong Kong Maritime and Port Board, the Hong Kong Logistics Development Council and the Aviation Development and Three-runway System Advisory Committee; and a non-executive director of MTR Corporation Limited (listed in Hong Kong) while serving as a board member of the Airport Authority Hong Kong and the Hong Kong Mortgage Corporation Limited. Prior to that, Mr. Chan was the Director of Electrical and Mechanical Services of the Hong Kong Special Administrative Region government, spearheading policy initiatives and law enforcement on energy efficiency and safety of railway, tramway, ropeway, gas, electricity, lift, escalator and nuclear power; and providing professional advice and engineering services.

Mr. Chan has entered into a letter of appointment as director with the Company. Mr. Chan is not appointed for a specific term and his term of appointment can be terminated by either party giving to the other not less than three months' prior written notice. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles.

As at the Latest Practicable Date, Mr. Chan was entitled to receive director's emolument of HK\$300,000 per annum and an additional amount of HK\$110,000 per annum for acting as chairman of Remuneration Committee of the Company which are determined by reference to his duties and responsibilities with the Company, the Company's standard for emoluments and the prevailing market conditions.

Save as disclosed above, Mr. Chan does not (1) have any relationships with any directors, senior management or substantial or controlling Shareholders, (2) have any interests in Shares and shares of associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,282,216,668 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 528,221,666 Shares, being 10% of the total number of Shares in issue at the date of the passing of the relevant resolution (excluding any treasury shares).

2. REASONS FOR SHARES REPURCHASES

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

In the event the Company makes any repurchase of Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchase of Shares is made. If the Company holds any treasury shares, any sale or transfer of treasury shares will be subject to the Issue Mandate in ordinary resolution no. 6(A) and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System (“CCASS”) pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company’s own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

3. FUNDING OF REPURCHASES

Repurchases of Shares must be funded out of funds legally available for such purpose in accordance with the Articles, the Listing Rules and all applicable laws and regulations of the Cayman Islands including profits or share premium of the Company or the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase over the par value of the Shares to be purchased must be provided out of profits of the Company or out of the Company's share premium account. Subject to the provisions of the laws of the Cayman Islands, a repurchase of Shares may also be paid out of capital.

On the basis of the consolidated financial position of the Company as at 31 December 2024 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that repurchases of all the Shares subject to the Repurchase Mandate were to be carried out in full. No repurchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position of the Company disclosed in the latest published audited financial statements).

4. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date are as follows:

	Price Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2024		
April	8.93	8.18
May	10.62	8.06
June	11.18	9.92
July	11.18	10.48
August	11.46	10.48
September	12.46	10.30
October	12.98	11.00
November	12.08	10.70
December	12.50	10.74
2025		
January	12.30	11.24
February	12.38	11.18
March	13.18	9.98
April (up to the Latest Practicable Date)	11.34	9.91

5. REPURCHASE STATEMENTS

The Directors state that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Cayman Islands and that neither this explanatory statement nor the repurchases under the Repurchase Mandate has any unusual features.

6. DISCLOSURE OF INTENTION

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

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF THE TAKEOVERS CODES

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Codes. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Codes.

As at the Latest Practicable Date, COHL was beneficially interested in an aggregate of 3,264,976,136 Shares, representing approximately 61.81% of the issued share capital of the Company. COHL is a wholly owned subsidiary of CSCEC which, in turn, is the ultimate beneficial owner.

In the event that the Repurchase Mandate is exercised in full, the shareholding of COHL in the Company would be increased to approximately 68.68% of the issued share capital of the Company. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Codes.

8. SHARE REPURCHASES MADE BY THE COMPANY

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



中國建築國際集團有限公司
CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3311)

NOTICE IS HEREBY GIVEN that the annual general meeting of China State Construction International Holdings Limited (the “**Company**”) will be held as an electronic meeting via the eVoting Portal on Friday, 13 June 2025 at 3:00 p.m. (“**Annual General Meeting**”) for the purpose of considering and, if thought fit, passing the following matters. Unless otherwise specified, capitalized terms contained in this notice shall have the same meanings ascribed to them in the circular of the Company dated 30 April 2025 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To receive and adopt the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2024.
2. To declare a final dividend for the year ended 31 December 2024 of HK28.5 cents per Share.
3. (A) To re-elect Mr. Yan Jianguo as Director;
(B) To re-elect Mr. Ye Nan as Director;
(C) To re-elect Ms. Wong Wai Ching as Director; and
(D) To re-elect Mr. Chan Fan as Director.
4. To authorize the Board to fix the remuneration of the Directors.
5. To re-appoint Ernst & Young as auditor of the Company and authorize the Board to fix its remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:
 - (A) “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other security which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval given in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any securities or bonds which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles from time to time,

shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution);

and the said approval given under this Resolution in paragraph (a) above shall be limited accordingly; and

- (d) for the purpose of this Resolution,

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

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

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the maximum number of the Shares which are authorized to be purchased by the Directors pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution), and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

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

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

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon the passing of Resolutions (6A) and (6B) as set out in the notice convening the meeting, the general mandate granted to the Directors pursuant to the Resolution (6A), be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to Resolution (6B), provided that such number shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution).”

By Order of the Board
China State Construction International Holdings Limited
Zhang Haipeng
Chairman and Executive Director

Hong Kong, 30 April 2025

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

Notes:

1. At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to be voted by way of a poll under Article 66 of the Articles.
2. All registered Shareholders will be able to join the Annual General Meeting via the eVoting Portal. The eVoting Portal can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered Shareholders may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the eVoting Portal at the Annual General Meeting if they wish.
3. A registered Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote via the eVoting Portal in his/her/its place. The proxy need not be a Shareholder.
4. In the case of joint holders of any Share(s), only ONE PAIR of log-in username and password for the eVoting Portal will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such Share(s) as if he/she/it was solely entitled thereto.

NOTICE OF ANNUAL GENERAL MEETING

5. In order to be valid, the completed form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting, i.e. by no later than 3:00 p.m. on Wednesday, 11 June 2025. Form of proxy sent electronically or by any other data transmission process will not be accepted.
6. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting via the eVoting Portal at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. The register of members of the Company will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025, both days inclusive, for the purpose of determining eligibility to attend and vote via the eVoting Portal at the Annual General Meeting. In order to be eligible to attend and vote via the eVoting Portal at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates, must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 9 June 2025.

Subject to the shareholders' approval of the proposed final dividend at the Annual General Meeting, the final dividend will be paid to shareholders whose names appear on the register of members of the Company at the record date and time on Friday, 20 June 2025 at 4:30 p.m. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 June 2025.

8. The biographical details of Directors offering themselves for re-election as mentioned in resolution no. 3 were set out in Appendix I to the Circular.
9. With respect to the resolution set out in resolution no. (6B) of this notice, approval is being sought from the Shareholders for a general mandate granted to the Directors to repurchase Shares.
10. With respect to the resolutions set out in resolutions no. (6A) and (6C) of this notice, approval is being sought from the Shareholders for general mandates granted to the Directors to allot, issue and deal with Shares.
11. As at the date of this notice, the Board comprises Mr. Zhang Haipeng as Chairman and Executive Director; Mr. Yan Jianguo and Mr. Ye Nan as Non-executive Directors; Mr. Wang Xiaoguang (Chief Executive Officer) and Mr. Hung Cheung Shew as Executive Directors; and Ms. Wong Wai Ching, Mr. Chan Tze Ching Ignatius and Mr. Chan Fan as Independent Non-executive Directors.