

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China State Construction International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed 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 the transferee(s).

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

A notice of the Annual General Meeting to be held at Meeting Room S228 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 27 May 2009 at 4:00 p.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

23 April 2009

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room S228 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 27 May 2009 at 4:00 p.m., or any adjournment thereof
“Articles”	the Articles of Association of the Company as may be amended from time to time
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law of the Cayman Islands for the time being in force
“Company”	China State Construction International Holdings Limited 中國建築國際集團有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate to be given to the Directors to exercise the power of the Company to allot and issue further shares up to 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the resolution
“Latest Practicable Date”	17 April 2009, 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

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate to be given to the Directors to exercise the power of the Company to repurchase the fully paid up Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) whether incorporated in Hong Kong or elsewhere and “subsidiaries” shall be construed accordingly
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3311)

Non-executive Director:

Kong Qingping (*Chairman*)

Executive Directors:

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

Yip Chung Nam

Fu He

Zhou Hancheng

Cheong Chit Sun

Independent Non-executive Directors:

Raymond Ho Chung Tai

Adrian David Li Man Kiu

Raymond Leung Hai Ming

Lee Shing See

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

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

28th Floor, China Overseas Building

139 Hennessy Road

Wanchai, Hong Kong

23 April 2009

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

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

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

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

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

GENERAL MANDATES TO ISSUE SHARES

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

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

RE-ELECTION OF DIRECTORS

Pursuant to the Articles, Mr. Cheong Chit Sun, Mr. Adrian David Li Man Kiu, Dr. Raymond Leung Hai Ming and Mr. Lee Shing See will retire and, being eligible, will offer themselves for re-election at the Annual General Meeting. Information on the retiring Directors is set out in Appendix I to this circular.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 13 to 16 of this circular. At the Annual General Meeting, in addition to the ordinary business of the meeting, resolutions will be proposed to approve general mandates for the repurchase and issue by the Company of its own Shares.

In accordance with Rule 13.39(4) of the Listing Rules, the chairman of the Annual General Meeting will demand a poll for the resolutions to be proposed at the Annual General Meeting. The results of the voting will be announced in accordance with Rule 2.07C of the Listing Rules after the Annual General Meeting.

LETTER FROM THE BOARD

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, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

RECOMMENDATION

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

RESPONSIBILITY STATEMENT

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

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

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

Mr. Cheong Chit Sun

Executive Director

Aged 57, has been an Executive Director of the Company since 2005.

Mr. Cheong graduated from the Hong Kong Baptist University (formerly known as Hong Kong Baptist College) and the University of Hull (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 was appointed as a director of certain subsidiaries of the Group since 2004. Mr. Cheong has over 35 years' experience in engineering, construction and project management in Hong Kong and overseas.

As at the Latest Practicable Date, Mr. Cheong was interested in 432,000 shares in the Company and has share options to subscribe for a total of 1,497,600 shares of the Company. Mr. Cheong has a personal interest of 124,800 shares and a family interest of 400 shares in China Overseas Land & Investment Ltd. ("COLI"), an associated corporation of the Company (within the meaning of Part XV of the SFO) and has share options to subscribe for a total of 80,913 shares of COLI.

Mr. Cheong has entered into a service agreement with the Company. He is entitled to receive a basic salary of HK\$142,000 per month and entitled to have discretionary bonus determined by the Board or the remuneration committee. Mr. Cheong's emolument is determined by reference to his individual performance and contribution, the overall performance of the Company and the prevailing economic situation and market practice. Mr. Cheong's service agreement does not provide for a specified length of service period and he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

As at the Latest Practicable Date, Mr. Cheong does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company. Save as disclosed above, there is no information in relation to Mr. Cheong that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Adrian David Li Man Kiu

Independent Non-executive Director

Aged 35, has been an Independent Non-executive Director of the Company since 2005. Mr. Li also is members of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. Li holds a Master Degree in Management from Kellogg Graduate School of Management, Northwestern University, Evanston, Illinois, US, a Master Degree of Arts and a Bachelor Degree of Arts in Law from the University of Cambridge. He is 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 responsible for the overall management and control of the Bank's business in Hong Kong. He is member of the Ninth and Tenth Guangdong Provincial Committee and was formerly a member of the Ninth and Tenth Guangzhou Committee of the Chinese People's Political Consultative Conference, P.R.C. He is also a committee member of the Ninth and Tenth All-China Youth Federation, Deputy Chairman of the Ninth Beijing Municipality Youth Federation and Counsellor of Hong Kong United Youth Association Limited. In addition, he is Council Member of the Vocational Training Council and Chairman of its Banking and Finance Industry Training Board and a member of the Mandatory Provident Fund Industry Schemes Committee of the Mandatory Provident Fund Schemes Authority. He also sits on the Board of Ocean Park Corporation.

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 and is also an alternate independent non-executive director of San Miguel Brewery Hong Kong Limited and AFFIN Holdings Berhad. The aforesaid companies are all listed on the main board of the Stock Exchange except that of AFFIN Holdings Berhad which is listed on the main board of the Malaysia Stock Exchange. Other than these companies, Mr. Li does not hold any directorship in listed public company in the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Li has share options to subscribe for a total of 832,000 shares of the Company.

Mr. Li has signed a letter of employment with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. He is entitled to receive a director's fee of HK\$250,000 per annum which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Li does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company. Save as disclosed above, there is no information in relation to Mr. Li that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

Dr. Raymond Leung Hai Ming

Independent Non-executive Director

Aged 54, has been an Independent Non-executive Director of the Company since 2005. Dr. Leung is also members of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Dr. Leung holds a 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 and Institution of Civil Engineers (UK) and Senior Member of Institute of Electrical and Electronics Engineers. He has more than 32 years of experience in engineering, investment, construction and project management.

Dr. Leung had been a non-executive director of Continental Holdings Limited, a company listed on the main board of the Stock Exchange. 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. Other than these companies, Dr. Leung does not hold any directorship in listed public company in the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Dr. Leung has share options to subscribe for a total of 832,000 shares of the Company.

Dr. Leung has signed a letter of employment with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. He is entitled to receive a director's fee of HK\$250,000 per annum which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Dr. Leung does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company. Save as disclosed above, there is no information in relation to Dr. Leung that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

Lee Shing See, GBS, OBE, JP
Independent Non-executive Director

Aged 66, has been an Independent Non-executive Director of the Company since 2005. Mr. Lee is also members of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

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 was appointed by the HKSAR Government as a Director of the Hong Kong Science and Technology Parks Corporation from July 2005, a Director of the Hong Kong Cyberport Management Company Limited from May 2008, a Member of the Development Committee of the

West Kowloon Cultural District Authority from January 2009 and a Member of the Construction Industry Council and Environmental Impact Assessment Appeal Board Panel. Mr. Lee has over 41 years' experience in engineering and construction.

Mr. Lee is also an independent non-executive director of Chun Wo Holdings Limited, a company listed on the main board of the Stock Exchange. Other than this company, Mr. Lee does not hold any directorship in listed public company in the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Lee has share options to subscribe for a total of 832,000 shares of the Company.

Mr. Lee has signed a letter of employment with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. He is entitled to receive a director's fee of HK\$250,000 per annum which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Lee does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company. Save as disclosed above, there is no information in relation to Mr. Lee that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,446,557,136 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 244,655,713 Shares, being 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

2. REASONS FOR SHARES REPURCHASE

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

3. FUNDING OF REPURCHASES

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

On the basis of the consolidated financial position of the Company as at 31 December 2008 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that purchases of all the Shares the subject of the Repurchase Mandate were to be carried out in full during the Repurchase Mandate period. No purchase would be made in circumstances that would

have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

4. SHARE PRICES

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

	Price Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2008		
April	3.320 (A)	2.905 (A)
May	3.275 (A)	2.650 (A)
June	2.945 (A)	1.800
July	2.190	1.850
August	1.950	1.510
September	1.830	1.100
October	1.300	0.600
November	1.260	0.790
December	1.420	0.940
2009		
January	1.400	1.110
February	1.380	1.180
March	1.440	1.010
April (<i>up to the Latest Practicable Date</i>)	1.870	1.310

(A) — Adjustment has been made for the share subdivision in June 2008

5. UNDERTAKING

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

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

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

6. HONG KONG CODE ON TAKEOVERS AND MERGERS

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

As at the Latest Practicable Date, China Overseas Holdings Limited ("COHL") was beneficially interested in an aggregate of 1,538,094,448 Shares, representing approximately 62.87% of the issued share capital of the Company. COHL is a direct wholly owned subsidiary of China State Construction & Engineering Corporation Limited ("CSCECL"). CSCECL is held as to 94% by China State Construction Engineering Corporation ("CSCEC"). CSCEC is a state-owned enterprise established in People's Republic of China.

In the event that the Repurchase Mandate is exercised in full, the shareholding of COHL in the Company would be increased to approximately 69.85% of the then issued share capital of the Company. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has repurchased 8,708,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date of Repurchase	Number of Ordinary Shares Repurchased	Price per Ordinary Share	
		Highest HK\$	Lowest HK\$
23/10/2008	3,392,000	0.75	0.70
24/10/2008	<u>5,316,000</u>	0.74	0.70
	<u><u>8,708,000</u></u>		

Save as disclosed herein, the Company has not purchased any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3311)

NOTICE IS HEREBY GIVEN that the annual general meeting of China State Construction International Holdings Limited (the “Company”) will be held at Meeting Room S228 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 27 May 2009 at 4:00 p.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2008.
2. To declare a final dividend for the year ended 31 December 2008 of HK3.3 cents per share.
3. (A) To re-elect Mr. Cheong Chit Sun as Director;
(B) To re-elect Mr. Adrian David Li Man Kiu as Director;
(C) To re-elect Dr. Raymond Leung Hai Ming as Director; and
(D) To re-elect Mr. Lee Shing See as Director.
4. To authorise the Board to fix the remuneration of the Directors.
5. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and to authorise the Board to fix their remuneration.

As Special Business

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

- (d) for the purpose of this Resolution,

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

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

NOTICE OF ANNUAL GENERAL MEETING

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

(B) **“THAT:**

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

Hong Kong, 23 April 2009

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's branch registrar in Hong Kong, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
3. The register of members of the Company will be closed from Tuesday, 26 May 2009 to Wednesday, 27 May 2009, both dates inclusive, during which period no transfer of shares will be registered. All transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at the address set out at (2) above no later than 4:00 p.m. on Monday, 25 May 2009.
4. 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 to be sent to the shareholders of the Company together with the 2008 Annual Report.
5. With respect to the resolution set out in resolution no. 6(B) of the notice, approval is being sought from shareholders for a general mandate to be given to the directors to repurchase shares of the Company.
6. With respect to the resolutions set out in resolution nos. 6(A) and 6(C) of the notice, approval is being sought from shareholders for general mandates to be given to the directors to allot, issue and deal with shares of the Company.
7. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions to be considered at the Annual General Meeting will be taken by way of poll.