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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(s) or the transferee(s) or to the bank, licensed securities dealer 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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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
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Meeting Room S423 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 7 June 2011 at 11:00 a.m. is set out on pages 14 to 18 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.

15 April 2011

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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 S423 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 7 June 2011 at 11:00 a.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, 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 given to the Directors to exercise the power of the Company to allot, issue and deal with further shares up to 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of the relevant resolution

DEFINITIONS

“Latest Practicable Date”	11 April 2011, 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”	the 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 aggregate nominal amount of the issued share capital of the Company as at the date of the 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

Zhang Yifeng

Cheong Chit Sun

Zhou Hancheng

Tian Shuchen

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

15 April 2011

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 notice of Annual General Meeting and information regarding resolutions to be proposed at the Annual General Meeting.

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

2010 Annual Report incorporating the Audited Financial Statements, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2010 was sent together with this circular to the Shareholders on the same date.

LETTER FROM THE BOARD

The Audited Financial Statements have been audited by Messrs. Deloitte Touche Tohmatsu 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 HK6 cents per share to Shareholders whose name appear on the register of members of the Company at the close of business on 7 June 2011 (Tuesday).

The register of members of the Company will be closed from 3 June 2011 (Friday) to 7 June 2011 (Tuesday), both days inclusive. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:00 p.m. on 2 June 2011 (Thursday).

RESOLUTION (3) – RE-ELECTION OF DIRECTORS

Pursuant to articles 87(1) and 87(2) of the Articles, Mr. Yip Chung Nam, Dr. Raymond Ho Chung Tai, Mr. Adrian David Li Man Kiu and Dr. Raymond Leung Hai Ming will retire by rotation at the Annual General Meeting. Mr. Yip Chung Nam has decided not to present himself for re-election at the Annual General Meeting due to reaching the retirement age. All the other retiring Directors, being eligible, offer themselves for re-election.

Pursuant to article 86(3) of the Articles, Mr. Tian Shuchen appointed by the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election at the Annual General Meeting.

Details of Mr. Tian Shuchen, Dr. Raymond Ho Chung Tai, Mr. Adrian David Li Man Kiu and Dr. Raymond Leung Hai Ming pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix I to this circular.

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 2010 Annual Report. This resolution will be proposed to authorize the Board to fix the remuneration of Directors.

RESOLUTION (5) – RE-APPOINTMENT OF AUDITORS

The Board (which agreed to the view of the Audit Committee of the Company) recommend that, subject to the approval of the Shareholders, Messrs. Deloitte Touche Tohmatsu be re-appointed as Auditor of the Company and to authorize the Board to fix their remuneration.

LETTER FROM THE BOARD

RESOLUTION (6A) – GENERAL MANDATE TO ISSUE SHARES

The existing general mandate to issue Shares granted by the Shareholders at the last annual general meeting 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 representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the relevant 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 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 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 the 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, or 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 containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate, which is set out in Appendix II to this circular.

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

Subject to the passing of the aforesaid ordinary resolutions 6(B) and 6(A) of the Repurchase Mandate and Issue Mandate, a separate ordinary resolution will also be proposed to authorize the Directors to issue new 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 at the Annual General Meeting.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 14 to 18 of this circular.

LETTER FROM THE BOARD

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, 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 Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate and the re-election of Directors are in the best 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.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principle place of business of the Company at 28th Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong, during normal business hours for three months from the date hereof:

- (a) The Memorandum and Articles of the Association; and
- (b) The 2010 Annual Report.

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. Tian Shuchen

Executive Director

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 China State Construction Engineering Corporation 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.

As at the Latest Practicable Date, Mr. Tian was interested in 4,280,093 shares in the Company.

Mr. Tian has entered into a service agreement with the Company. He is entitled to receive a basic salary of HK\$80,000 per month and entitled to have discretionary bonus determined by the Board or the remuneration committee. Mr. Tian'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. Tian'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.

Save as disclosed above, Mr. Tian does not (i) have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, (ii) have any interest in shares of the Company (within the meaning of Part XV of the SFO), (iii) hold any directorship in listed public company in the last three years, and (iv) have any information in relation to Mr. Tian 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 Ho Chung Tai *SBS, MBE, S.B.St.J., JP*

Independent Non-executive Director

Aged 72, was appointed as an Independent Non-executive Director of the Company on 1 June 2005. Dr. Ho is also chairman of Audit Committee, members of Remuneration Committee and Nomination Committee of the Company.

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 Projects 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.

As at the Latest Practicable Date, Dr. Ho has share options to subscribe for a total of 878,010 shares of the Company.

Dr. Ho 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 and an additional amount of HK\$110,000 per annum as for acting as audit committee chairman.

Save as disclosed above, Dr. Ho does not (i) have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, (ii) have any interest in shares of the Company (within the meaning of Part XV of the SFO), (iii) hold any directorship in listed public company in the last three years, and (iv) have any information in relation to Dr. Ho 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 JP*Independent Non-executive Director*

Aged 37, was appointed as an Independent Non-executive Director of the Company on 1 June 2005. Mr. Li is also members of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. Li holds a Master's Degree in Management from Kellogg School of Management, Northwestern University, Evanston, Illinois, US, 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.

As at the Latest Practicable Date, Mr. Li has share options to subscribe for a total of 878,010 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.

Save as disclosed above, Mr. Li does not (i) have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, (ii) have any interest in shares of the Company (within the meaning of Part XV of the SFO), (iii) hold any directorship in listed public company in the last three years, and (iv) have any 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 56, was appointed as an Independent Non-executive Director of the Company on 1 June 2005. Dr. Leung is also members of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

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.

As at the Latest Practicable Date, Dr. Leung has share options to subscribe for a total of 878,010 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.

Save as disclosed above, Dr. Leung does not (i) have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, (ii) have any interest in shares of the Company (within the meaning of Part XV of the SFO), (iii) hold any directorship in listed public company in the last three years, and (iv) have any 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.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 pursuant to Rule 10.06(1)(b) and other relevant provisions 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 2,986,823,298 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 298,682,329 Shares, being 10% of the issued share capital of the Company as at the date of the passing of 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. 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 funding arrangements 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 best interests of the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases must be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. 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 authorized 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 authorized 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 2010 (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 subject to the Repurchase Mandate were to be carried out in full. 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 Latest Practicable Date are as follows:

	Price Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2010		
April	3.558 (A)	3.125 (A)
May	3.292 (A)	2.992 (A)
June	3.208 (A)	2.792 (A)
July	3.867 (A)	2.958 (A)
August	4.375 (A)	3.725 (A)
September	5.000 (A)	4.375 (A)
October	6.417 (A)	5.125 (A)
November	6.842 (A)	5.750 (A)
December	7.267 (A)	6.325 (A)
2011		
January	8.133 (A)	7.117 (A)
February	7.667 (A)	6.250 (A)
March	7.542 (A)	6.708 (A)
April (up to the Latest Practicable Date)	7.740	6.917 (A)

(A) — Adjustment has been made for the Rights Issue in April 2011.

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 Cayman Islands.

None of the Directors nor, to the best of their knowledge 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 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 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 Rule 32 of the Takeovers Code. 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 Code.

As at the Latest Practicable Date, China Overseas Holdings Limited ("COHL") was beneficially interested in an aggregate of 1,849,011,384 Shares, representing approximately 61.91% of the issued share capital of the Company. COHL is a direct wholly owned subsidiary of China State Construction Engineering Corporation Limited and China State Construction Engineering Corporation ("CSCEC") is the ultimately beneficial owner. 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 68.78% 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 the Takeovers Code.

7. SHARE REPURCHASES MADE BY THE COMPANY

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

8. PROPOSED RIGHTS ISSUE

Pursuant to the announcement of the Company dated 18 March 2011, the Company proposed to issue 597,364,659 Shares by way of rights issue ("Rights Shares") of one Rights Share for every five existing Shares at a price of HK\$6.00 per Rights Share ("Rights Issue").

Subject to the completion of the Rights Issue and the allotment of the Rights Shares by the Company on 16 May 2011 (or any time prior to the Annual General Meeting), the issued share capital of the Company will comprise 3,584,187,957 Shares. Then the maximum number of Shares allowed to repurchase will be 358,418,795.

In the event that all the Rights Shares will be taken up by COHL and/or its subsidiary, then COHL will be beneficially interested in an aggregate of 2,446,376,043 Shares, approximately 68.25% of the then issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the shareholding of COHL in the Company would be increased to 75.84% of the then issued share capital of the Company. Accordingly, such increases will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

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 S423 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 7 June 2011 at 11:00 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2010.
2. To declare a final dividend for the year ended 31 December 2010 of HK6 cents per share.
3. (A) To re-elect Mr. Tian Shuchen as Director;
(B) To re-elect Dr. Raymond Ho Chung Tai as Director;
(C) To re-elect Mr. Adrian David Li Man Kiu as Director; and
(D) To re-elect Dr. Raymond Leung Hai Ming as Director.
4. To authorize the Board to fix the remuneration of the Directors.
5. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and to authorize the Board to fix their 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 of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“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 of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (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 in the Company) which would or 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 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); or
 - (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 of Association (the "Articles") of the Company from time to time,shall not exceed
 - (aa) 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
 - (bb) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution),and the said approval given under this Resolution in paragraph (a) above shall be limited accordingly; and

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(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

“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 aggregate nominal amount 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 aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

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(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.”

(C) “**THAT** conditional upon the passing of Resolutions 6(A) and 6(B) as set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the Directors pursuant to the 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 of an amount representing the aggregate nominal amount of the share capital of the Company purchased 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 the issued share capital of the Company as at the date of the passing of this Resolution.”

By Order of the Board
**China State Construction
International Holdings Limited**
Tse Sui Ha
Company Secretary

Hong Kong, 15 April 2011

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 Company’s Articles of Association.
2. A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote his/her instead. The proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.

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4. In order to be valid, the proxy form, 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 practice in Hong Kong), must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or adjourned meeting (as the case may be).
5. The register of members will be closed from Friday, 3 June 2011 to Tuesday, 7 June 2011, both dates inclusive, during which period, no transfer of shares will be registered. In order to qualify for the proposed final dividend and be entitled to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Thursday, 2 June 2011.
6. 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 2010 Annual Report.
7. 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 granted to the directors to repurchase shares of the Company.
8. 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 granted to the directors to allot, issue and deal with shares of the Company.