



**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 OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the shareholders of China State Construction International Holdings Limited (the “Company”) will be held at 30th Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on 29 December 2005 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**1 “THAT**

- (a) the CSC Engagement Agreement (as defined in the circular of the Company dated 12 December 2005 (the “Circular”)) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purposes) and the continuing connected transaction contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the Cap (as defined in the Circular) for the three financial years ending 31 December 2008 be and is hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the CSC Engagement Agreement.”

By Order of the Board  
**China State Construction  
International Holdings Limited**  
**Zhou Yong**

*Vice-chairman and Chief Executive Officer*

Hong Kong, 12 December 2005

*Head Office and Principal Place of  
Business in Hong Kong:*

28th Floor, China Overseas Building  
139 Hennessy Road  
Wanchai  
Hong Kong

**Notes:**

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
2. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the office of the Company's branch share registrar, Standard Registrars Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holders present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

*As at the date of this announcement, the Board of the Company comprises Messrs. Kong Qingping (Chairman and Non-executive Director), Zhou Yong (Vice Chairman and Chief Executive Officer), Yip Chung Nam (Executive Director), Fu He (Executive Director), Zhou Hancheng (Executive Director) and Cheong Chit Sun (Executive Director), Dr. Raymond Ho Chung Tai (Independent Non-executive Director), Messrs. Adrian David Li Man Kiu (Independent Non-executive Director), Raymond Leung Hai Ming (Independent Non-executive Director) and Lee Shing See (Independent Non-executive Director).*

*The circular of China State Construction International Holdings Limited dated 12 December 2005 containing the above notice will be despatched on 12 December 2005.*

Please also refer to the published version of this announcement in *The Standard*.