



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 Boardroom 3 & 4, M/F., Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong on 26 June 2006 immediately following the conclusion of the annual general meeting of the Company, which is scheduled to be held at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT**

- (a) the conditional agreement (the “**Sale and Purchase Agreement**”) dated 9 May 2006 entered into between China Overseas Holdings Limited (“**COHL**”), China Overseas Construction Limited (“**COCL**”) and the Company, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purposes, pursuant to which the Company and/or its nominees will acquire from COHL and COCL the entire issued share capital of China Construction Engineering (Macau) Company Limited (“**CCEM**”) for a consideration of HK\$90,000,000 (subject to the adjustment, provided that the total adjusted consideration shall not exceed HK\$120,000,000, described in the circular of the Company dated 30 May 2006 (the “**Circular**”), and all the transactions contemplated under the Sale and Purchase Agreement, be and are hereby approved, confirmed and ratified; and
- (b) 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 authorized 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/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Sale and Purchase Agreement.”

(2) **“THAT**

- (a) the agreement dated 1 August 2005 (the **“Construction Management Contract”**) entered into between Goodrich Company Limited, a wholly-owned subsidiary of China Overseas Land & Investment Ltd. (**“COLI”**) and CCEM, a copy of which is tabled at the meeting and marked **“B”** and initialed by the chairman of the meeting for identification purposes, pursuant to which Goodrich Company Limited engaged CCEM as the construction manager for a project in Macau and all the transactions contemplated thereunder and the implementation thereof, be and are hereby approved, confirmed and ratified; and
- (b) 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 authorized 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/them to be incidental to, ancillary to or in connection with the matters contemplated in the Construction Management Contract.”

(3) **“THAT**

- (a) the agreement dated 22 November 2005 (the **“CCEM Engagement Agreement”**) entered into between COLI and CCEM, a copy of which is tabled at the meeting and marked **“C”** and initialed by the chairman of the meeting for identification purposes, pursuant to which the COLI Group (as defined in the Circular) engaged CCEM as its construction contractor in Macau for each of three financial years ending 31 December 2008 (the **“Continuing Connected Transactions”**) and all the transactions contemplated thereunder and the implementation thereof, be and are hereby approved, confirmed and ratified;
- (b) the annual cap amount in relation to the Continuing Connected Transactions for each of the three financial years ending 31 December 2008 be and is hereby approved, confirmed and ratified;
- (c) the approval in paragraph (a) and (b) of this Resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company to enter into transactions under the CCEM Engagement Agreement at a price determined by the Directors; and
- (d) 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 authorized 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/them to be incidental to, ancillary to or in connection with the matters contemplated in the CCEM Engagement Agreement.”

(4) **“THAT**

- (a) the increase in the annual cap amounts of the continuing connected transactions (the **“Material Supplies Transactions”**) under the agreement entered into between 深圳海龍建築製品有限公司 (Shenzhen Hailong Construction Products Co., Ltd.) (**“Hailong”**) and the Company dated 9 June 2005 (the **“Material Supplies Agreement”**) to HK\$70,000,000 for each of the two financial years ending 31 December 2007, be and is hereby approved, and that the supplemental agreement dated 9 May 2006 (the **“Supplemental Agreement”**), a copy of which is tabled at the meeting and marked “D” and initialed by the Chairman of the meeting for identification purposes, between Hailong and the Company in relation to such increase in the annual cap amounts of the Material Supplies Transactions be and is hereby approved, confirmed and ratified;
- (b) the approvals in paragraph (a) of this Resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company to enter into Material Supplies Transactions under the Material Supplies Agreement and the Supplemental Agreement at a price determined by the Directors; 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 authorized 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/them to be incidental to, ancillary to or in connection with the matters contemplated in the increase in the annual cap amounts of the Material Supplies Transactions under the Material Supplies Agreement and the Supplemental Agreement.”

SPECIAL RESOLUTION

(5) **“THAT** the articles of association of the Company (the **“Articles”**) be amended as follows:

- (a) by substituting the existing Article 86(3) with the following new Article 86(3):
 - (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.

(b) by substituting the existing Article 86(5) with the following new Article 86(5):

(5) The Members, may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under such agreement).

and **THAT** any one director of the Company be and is hereby authorised to take such further action as he may, in his sole and absolute discretion thinks fit for and on behalf of the Company, to implement the aforesaid amendments to the existing Articles of the Company.”

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

Hong Kong, 30 May 2006

Registered office:
Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West Indies

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, on a poll, 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, at 26th Floor, Tesbury Centre, 28 Queen's Road East, 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 holder 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 comprises Mr. Kong Qingping (Chairman and Non-executive Director), Mr. Zhou Yong (Vice-chairman and Chief Executive Officer), Mr. Yip Chung Nam (Executive Director), Mr. Fu He (Executive Director), Mr. Zhou Hancheng (Executive Director), Mr. Cheong Chit Sun (Executive Director), Dr. Raymond Ho Chung Tai (Independent Non-executive Director), Mr. Adrian David Li Man Kiu (Independent Non-executive Director), Mr. Raymond Leung Hai Ming (Independent Non-executive Director) and Mr. Lee Shing See (Independent Non-executive Director).

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