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**中國建築國際集團有限公司**

**CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED**

*(a company incorporated in the Cayman Islands with limited liability)*

(Stock code: 3311)



**FAR EAST GLOBAL GROUP LIMITED**

**遠東環球集團有限公司**

*(a company incorporated in the Cayman Islands with limited liability)*

(Stock code: 830)

## **ADD TREASURE HOLDINGS LIMITED**

*(a company incorporated in the British Virgin Islands with limited liability)*

### **JOINT ANNOUNCEMENT**

#### **(1) COMPLETION OF SUBSCRIPTION OF SHARES IN FAR EAST GLOBAL GROUP LIMITED BY ADD TREASURE HOLDINGS LIMITED**

**AND**

#### **(2) MANDATORY UNCONDITIONAL CASH OFFERS BY DEUTSCHE BANK FOR AND ON BEHALF OF ADD TREASURE HOLDINGS LIMITED FOR ALL THE ISSUED SHARES IN FAR EAST GLOBAL GROUP LIMITED (OTHER THAN THOSE SHARES ALREADY OWNED BY OR AGREED TO BE ACQUIRED OR SUBSCRIBED BY CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED, ADD TREASURE HOLDINGS LIMITED AND PERSONS ACTING IN CONCERT WITH ANY OF THEM) AND FOR THE CANCELLATION OF OUTSTANDING SHARE OPTIONS OF FAR EAST GLOBAL GROUP LIMITED**

**FINANCIAL ADVISER TO  
ADD TREASURE HOLDINGS LIMITED**



*Deutsche Bank AG, Hong Kong Branch*

CSCIHL, the Offeror and the Company are pleased to announce that Completion of the Subscription took place on 28 February 2012.

As a result of Completion, CSCIHL, the Offeror and parties acting in concert with any of them are interested in an aggregate of 1,142,470,000 Shares, representing approximately 53.1% (as at the date of this announcement) or approximately 51.0% (assuming all outstanding Share Options are exercised) of the enlarged issued share capital of the Company. Accordingly, the Offeror is required to make the Offers (comprising the Share Offer and the Option Offer) pursuant to Rule 26.1 and Rule 13.1 of the Takeovers Code. The Share Offer is for all the issued Shares not already owned or agreed to be acquired or subscribed by CSCIHL, the Offeror and persons acting in concert with any of them, and the Option Offer is for the cancellation of all the outstanding Share Options.

The Composite Document including, among other things, (a) a letter from Deutsche Bank as financial adviser to the Offeror in respect of the Offers; (b) a letter from the Company Board; (c) a letter from the independent board committee of the Company; and (d) a letter from Huntington Asia Limited, the independent financial adviser to the independent board committee of the Company in respect of the Offers, together with the accompanying forms of acceptance, is expected to be despatched to the Company Shareholders and the Option Holders on 2 March 2012.

References are made to the announcements dated 2 February 2012 (the “**Initial Announcement**”) and 9 February 2012 (together with the Initial Announcement referred to as the “**Announcements**”) jointly issued by China State Construction International Holdings Limited, Add Treasure Holdings Limited (the “**Offeror**”) and Far East Global Group Limited in relation to the Subscription and the Offers. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

## **COMPLETION OF THE SUBSCRIPTION**

As set out in the Initial Announcement, the Company entered into the Subscription Agreement with the Offeror on 2 February 2012. Pursuant to the Subscription Agreement, the Company conditionally agreed to allot and issue to the Offeror, and the Offeror conditionally agreed to subscribe from the Company, 1,038,550,000 new Shares, for a total consideration of HK\$643,901,000.

Completion was conditional on the satisfaction or waiver of conditions set out in the Initial Announcement. As set out in the joint announcement dated 9 February 2012, the Offeror and the Company entered into an addendum to the Subscription Agreement and mutually agreed that Completion shall take place on the business day immediately following the fulfilment or waiver of all the conditions. As all the conditions were fulfilled or waived on 27 February 2012, Completion took place on 28 February 2012.

## **MANDATORY UNCONDITIONAL CASH OFFERS**

As a result of Completion, CSCIHL, the Offeror and parties acting in concert with any of them are interested in an aggregate of 1,142,470,000 Shares, representing approximately 53.1% (as at the date of this announcement) or approximately 51.0% (assuming all outstanding Share Options are exercised) of the enlarged issued share capital of the Company. Accordingly, the Offeror is required to make the Offers (comprising the Share Offer and the Option Offer) pursuant to Rule 26.1 and Rule 13.1 of the Takeovers Code. The Share Offer is for all the issued Shares not already owned or agreed to be acquired or subscribed by CSCIHL, the Offeror and persons acting in concert with any of them, and the Option Offer is for the cancellation of all the outstanding Share Options.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document including, among other things, (a) a letter from Deutsche Bank as financial adviser to the Offeror in respect of the Offers; (b) a letter from the Company Board; (c) a letter from the independent board committee of the Company; and (d) a letter from Huntington Asia Limited, the independent financial adviser to the independent board committee of the Company in respect of the Offers, together with the accompanying forms of acceptance, is expected to be despatched to the Company Shareholders and the Option Holders on 2 March 2012.

## **PROPOSED CHANGE OF COMPANY BOARD COMPOSITION**

It is the intention of the Offeror to nominate two additional executive directors and one non-executive director to the Company Board effective immediately after the despatch of the Composite Document. Mr. Huang Brad will be re-designated as a non-executive director of the Company immediately after the despatch of the Composite Document, instead of from the date of Completion as stated in the Initial Announcement. Further disclosure in respect of the proposed change of the Company Board composition will be made in accordance with the Listing Rules and the Takeovers Code.

## CONFIRMATION OF FINANCIAL RESOURCES

Deutsche Bank, the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offers.

By order of the board of directors of  
**China State Construction International  
Holdings Limited**  
**Kong Qingping**  
*Chairman and Non-executive Director*

By order of the board of directors of  
**Far East Global Group Limited**  
**Huang Brad**  
*Chairman*

Hong Kong, 28 February 2012

*As at the date of this announcement, the CSCIHL Board is comprised of:*

*Non-executive Directors:*

*Mr. Kong Qingping (Chairman) and Mr. Li Jian*

*Executive Directors:*

*Mr. Zhou Yong (Vice-Chairman and Chief Executive Officer), Mr. Zhang Yifeng, Dr. Cheong Chit Sun, Mr. Zhou Hancheng, Mr. Tian Shuchen and Mr. Hung Cheung Shew*

*Independent Non-executive Directors:*

*Dr. Raymond Ho Chung Tai, Mr. Adrian David Li Man Kiu, Dr. Raymond Leung Hai Ming and Mr. Lee Shing See*

*As at the date of this announcement, the board of directors of the Offeror is comprised of:*

*Mr. Zhou Yong and Dr. Cheong Chit Sun*

*As at the date of this announcement, the Company Board is comprised of:*

*Executive Directors:*

*Mr. Huang Brad (Chairman) and Mr. Ko Chuk Kin, Herbert (Chief Executive Officer)*

*Non-executive Director:*

*Mr. Hung Cheung Shew*

*Independent Non-executive Directors:*

*Mr. Zhou Jinsong, Mr. Yen Homer Shih Hung and Mr. Hong Winn*

*The directors of CSCIHL and the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to CSCIHL Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of the Offeror and CSCIHL) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*