



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 at 11:00 a.m. on Friday, 31 August 2007 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 “**Hong Kong Agreement**”) dated 20 July 2007 entered into between China Overseas Holdings Limited (“**COHL**”) 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 the entire issued share capital of China Overseas Insurance Limited and China Overseas Insurance Services Limited and all the transactions contemplated thereunder, 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 Hong Kong Agreement.”

(2) “**THAT**

- (a) the conditional agreement (the “**Macau Agreement**”) dated 20 July 2007 entered into between COHL and the Company, 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 the Company and/or its nominees will acquire from COHL the 79% of the equity interest in the registered and paid up capital of COHL (Macao) Commercial and Industrial Company Limited and the entire issued and paid up share capital of Perfect Castle Limited, and all the transactions contemplated thereunder, 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 Macau Agreement.”

(3) **“THAT**

- (a) the conditional agreement (the **“PRC Agreement”**) dated 20 July 2007 entered into between COHL and the Company, 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 Company and/or its nominees will acquire from COHL 75% of the equity interest and the 25% economic interest held by COHL in the registered capital of 深圳中海建築有限公司 (Shenzhen China Overseas Construction Limited) (**“SCOCL”**), and all the transactions contemplated thereunder, 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 PRC Agreement.”

(4) **“THAT**

- (a) the agreement dated 22 November 2005 (the **“SCOCL Engagement Agreement”**) entered into between China Overseas Land & Investment Limited (**“COLI”**) and SCOCL, a copy of which is tabled at the meeting and marked “D” and initialed by the chairman of the meeting for identification purposes, pursuant to which the COLI Group (as defined in the Circular) engaged SCOCL 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 of HK\$1,600 million 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 SCOCL 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 SCOCL Engagement Agreement.”

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

Hong Kong, 14 August 2007

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

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 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 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.
6. The register of members of the Company will be closed from Tuesday, 28 August 2007 to Friday, 31 August 2007 (both days inclusive), during which period, no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on the day of the extraordinary general meeting are entitled to attend the extraordinary general meeting.

As at the date of this announcement, the Board of the Company 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).