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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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  
RE-ELECTION OF DIRECTORS AND  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting via the e-Meeting System to be held on Thursday, 6 June 2024 at 3:30 p.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the Annual General Meeting via the e-Meeting System, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, of 17/F, Far East Finance Centre, 16 Harcourt Road, 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 via the e-Meeting System at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

30 April 2024

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting”	annual general meeting of the Company to be held on Thursday, 6 June 2024 at 3:30 p.m., or any adjournment thereof
“Articles”	Articles of Association of the Company as may be amended from time to time
“Board”	board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“COHL”	China Overseas Holdings Limited (中國海外集團有限公司), a company incorporated in Hong Kong with limited liability, being a wholly owned subsidiary of CSCECL and the controlling shareholder of both the Company and COLI
“COLI”	China Overseas Land & Investment Limited (中國海外發展有限公司), a company incorporated in Hong Kong with limited liability and whose shares are listed on the Main Board of the Stock Exchange (stock code: 688), and an associated corporation of the Company within the meaning of Part XV of the SFO
“Company”	China State Construction International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange (stock code: 3311)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSCEC”	中國建築集團有限公司 (China State Construction Engineering Corporation*), a limited liability corporation organised and existing under the laws of the People’s Republic of China, being the ultimate holding company of the Company

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## DEFINITIONS

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“CSCECL”	中國建築股份有限公司 (China State Construction Engineering Corporation Limited), a joint stock limited company established in the PRC whose shares are listed on the Shanghai Stock Exchange (stock code: 601668), being a non-wholly owned subsidiary of CSCEC, and an associated corporation of the Company within the meaning of Part XV of the SFO
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 10% of the total number of Shares in issue at the date of the passing of the relevant resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution)
“Latest Practicable Date”	23 April 2024, 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”	a 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 total number of Shares in issue at the date of the passing of the ordinary resolution in relation thereof (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

\* *English or Chinese translation, as the case may be, is for identification only.*

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## SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

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All registered Shareholders will be able to join the Annual General Meeting via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.

Through the e-Meeting System, our registered Shareholders will be able to view the live video broadcast and participate in voting and submit questions online. Login details and information will be included in our letters to registered Shareholders regarding the e-Meeting System which will be despatched later.

### HOW TO ATTEND AND VOTE

Shareholders who wish to attend the Annual General Meeting and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the Annual General Meeting via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (2) appoint the chairman of the Annual General Meeting or other person as their proxy by providing their email addresses for receiving the designated log-in username and password to attend and vote on their behalves via the e-Meeting System.

Your proxy's authority and instruction will be revoked if you attend and vote via the e-Meeting System at the Annual General Meeting.

If you are a non-registered Shareholder, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your Shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote via the e-Meeting System at the Annual General Meeting and in doing so, you will be asked to provide your email address. Details regarding the e-Meeting System including the login details will be emailed to you by the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited.

Completion and return of the form of proxy will not preclude a member from attending and voting via the e-Meeting System at the Annual General Meeting or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

For the purpose of determining shareholders' eligibility to attend and vote via the e-Meeting System at the Annual General Meeting, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of Shares will be effected.

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## SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

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If you have any questions relating to the Annual General Meeting, please contact the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, with the following details:

Address : 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  
Email : [emeeting@hk.tricorglobal.com](mailto:emeeting@hk.tricorglobal.com)  
Telephone : (852) 2975 0928  
Fax : (852) 2861 1465

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## LETTER FROM THE BOARD

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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)

*Chairman and Executive Director:*

Mr. Zhang Haipeng

*Non-executive Director:*

Mr. Yan Jianguo

*Executive Directors:*

Mr. Wang Xiaoguang (*Chief Executive Officer*)

Mr. Hung Cheung Shew (*Vice President*)

*Independent Non-executive Directors:*

Dr. Raymond Leung Hai Ming

Ms. Wong Wai Ching

Mr. Chan Tze Ching Ignatius

*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

30 April 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS AND  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
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**

The Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report of the Company for the year ended 31 December 2023 are set out in the 2023 Annual Report.



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## LETTER FROM THE BOARD

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The Audited Financial Statements have been audited by Ernst & Young 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 HK28.5 cents per Share to shareholders whose names appear on the register of members of the Company at the record date and time on Tuesday, 18 June 2024 at 4:30 p.m..

In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 18 June 2024.

Subject to the Shareholders' approval, the dividend warrants will be despatched on or about Tuesday, 9 July 2024.

### **RESOLUTION (3) – RE-ELECTION OF DIRECTORS**

Pursuant to articles 87(1) and 87(2) of the Articles, Mr. Hung Cheung Shew and Dr. Raymond Leung Hai Ming will retire by rotation at the Annual General Meeting. Mr. Hung Cheung Shew, being eligible, offers himself for re-election at the Annual General Meeting. Dr. Raymond Leung Hai Ming, being eligible, does not offer himself for re-election at the Annual General Meeting.

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

The Nomination Committee of the Company has reviewed the structure, size and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills, experience and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee of the Company has recommended to the Board on re-election of all the Directors to be re-elected at the Annual General Meeting.

Information on the Directors to be re-elected as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### **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 2023 Annual Report. This resolution will be proposed to authorize the Board to fix the remuneration of Directors.

### **RESOLUTION (5) – RE-APPOINTMENT OF AUDITOR**

The Board (which agreed to the view of the Audit Committee of the Company) recommends that, subject to the approval of the Shareholders, Ernst & Young be re-appointed as auditor of the Company and the Board be authorized to fix the remuneration of the auditor of the Company.

### **RESOLUTION (6A) – GENERAL MANDATE TO ISSUE SHARES**

The existing general mandate to issue Shares granted by the Shareholders at the last annual general meeting held on 8 June 2023 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 up to 10% of the total number of Shares in issue at the date of the passing of the relevant resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such 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 held on 8 June 2023 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 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 10% of the total number of Shares in issue at the date of the passing of the resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution).

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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

Subject to the passing of the aforesaid ordinary resolutions (6A) and (6B) of the Issue Mandate and the Repurchase Mandate, a separate ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

### **ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting is set out on pages 17 to 21 of this circular.

The register of members of the Company will be closed, for the purpose of determining the identity of members who are entitled to attend and vote via the e-Meeting System at the Annual General Meeting from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfers of shares will be effected. All completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 31 May 2024.

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 via the e-Meeting System, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, of 17/F, Far East Finance Centre, 16 Harcourt Road, 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 via the e-Meeting System at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

### **RECOMMENDATION**

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, and the re-election of Directors are in the 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.

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## LETTER FROM THE BOARD

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### 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**

**Zhang Haipeng**

*Chairman and Executive Director*

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## APPENDIX I      INFORMATION ON DIRECTORS TO BE RE-ELECTED

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The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

**Mr. Hung Cheung Shew JP**

*Executive Director, Vice President*

Aged 65, was appointed as an Executive Director of the Company on 8 June 2011. Mr. Hung graduated from Plymouth Polytechnic (UK). He is a member of The Hong Kong Institution of Engineers and The Institution of Structural Engineers (UK). Mr. Hung joined the Group in 1996. He has been a director of certain subsidiaries of the Group since 2000. Currently, Mr. Hung is a vice president of The Hong Kong Construction Association, Limited and a director of The Hong Kong Construction Association Charity Fund Limited. Mr. Hung has over 42 years' experience in construction management and planning.

As at the Latest Practicable Date, Mr. Hung had personal interests in 591,584 Shares; 7,095 shares of COLI; 30,000 shares of China State Construction Development Holdings Limited (a subsidiary of the Company); and 2,365 shares of China Overseas Property Holdings Limited (an associated corporation of the Company within the meaning of Part XV of the SFO).

Mr. Hung has entered into a service agreement with the Company. He is entitled to receive a basic salary of HK\$275,700 per month and entitled to have discretionary bonus determined by the Board or the Remuneration Committee of the Company. Mr. Hung'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. Hung's service agreement does not provide for a specific 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. Hung does not (1) have any relationships with any directors, senior management or substantial or controlling Shareholders, (2) have any interests in Shares and shares of associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

**Mr. Chan Tze Ching Ignatius BBS, JP***Independent Non-executive Director*

Aged 67, was appointed as an Independent Non-executive Director of the Company on 8 June 2023. He is also the chairman of the Nomination Committee and a member of the Audit Committee, Remuneration Committee and the Sustainability Committee of the Company.

Mr. Chan obtained a Bachelor of Business Administration degree from University of Hawaii, United States and obtained a Master of Business Administration degree from the same university. He is a Certified Public Accountant with the American Institute of Certified Public Accountants.

From 1980 to 2007, Mr. Chan held various positions in Citigroup, including Management Associate, Country Treasurer and Head of Sales and Trading, Head of Corporate Banking Business for Hong Kong, Country Officer for Taiwan, Chief Operating Officer for Greater China, Country Officer for Hong Kong and Head of Corporate and Investment Banking Business for Greater China. Mr. Chan worked briefly as Deputy Chief Executive for Bank of China (Hong Kong) Limited in 2008. He also held various board seats in listed companies, government statutory bodies and non-governmental organizations.

Mr. Chan is currently a senior adviser of The Bank of East Asia Limited, a non-independent non-executive director of Affin Bank Berhad (listed in Malaysia), an independent non-executive director of Mongolian Mining Corporation (listed in Hong Kong), a board member of The Community Chest of Hong Kong, the chairman of Hospital Governing Committee of Hong Kong Red Cross Blood Transfusion Service, board adviser of Hong Kong New Territories General Chamber of Commerce and honorary advisory vice president of Hong Kong Institute of Bankers. In the most recent years, Mr. Chan served as the Chairman of Hong Kong Polytechnic University Council, a senior adviser of CVC Capital Partners Limited, a member of The Financial Reporting Council, a member of the Standing Committee on Judicial Salaries and Conditions of Service and an independent non-executive director of Hong Kong Exchanges and Clearing Limited (listed in Hong Kong).

Mr. Chan has entered into a letter of appointment as director with the Company. Mr. Chan is not appointed for a specific term and his term of appointment can be terminated by either party giving to the other not less than three months' prior written notice. He will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles.

As at the Latest Practicable Date, Mr. Chan had personal interests in 100,000 shares of COLI. Mr. Chan was entitled to receive a director's emoluments of HK\$300,000 per annum and an additional amount of HK\$110,000 per annum for acting as chairman of Nomination Committee of the Company which are determined by reference to his duties and responsibilities with the Company, the Company's standard for emoluments and the prevailing market conditions.

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**APPENDIX I            INFORMATION ON DIRECTORS TO BE RE-ELECTED**

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Save as disclosed above, Mr. Chan does not (1) have any relationships with any directors, senior management or substantial or controlling Shareholders, (2) have any interests in Shares and shares of associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

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## **APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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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 under Rule 10.06(1)(b) 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 5,037,616,668 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 503,761,666 Shares, being 10% of the total number of Shares in issue at the date of the passing of the relevant resolution.

### **2. REASONS FOR SHARES REPURCHASES**

The Directors believe that the Repurchase Mandate is in the 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 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 or share premium of the Company or the proceeds of a fresh issue of Shares made for the purposes. 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. Subject to the provisions of the laws of the Cayman Islands, a purchase of Shares may also be paid out of capital.

On the basis of the consolidated financial position of the Company as at 31 December 2023 (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 up to the Latest Practicable Date are as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	9.84	8.75
May	10.82	8.69
June	9.27	8.07
July	9.70	8.63
August	9.67	8.20
September	9.07	7.96
October	8.48	7.25
November	9.19	8.13
December	9.06	8.36
<b>2024</b>		
January	9.34	7.52
February	9.18	7.88
March	9.19	8.36
April (up to the Latest Practicable Date)	8.93	8.36

**5. REPURCHASE STATEMENTS**

The Directors state that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Cayman Islands and that neither this explanatory statement nor the repurchases under the Repurchase Mandate has any unusual features.

**6. DISCLOSURE OF INTENTION**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates have any present intention to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company 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 Company is authorized to exercise the Repurchase Mandate.

**7. EFFECT OF THE TAKEOVERS CODES**

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 the Takeovers Codes. 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 Codes.

As at the Latest Practicable Date, COHL was beneficially interested in an aggregate of 3,264,976,136 Shares, representing approximately 64.81% of the issued share capital of the Company. COHL is a wholly owned subsidiary of CSCEC which, in turn, is the ultimate beneficial owner.

In the event that the Repurchase Mandate is exercised in full, the shareholding of COHL in the Company would be increased to approximately 72.01% of the issued share capital of the Company. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Codes.

**8. SHARE REPURCHASES MADE BY THE COMPANY**

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

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China State Construction International Holdings Limited (the “**Company**”) will be held on Thursday, 6 June 2024 at 3:30 p.m. (“**Annual General Meeting**”) (or any adjournment thereof) via the e-Meeting System for purpose of considering and, if thought fit, passing the following matters. Unless otherwise specified, capitalised terms contained in this notice shall have the same meanings ascribed to them in the circular dated 30 April 2024 (the “**Circular**”) issued by the Company.

### **ORDINARY RESOLUTIONS**

1. To receive and adopt the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2023.
2. To declare a final dividend for the year ended 31 December 2023 of HK28.5 cents per Share.
3. (A) To re-elect Mr. Hung Cheung Shew as Director; and  
  
(B) To re-elect Mr. Chan Tze Ching Ignatius as Director.
4. To authorize the Board to fix the remuneration of the Directors.
5. To re-appoint Ernst & Young as auditor of the Company and authorize the Board to fix its 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 during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional 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) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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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) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares 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);
  - (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 from time to time,

shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution);

and the said approval given under this Resolution in paragraph (a) above shall be limited accordingly; and

- (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 or any applicable laws to be held; and

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(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.

“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 maximum number 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 total number of Shares in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution), and the said approval shall be limited accordingly; and
- (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 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.”

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- (C) “**THAT** conditional upon the passing of Resolutions (6A) and (6B) as set out in the notice convening the meeting, the general mandate granted to the Directors pursuant to the Resolution (6A), be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to Resolution (6B), provided that such number shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution).”

By Order of the Board  
**China State Construction International Holdings Limited**  
**Zhang Haipeng**  
*Chairman and Executive Director*

Hong Kong, 30 April 2024

*Registered office:*  
Cricket Square Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*  
28th Floor, China Overseas Building  
139 Hennessy Road  
Wanchai, Hong Kong

*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 Articles.
2. All registered Shareholders will be able to join the Annual General Meeting via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered Shareholders may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the Annual General Meeting if they wish.
3. A registered Shareholder entitled to attend and vote at the Annual General Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote via the e-Meeting System in his/her/its place. The proxy need not be a Shareholder.
4. In the case of joint holders of any Share(s), only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such Share(s) as if he/she/it was solely entitled thereto.

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5. In order to be valid, the completed form of proxy, 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 practise in Hong Kong), must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Form of proxy sent electronically or by any other data transmission process will not be accepted.
6. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting via the e-Meeting System at the Annual General Meeting or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. The register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, for the purpose of determining eligibility to attend and vote via the e-Meeting System at the Annual General Meeting. In order to be eligible to attend and vote via the e-Meeting System at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates, must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 31 May 2024.

Subject to the shareholders' approval of the proposed final dividend at the Annual General Meeting, the final dividend will be paid to shareholders whose names appear on the register of members of the Company at the record date and time on Tuesday, 18 June 2024 at 4:30 p.m. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 18 June 2024.

8. 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.
9. With respect to the resolution set out in resolution no. (6B) of this notice, approval is being sought from the Shareholders for a general mandate granted to the Directors to repurchase Shares.
10. With respect to the resolutions set out in resolutions no. (6A) and (6C) of this notice, approval is being sought from the Shareholders for general mandates granted to the Directors to allot, issue and deal with Shares.
11. As at the date of this notice, the Board comprises Mr. Zhang Haipeng as Chairman and Executive Director; Mr. Yan Jianguo as Non-executive Director; Mr. Wang Xiaoguang (Chief Executive Officer) and Mr. Hung Cheung Shew as Executive Directors; and Dr. Raymond Leung Hai Ming, Ms. Wong Wai Ching and Mr. Chan Tze Ching Ignatius as Independent Non-executive Directors.