

RULES OF PROCEDURES FOR MEETINGS OF THE SUPERVISORY COMMITTEE OF CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED

(Approved at the First EGM of 2006 on 8 October 2006, with the first amendments made at the Second EGM of 2011 on 25 March 2011 and the second amendments made at the AGM of 2019 on 9 June 2020.)

Chapter 1 General Provisions

Article 1 To further regulate the rules of procedures and decision-making of the Supervisory Committee of China Communications Construction Company Limited (the “Company”), enable the supervisors and the Supervisory Committee to effectively perform their supervisory duties and improve the corporate governance structure of the Company, the Rules are formulated pursuant to relevant requirements including the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, and the Articles of Association of China Communications Construction Company Limited (the “Articles of Association”).

Article 2 The Supervisory Committee shall be accountable and report to the general meeting. The Supervisory Committee shall supervise the financial operations of the Company and the legality of the fulfillment of duties of the directors, the president and other senior management members of the Company to protect the legitimate rights and interests of the Company and its shareholders.

Article 3 The Company shall take measures to guarantee the supervisors’ right to know and responsively provide the supervisors with necessary information to enable the Supervisory Committee to effectively supervise, inspect and evaluate the financial position and operations management of the Company. All the supervisors may attend the meetings of Board of Directors and meetings of the president’s office without voting rights.

Article 4 The supervisory records of the Supervisory Committee and the results of financial inspections or special inspections shall be important basis for evaluating the performance of directors, the president and other senior management members.

Chapter 2 Composition and Administrative Body of the Supervisory Committee

Article 5 The Supervisory Committee of the Company shall comprise three (3) supervisors, including a chairman. The appointment and removal of the chairman of the Supervisory Committee shall be determined by the affirmative votes of more than two-thirds of its members.

The Supervisory Committee shall comprise shareholder representatives and an appropriate proportion of staff representatives of the Company, which proportion shall not be lower than one-third of members of the Supervisory Committee. The staff representatives in the Supervisory Committee shall be elected by staff of the Company democratically at congresses of employee representatives, employees' meetings or in other forms.

Article 6A supervisor shall be appointed with a term of office of three years, and may seek re-election upon expiry of the aforesaid term. Appointment and removal of supervisors representing shareholders shall be subject to election at the general meeting, while appointment and removal of supervisors representing the staff shall be subject to democratic election of the staff.

Article 7 Directors, the president and other senior management members shall not serve concurrently as supervisors.

Article 8 In the event that the term of a supervisor expires whereas new member of the Supervisory Committee is not elected in time or the resignation of any supervisor results in the number of members of the Supervisory Committee falling below the quorum, the existing supervisor shall continue to perform the duties in accordance with laws, administrative regulations, the Articles of Association and the Rules until the newly-elected supervisor assumes office.

Article 9 The Supervisory Committee shall establish an office of the Supervisory Committee as its administrative body, which is responsible for handling daily affairs of the Supervisory Committee.

Article 10 Chairman of the Supervisory Committee may designate other person(s) of the Company to assist in handling daily affairs of the Supervisory Committee.

Chapter 3 Duties and Powers of the Supervisory Committee

Article 11 The Supervisory Committee shall be accountable to the general meeting and perform the following duties and powers in accordance with laws:

(1) to review and provide written opinions on the regular reports of the Company prepared by the Board of Directors;

(2) to examine the Company's financial affairs;

(3) to supervise the work of directors and senior management members and to propose removal of directors and senior management members who have violated laws, administrative regulations, the Articles of Association or resolutions of general meetings; to represent the Company in negotiating with or bringing an action against a director;

(4) to demand rectification by directors and senior management members when the acts of such persons are harmful to the Company's interest and, if necessary, report to the general meeting or the state's relevant authorities;

(5) to propose the convening of an extraordinary general meeting, and to convene and preside over the general meeting when the Board of Directors fails to perform such duties as specified by the Company Law;

(6) to put forward proposals to general meetings;

(7) to propose the convening of an extraordinary Board meeting;

(8) to conduct investigation on any abnormality identified in the Company's business operation or any doubt in financial information such as financial report, business report and profit distribution plan to be submitted by the Board of Directors to the general meetings; to engage experts including accounting firm and law office to provide professional assistance, when necessary, at costs of the Company;

(9) to attend meetings of the Board of Directors and to make enquiry or suggestion regarding resolutions at meetings of the Board of Directors;

(10) other duties and powers specified by the laws and regulations and the Articles of Association.

Article 12 During the performance of its power of supervision, the Supervisory Committee may adopt the following measures against issues discovered therein:

(1) to issue a written notice demanding correction;

(2) to ask the audit and surveillance departments of the Company to verify;

(3) to appoint qualified accounting firms, law firms or other professional institutions to verify and collect evidence;

(4) to propose to convene any extraordinary general meeting;

(5) to make a report or complaint to the state's relevant regulatory institutions or judicial authorities;

(6) to initiate proceedings against the directors and senior management members in accordance with Article 151 of the Company Law.

Chapter 4 Proceedings of Meetings of the Supervisory Committee

Section 1 Regular and Extraordinary Meetings of the Supervisory Committee

Article 13 Meetings of the Supervisory Committee include regular meetings and extraordinary meetings.

Article 14 The Supervisory Committee shall hold regular meetings every six months. The Supervisory Committee shall convene an extraordinary meeting within ten days if:

(1) any of the supervisors proposes the convening of such meeting;

(2) any resolution passed at a general meeting or a meeting of the Board of Directors violates laws, regulations, rules and various provisions and requirements of regulatory authorities, the Articles of Association, the resolutions of general meetings or other relevant requirements;

(3) any misconduct of directors and senior management which may cause material harm to the Company or have adverse impacts on the market;

(4) any shareholder initiates legal actions against the Company, directors, supervisors or senior management;

(5) the Company, a director, a supervisor or senior management is penalized by securities regulatory authorities or publicly reprimanded by the stock exchange(s) where the shares of the Company are listed;

(6) such meeting is convened at request of securities regulatory authorities;

(7) other circumstances as stipulated in the Articles of Association.

Section 2 Proposal of Regular Meetings

Article 15 Before sending the notice of a regular meeting of the Supervisory Committee, the office of the Supervisory Committee shall collect proposals from all the supervisors and shall spend at least two days seeking opinions from the staff of the Company. In collecting proposals and seeking opinions, the office of the Supervisory Committee shall state that the Supervisory Committee focuses on supervising the operation of the Company and the conduct of the directors and senior management, not on making decisions on the operations and management of the Company.

Section 3 Procedure for Proposing Extraordinary Meetings

Article 16 If a supervisor proposes to convene an extraordinary meeting of the Supervisory Committee, a written proposal signed by the proposing supervisor shall be submitted through the office of the Supervisory Committee or to the chairman of the

Supervisory Committee directly. The written proposal shall state the following matters:

- (1) name of the proposing supervisors;
- (2) reason for the proposal or objective matters on which the proposal is based;
- (3) proposed convention time or timeframe, venue and method;
- (4) clear and specific proposal;
- (5) contact details of the proposing supervisors, date of the proposal, etc.

Article 17 The office of the Supervisory Committee shall, within three days after the office of the Supervisory Committee or the chairman of the Supervisory Committee receives the written proposal from the supervisor, issue the notice of an extraordinary meeting of the Supervisory Committee.

Where the office of the Supervisory Committee fails to issue the notice of meeting, the proposing supervisor shall report to the regulatory authority in a timely fashion.

Section 4 Convening and Presiding of Meetings

Article 18 Meetings of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee; where the chairman of the Supervisory Committee is unable to or fails to perform his/her duties, a supervisor shall be jointly recommended by more than half of supervisors to convene and preside over the meeting.

Section 5 Notice of Meetings

Article 19 The office of the Supervisory Committee shall send the written meeting notice affixed with the seal of the Supervisory Committee to all the supervisors by direct delivery, fax, email or other means ten days and five days before a regular meeting and an extraordinary meeting of the Supervisory Committee respectively. Where the notice is not served by direct delivery, telephone acknowledgement and relevant records shall be made.

Where an extraordinary meeting of the Supervisory Committee needs to be held as soon as possible due to emergency, the notice of meeting may be sent by verbal means or telephone at any time; the convener, however, shall explain at the meeting.

Section 6 Contents of the Meeting Notice

Article 20 A written notice of meeting shall at least include:

- (1) the time, venue and duration of the meeting;

(2) the form of the meeting;

(3) the matters proposed to be considered (proposals of the meeting);

(4) the convener and chairman of the meeting, and the proposer of the extraordinary meeting and its written proposal;

(5) the essential meeting materials for supervisors to vote;

(6) the request for the supervisors to attend the meeting in person or by proxy;

(7) the contact person and means of contact;

(8) the date of issuing the notice.

A verbal meeting notice shall at least include items (1) and (3) above and an explanation that an extraordinary meeting of the Supervisory Committee requires to be convened as soon as possible due to emergency.

Article 21 If, after the written notice of a regular meeting of the Supervisory Committee is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel proposals to the meeting, a written notice of change shall be sent three days before the original designated date for convening the meeting, to explain the reasons and provide relevant contents of new proposals and relevant materials. Where the notice of change is sent in less than three days in advance, the date of meeting shall be postponed accordingly or the meeting shall be held on schedule upon approval in written by all the supervisors attending the meeting.

If, after the notice of an extraordinary meeting of the Supervisory Committee is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel proposals for the meeting, then it shall be necessary to seek the prior consent of all the supervisors attending the meeting and make relevant records.

Section 7 Form of the Meeting

Article 22 Meetings of the Supervisory Committee shall generally be held onsite, or where necessary, via video conference, conference call, fax or email voting provided that supervisors can adequately express their views and the convener (the chairman) and the proposer grant approval. Meetings of the Supervisory Committee may also be held in the form of on-site meeting together with other means simultaneously.

Where a meeting of the Supervisory Committee is held offsite, the number of supervisors attending the meeting shall be counted according to the supervisors shown at the

video conference, the supervisors expressing their views at the conference call, valid votes such as faxes or emails received within the prescribed period, or written acknowledgements submitted after the meeting by the supervisors for attending the meeting.

Section 8 Convening of the Meeting

Article 23 Meetings of the Supervisory Committee shall only be convened if attended by more than half of the supervisors. Where any relevant supervisor refuses or fails to attend the meeting so that the number of attendants falls short of the quorum required for convening the meeting, other supervisors shall responsively report to the regulatory authority.

The secretary of the Board of Directors shall present at meetings of the Supervisory Committee.

Article 24 In principle, supervisors shall attend supervisory meetings in person. If a supervisor is unable to attend the meeting in person for any reason, he shall review the meeting materials and furnish clear opinions in advance and appoint other supervisor to attend the meeting on his behalf.

The power of attorney shall set out:

- (1) names and identity card numbers of the principal and the proxy;
- (2) reasons of the principal failing to attend the meeting;
- (3) the matter and term of validity of proxy;
- (4) brief opinions of the principal on each proposal;
- (5) scope of the authorisation and the principal's directions for voting intent on respective proposals;
- (6) signature of the principal and the proxy, date, etc.

The supervisor who appoints other supervisor to sign a written confirmation on regular report on his behalf shall specify such authorisation in the power of attorney.

The proxy supervisor shall present the power of attorney in written to the chairman of meeting and explain proxy attendance in the attendance book.

Article 25 The supervisor appointed to attend the meeting shall exercise the rights of a supervisor within the scope of authority conferred by the appointing supervisor. If a supervisor does not attend a meeting of the Supervisory Committee and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote

at such meeting.

Article 26 Appointment of proxy and proxy attendance for a meeting of the Supervisory Committee shall follow below principles:

(1) a supervisor shall not fully authorize other supervisor to attend on his/her behalf without specifying his/her own opinion and voting intention on the resolutions, while relevant supervisor shall not accept appointment of full authorization and appointment with unclear authorization;

(2) a supervisor shall neither accept appointment of more than two supervisors nor appoint a supervisor who has already accepted the appointment of two other supervisors to attend on his/her behalf.

Section 9 Procedure of Meeting Deliberation

Article 27 The chairman of a meeting shall individually request all attending supervisors to express clear opinions in respect of each proposal.

Article 28 The chairman of a meeting shall demand directors, senior management, the Company's other employees or relevant salesmen of intermediaries to be at the meeting for enquiry based on the proposals by supervisors.

Article 29 Unless a unanimous approval is obtained from all attending supervisors, resolutions not included in the notice of relevant meeting shall not be voted on at a meeting of the Supervisory Committee.

Article 30 A supervisor who accepts the appointment of other supervisor to attend a meeting of the Supervisory Committee on his/her behalf shall not vote on the resolutions not included in the notice of relevant meeting on behalf of such supervisor.

Section 10 Resolutions of the Supervisory Committee

Article 31 At a meeting of the Supervisory Committee, each supervisor has a ballot of voting right in the forms such as open ballot and written.

Article 32 The voting intent of a supervisor includes "for", "against" or "abstain", from which each attending supervisor shall choose one. The chairman of meeting shall require those who fail to choose or simultaneously choose two or more intents to re-choose, otherwise such supervisors shall be deemed as having abstained from voting; anyone who has left the meeting midway without coming back and failed to choose shall be deemed as having abstained from voting.

Article 33 Resolutions of the Supervisory Committee shall be passed by the

affirmative votes of two-thirds of the supervisors.

Section 11 Voice Recordings of Meetings

Article 34 The meetings of the Supervisory Committee may be recorded when deemed necessary.

Section 12 Minutes of Meetings

Article 35 The office staff of Supervisory Committee shall prepare the minutes for the on-site meetings. The minutes of meetings shall include the followings:

- (1) session, time, venue and form of the meeting;
- (2) despatching of the notice of meeting;
- (3) a convener and chairman of meeting;
- (4) attendance of the meeting;
- (5) explanations on procedures and convening of the meeting;
- (6) the proposals considered at the meeting; the gist of speech, key opinions on relevant matters and voting intents for the proposals of each supervisor;
- (7) voting method and result in respect of each proposal (provide the number of votes of “for”, “against” and “abstain” respectively);
- (8) other matters to be recorded in the opinion of the attending supervisors.

For a meeting of the Supervisory Committee held by correspondence, the Supervisory Committee shall prepare the meeting minutes with reference to the aforesaid requirements.

Section 13 Signatures of Supervisors

Article 36 Meetings minutes, summaries and resolution records shall be signed and confirmed by the attending supervisors.

Article 37 While a supervisor holds different opinions on the meeting minutes, summaries or resolution records, a written explanation may be made upon signing and is entitled to demand an explanation for his/her speeches at the meeting in the minutes. If necessary, it shall be timely reported to regulatory authorities or announced through public statements.

Article 38 While a supervisor neither signs as required by the preceding paragraph nor provides the written explanation for his different opinions or reports to regulatory authorities or gives public statement, the said supervisor shall be deemed as agreeing with the minutes, summaries and resolution records.

Section 14 Announcements of Resolutions

Article 39 The announcement of the resolutions adopted by the Supervisory Committee shall be made by the secretary of the Board of Directors according to the relevant provisions of the stock exchange(s) in the place where the Company is listed.

Section 15 Implementation of Resolutions

Article 40 The supervisors shall procure the relevant persons to implement the resolutions formed by the Supervisory Committee and check the implementation of resolutions. The chairman of the Supervisory Committee shall report at future meetings of the Supervisory Committee the implementation of resolutions adopted.

Section 16 Preservation of Meeting Archives

Article 41 Archives of the meetings of the Supervisory Committee, including meeting notices, meeting materials, attendance books, voice recordings of meeting, ballots and meeting minutes, summaries, resolution records, announcements of resolutions, etc. signed and confirmed by the attending supervisors, which shall be kept by the dedicated person appointed by the chairman of the Supervisory Committee.

Article 42 Archives of the meetings of the Supervisory Committee shall be kept for at least ten (10) years.

Chapter 5 Supplemental Provisions

Article 43 For any matter not covered in the Rules, or in the event of any conflicts with any provisions of the laws, regulations, listing rules of the place where the Company is listed or the Articles of Association promulgated or amended after the Rules become effective, the provisions of such laws, regulations, listing rules of the place where the Company is listed or the Articles of Association, shall prevail in resolving such conflict.

Article 44 The Rules are adopted at the general meeting by a resolution and are the appendix to the Articles of Association. It shall come into effect at the same time as the Articles of Association does.

Article 45 The Supervisory Committee of the Company shall be responsible for interpreting the Rules.

