



中國交通建設股份有限公司  
**CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1800)

**Form of Proxy for 2017 Second Extraordinary General Meeting**

Number of shares to which this form of proxy relates<sup>(Note 1)</sup> \_\_\_\_\_

I/We<sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>(Note 3)</sup> \_\_\_\_\_ H shares in the share capital of China Communications Construction Company Limited (the “**Company**”) HEREBY

APPOINT the Chairman of the meeting or<sup>(Note 4)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy/proxies: (a) to act for me/us at the 2017 second extraordinary general meeting of the Company to be held at CCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, China at 2:00 p.m. on Wednesday, 22 November 2017 (or at any adjournment thereof) (the “**Meeting**”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the Meeting (the “**Resolutions**”); and (b) at the Meeting to vote for me/us and in my/our name(s) in respect of the Resolutions as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

Special Resolutions		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
1.	To consider and approve the proposal on the satisfaction of the conditions of the public issuance of A share convertible bonds;			
2.	To consider and approve the proposal on the proposed issuance of A share convertible bonds;			
2.1	Type of securities to be issued			
2.2	Size of issuance			
2.3	Par value and issue price			
2.4	Term			
2.5	Interest rate			
2.6	Method and timing of interest payment			
2.7	Conversion period			
2.8	Determination and adjustment of the conversion price			
2.9	Terms of downward adjustment to conversion price			
2.10	Method for determining the number of shares for conversion			
2.11	Entitlement to dividend in the year of conversion			

<b>Special Resolutions</b>		<b>FOR</b> <i>(Note 5)</i>	<b>AGAINST</b> <i>(Note 5)</i>	<b>ABSTAIN</b> <i>(Note 5)</i>
2.12	Terms of redemption			
2.13	Terms of sale back			
2.14	Method of issuance and target investors			
2.15	Subscription arrangement for the existing shareholders			
2.16	A share convertible bond holders and A share convertible bond holders' meetings			
2.17	Use of proceeds			
2.18	Rating			
2.19	Guarantee and security			
2.20	Deposit account for proceeds raised			
2.21	Validity period of the resolution			
2.22	Authorizations			
3.	To consider and approve the proposal on the preliminary plan of the proposed issuance of A share convertible bonds;			
4.	To consider and approve the proposal on the feasibility report on the use of proceeds raised from the proposed issuance of A share convertible bonds;			
5.	To consider and approve the proposal on the dilution of immediate returns by the proposed issuance of A share convertible bonds and the remedial measure to be adopted;			
6.	To consider and approve the proposal on rules for A share convertible bond holders' meeting;			
7.	To consider and approve the proposal to general meeting to authorize the board of directors or its authorized persons to manage the matters relating to the propose issuance of A share convertible bonds;			
8.	To consider and approve the proposal on the shareholders' return plan for three years of 2017 to 2019;			
<b>Ordinary Resolutions</b>		<b>FOR</b> <i>(Note 5)</i>	<b>AGAINST</b> <i>(Note 5)</i>	<b>ABSTAIN</b> <i>(Note 5)</i>
1.	To consider and approve the proposal on the connected transaction in relation to the possible subscription for A share convertible bonds by China Communications Construction Group (Limited);			

<b>Ordinary Resolutions</b>		<b>FOR</b> <i>(Note 5)</i>	<b>AGAINST</b> <i>(Note 5)</i>	<b>ABSTAIN</b> <i>(Note 5)</i>
2.	To consider and approve the proposals on the re-election or election of members of the fourth session of the board of directors of the Company:			
2.1	To consider and approve the re-election of Mr. Liu Qitao as an executive director of the Company, with effect from 22 November 2017 for a term of three years;			
2.2	To consider and approve the re-election of Mr. Chen Fenjian as an executive director of the Company, with effect from 22 November 2017 for a term of three years;			
2.3	To consider and approve the re-election of Mr. Fu Junyuan as an executive director of the Company, with effect from 22 November 2017 for a term of three years;			
2.4	To consider and approve the election of Mr. Chen Yun as an executive director of the Company, with effect from 22 November 2017 for a term of three years;			
2.5	To consider and approve the re-election of Mr. Liu Maoxun as a non-executive director of the Company, with effect from 22 November 2017 for a term of three years;			
2.6	To consider and approve the election of Mr. Qi Xiaofei as a non-executive director of the Company, with effect from 22 November 2017 for a term of three years;			
2.7	To consider and approve the re-election of Mr. Huang Long as an independent non-executive director of the Company, with effect from 22 November 2017 for a term of three years;			
2.8	To consider and approve the election of Mr. Zheng Changhong as an independent non-executive director of the Company, with effect from 22 November 2017 for a term of three years; and			
2.9	To consider and approve the election of Dr. Ngai Wai Fung as an independent non-executive director of the Company, with effect from 22 November 2017 for a term of three years.			
3.	To consider and approve the proposals on the re-election or election of supervisors representing shareholders of the Company of the fourth session of the supervisory committee of the Company:			

Ordinary Resolutions		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
3.1	To consider and approve the election of Mr. Li Sen as a supervisor representing the shareholders of the Company, with effect from 22 November 2017 for a term of three years; and			
3.2	To consider and approve the re-election Mr. Wang Yongbin as a supervisor representing the shareholders of the Company, with effect from 22 November 2017 for a term of three years.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017                      Signature<sup>(Note 6)</sup> \_\_\_\_\_

*Notes:*

1. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
2. Full name(s) and address(es) to be inserted in BLOCK CAPITALS .
3. Please insert the total number of shares registered in your name(s).
4. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies of his own choice to attend and vote instead of him. A proxy need not be a member of the Company. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “the Chairman of the meeting or” and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. In the event that two or more persons (other than the Chairman of the Meeting) are named as proxies and the words “the Chairman of the meeting. or” are not deleted, those words and references shall be deemed to have been deleted. If you appoint more than one proxy, the voting rights may only be exercised by way of poll.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice of the Meeting. A tick in the relevant box indicates that the votes attached to all the shares that this form relates will be cast accordingly.
6. This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under seal or under the hand of a director or attorney duly authorised. If this form of proxy is signed by your attorney, the power of attorney or other document of authorisation must be notarised.
7. In order to be valid, this form of proxy, together with the notarised copy of the power of attorney or other document of authorisation (if any) under which it is signed, for holders of H shares, must be delivered to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 24 hours prior to the time for holding the Meeting (i.e. prior to 2:00 p.m. on Tuesday, 21 November 2017).
8. Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the Meeting (or any adjournment thereof) if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
10. In the case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).