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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2017 annual general meeting (the **AGM**) of China Communications Construction Company Limited (the **Company**) will be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Wednesday, 20 June 2018 to consider and, if thought fit, to pass the following resolutions:

**As Ordinary Resolutions**

1. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2017;
2. To consider and approve the distribution plan of profit and final dividend of the Company for the year of 2017;
3. To consider and approve the estimated cap for the internal guarantees of the Group in 2018 and the authorisation to the management of the Company to carry out relevant formalities when providing internal guarantees within the approved amount;
4. To consider and approve the re-appointment of Ernst & Young as the Company's international auditor and Ernst & Young Hua Ming LLP as the Company's domestic auditor for a term ending at the next annual general meeting of the Company and the authorisation to the board of directors of the Company (the **Board**) to determine their respective remuneration;
5. To consider and approve the report of the Board for the year of 2017;
6. To consider and approve the report of the supervisory committee of the Company for the year of 2017;

## **As Special Resolutions**

7. To consider and approve the report on the use of the previously raised proceeds;
8. To consider and approve: (i) the Company to apply to the National Association of Financial Market Institutional Investors for the registration of debenture issuance facilities in a unified registration form, including the issuance of short-term financing bonds, super short-term financing bonds, medium-term notes and perpetual notes etc.; and (ii) that Mr. Liu Qitao, Mr. Chen Fenjian and Mr. Fu Junyuan be authorised to deal with all relevant matters relating to the issue of debt financing instruments;
9. To consider and approve the proposed issue of medium and long-term bonds by the Company: (i) that the aggregate principal amount of the securities shall not exceed RMB20,000 million; and (ii) that Mr. Liu Qitao, Mr. Chen Fenjian and Mr. Fu Junyuan be authorised to deal with all relevant matters relating to the issue of medium and long-term bonds;
10. To consider and approve the launch of asset-backed securitization by the Company and/or its subsidiaries: (i) that the aggregate principal amount of the securities shall not exceed RMB10,000 million; and (ii) that Mr. Liu Qitao, Mr. Chen Fenjian and Mr. Fu Junyuan be authorised to deal with all relevant matters relating to the launch of asset-backed securitization;
11. To consider and approve the following as a special resolution:

**“THAT**

- a. The Board be and is hereby authorised unconditional general mandate during the Relevant Period (as defined below), either separately or concurrently, to allot, issue and/or deal with new A shares and/or H shares and/or preference shares (including but not limited to preference shares issued in the PRC) and to make, grant or enter into offers, agreements and/or options in respect thereof, subject to the following conditions:
  - (1) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period enter into or grant offers, agreements or options for issuance which might require the exercise of such powers after the end of the Relevant Period;
  - (2) the number of (a) A shares and/or H shares; and/or (b) preference shares (based on the equivalent number of A shares and/or H shares after the voting right is restored at the initial simulated conversion price) to be separately or concurrently allotted, issued and/or dealt with by the Board, shall not exceed 20% of each of the existing A shares and/or H shares of the Company in issue as at the date of the passing of this resolution; and

- (3) the Board will only exercise its power under such mandate in accordance with the Company Law, Hong Kong Listing Rules and Shanghai Listing Rules and only if necessary approvals from relevant supervision authorities are obtained.
- b. The Board be and is hereby authorised to make such amendments to the Articles of Association when it thinks appropriate to increase the registered share capital and reflect the new capital structure of the Company upon the completion of such allotment, issuance of and dealing with proposed shares; and to take any necessary actions and to go through any necessary procedures (including but not limited to obtaining approvals from relevant regulatory authorities and completing registration processes with relevant industrial and commercial administration) in order to give effect to the issuance of shares under this resolution.
- c. Contingent on the Board resolving to allot, issue and deal with Shares pursuant to this resolution, the Board be and is hereby authorised to approve, execute and deal with or procure to be executed and dealt with, all such documents, deeds and things as it may consider necessary in connection with the issuance of, allotment of and dealing with such shares including, but not limited to, determining the size of the issue, the issue price or coupon rate of the issue, the use of proceeds from the issue, the target of the issue, the place and time of the issue, issuance arrangement in installments, making all necessary applications to relevant authorities, entering into an underwriting agreement or any other agreements, and making all necessary filings and registrations with relevant regulatory authorities in the PRC and Hong Kong.
- d. For the purpose of enhancing efficiency in the decision making process and ensuring the success of issuance, it is proposed to the AGM to approve that the Board delegates such authorisation to the working group, comprising executive directors, namely Mr. Liu Qitao, Mr. Chen Fenjian and Mr. Fu Junyuan to take charge of all matters related to the issue of shares.
- e. For the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until the earlier of:
  - (1) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (2) the expiration of the 12-month period following the passing of this resolution;  
or
  - (3) the date on which the authority set out in this resolution is revoked or amended by a special resolution of the shareholders in a general meeting of the Company.”

12. To consider and approve the extension of the validity period of the general meeting resolution in relation to the A share convertible bonds and extension of the validity period of the corresponding Board authorisation.

By order of the Board  
**China Communications Construction Company Limited**  
**Zhou Changjiang**  
*Company Secretary*

Beijing, the PRC

30 April 2018

*As at the date of this notice, the Directors are LIU Qitao, CHEN Fenjian, FU Junyuan, CHEN Yun, LIU Maoxun, QI Xiaofei, HUANG Long<sup>#</sup>, ZHENG Changhong<sup>#</sup> and NGAI Wai Fung<sup>#</sup>.*

<sup>#</sup> *Independent non-executive Director*

*Notes:*

**1. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING THE AGM**

For purpose of ascertaining shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 22 May 2018 to Wednesday, 20 June 2018 (both days inclusive), during which time no share transfers will be registered. Instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, 21 May 2018. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Wednesday, 20 June 2018 are entitled to attend the AGM.

**2. NOTICE OF ATTENDANCE**

Holders of H shares who intend to attend the AGM should complete and lodge the accompanying reply slip and return it to the Company's H share registrar on or before Wednesday, 30 May 2018. The reply slip may be delivered by hand, by post or by fax to the Company's H share registrar. Completion and return of the reply slip will not affect the right of a shareholder to attend the AGM. However, the failure to return the reply slip may result in an adjournment of the AGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the AGM by the reply slip does not reach more than half of the total number of shares of the Company carrying the right to vote at the AGM.

**3. PROXY**

Every shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his behalf at the AGM.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 2:00 p.m. on Tuesday, 19 June 2018). If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H share registrar. Return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM if he so wishes.

If more than one proxy is appointed, such proxies shall only be entitled to vote by poll.

Shareholders or their proxies are required to produce their identification documents when attending the AGM.

**4. OTHERS**

The AGM is expected to last for around one hour. Shareholders and their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.