



**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 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 extraordinary general meeting of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, China at 2:00 p.m. on Friday, 10 March 2023 (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 <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To consider and approve the Resolution on the Participation in the Major Asset Reorganization of Qilianshan and the Spin-off and Listing of Subsidiaries by Reorganization by the Company.			
2.	To consider and approve the Resolution on the Plan of the Spin-off and Listing of Subsidiaries by Reorganization.			
3.	To consider and approve the Resolution on the Proposal on the Spin-off and Listing of Subsidiaries, namely CCCC Highway Institute, CCCC First Highway Institute and CCCC Second Highway Institute, by Reorganization (Revised).			
4.	To consider and approve the Resolution on the Compliance of the Spin-off and Listing of Subsidiaries by Reorganization with Relevant Laws and Regulations.			
5.	To consider and approve the Resolution on the Compliance of the Spin-off and Listing of Subsidiaries by Reorganization with the Spin-off Rules.			
6.	To consider and approve the Resolution on the Spin-off and Listing of Subsidiaries by Reorganization Which Benefits the Safeguarding of the Legitimate Rights and Interests of Shareholders and Creditors.			
7.	To consider and approve the Resolution on the Capability of the Newly Formed Company to Implement Regulated Operation upon the Proposed Spin-off.			
8.	To consider and approve the Resolution on the Company's Ability to Maintain Independence and Sustainable Operation.			
9.	To consider and approve the Resolution on the Explanation on the Completeness of and Compliance with Statutory Procedures of the Proposed Spin-off and the Validity of Legal Documents Submitted.			
10.	To consider and approve the Resolution on the Analysis on the Background, Objectives, Commercial Reasonableness, Necessity and Feasibility of the Spin-off and Listing.			
11.	To consider and approve the Resolution on the Authorization to the Board and Its Authorized Persons to Handle Matters Related to the Proposed Spin-off.			
Ordinary Resolutions		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
12.	To consider and approve the Resolution on the Entering into of the Intent for Entrustment and Related-party Transaction by the Company.			
13.	To consider and approve the Resolution on the Entering into of the Entrustment Agreement and Related-party Transaction by the Company.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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 of the Company 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 A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A 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 Thursday, 9 March 2023).
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 INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
10. In the case of joint registered holders of any shares, any one of such joint registered 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 registered 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, will be accepted to the exclusion of the votes of the other joint holder(s).