



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 2019 Second Extraordinary General Meeting

Number of shares to which this form of proxy relates^(Note 1) _____

I/We^(Note 2) _____

of _____

being the registered holder(s) of ^(Note 3) _____ H shares in the share capital of China Communications Construction Company Limited (the “**Company**”) HEREBY APPOINT the Chairman of the Meeting or^(Note 4) _____

of _____

as my/our proxy/proxies: (a) to act for me/us at the 2019 second 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, 15 November 2019 (or at any adjournment thereof) (the “**Meeting**”) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice of the Meeting (the “**Resolution**”); and (b) at the Meeting to vote for me/us and in my/our name(s) in respect of the Resolution as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

	SPECIAL RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	<p>To consider and pass the following resolution on the grant of the general mandate to repurchase H shares of the Company (the “H Shares”):</p> <p>“THAT</p> <p>(1) subject to paragraphs (2) and (3) below, during the Relevant Period (as defined in paragraph (4) below), the board of directors of the Company (the “Board”) be and is hereby authorised to exercise all the powers of the Company to repurchase H Shares in issue from Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, Hong Kong Stock Exchange or of any other governmental or regulatory body;</p> <p>(2) the number of the H Shares authorised to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period (as defined in paragraph (4) below) shall not exceed 10% of the number of the H Shares in issue as at the date of the passing of this special resolution. The repurchase price shall not be higher than 5% of the average closing price of the five trading days prior to each actual repurchase and shall not exceed 70% of the net asset per share during implementation;</p>			

SPECIAL RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
<p>(3) the approval in paragraph (1) above shall be conditional upon:</p> <p>(a) a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a)) has been passed at the A shareholders' class meeting and the H shareholders' class meeting of the Company;</p> <p>(b) the approval of or the filing with the State Administration of Foreign Exchange, China Securities Regulatory Commission and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made; and</p> <p>(c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of the amount due to them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 31 of the articles of association of the Company;</p> <p>(4) for the purpose of this special resolution, "Relevant Period" means the period from the passing of this special resolution until the earlier of:</p> <p>(a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution; or</p> <p>(b) the date on which the authorisation set out in this special resolution is revoked or amended by a special resolution of the shareholders of the Company at any general meeting, or by holders of H Shares or holders of A Shares at their respective class meeting;</p>			

SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
(5)	<p>the authorisation to the Board in respect of the repurchase of H Shares includes but not limited to:</p> <p>(a) decide the amount, timeframe and price for the repurchase of H Shares;</p> <p>(b) conduct negotiations in relation to the repurchase of H Shares, execute all relevant agreements and other necessary documents and make appropriate information disclosure on behalf of the Company;</p> <p>(c) carry out the application for the approval of the repurchase of H Shares with relevant regulatory authorities, and make suitable adjustments to the specific plan in accordance with the opinion from the regulatory authorities (if any); and</p> <p>(d) take all necessary actions and make decisions on or deal with other matters relating to the repurchase of H Shares.</p>			
(6)	<p>to approve the Board to delegate such authorisation to the working group, comprising Mr. Liu Qitao (executive director and chairman of the Company), and/or Mr. Song Hailiang (executive director and president of the Company), and/or Mr. Peng Bihong (chief financial officer of the Company), to take charge of all matters related to the repurchase of H Shares.”</p>			

Dated this _____ day of _____ 2019

Signature^(Note 6) _____

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 Thursday, 14 November 2019).
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).