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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 2019 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 Tuesday, 9 June 2020 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 2019;
2. To consider and approve the distribution plan of profit and final dividend of the Company for the year of 2019;
3. 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;
4. To consider and approve the report of the Board for the year of 2019;
5. To consider and approve the report of the supervisory committee of the Company for the year of 2019;

6. To consider and approve the launch of asset-backed securitization by the Group: (i) that the aggregate principal amount of the securities shall not exceed RMB30,000 million; (ii) that 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. Zhu Hongbiao (chief financial officer of the Company) be authorised to deal with all relevant matters in relation to asset-backed securitization;
7. To consider and approve the estimated cap for the internal guarantees of the Group in 2020;

As Special Resolutions

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 (executive Director and chairman of the Company) and/or Mr. Song Hailiang (executive Director and president of the Company) and/or Mr. Zhu Hongbiao (chief financial officer of the Company) be authorised to deal with all relevant matters relating to the issue of debt financing instruments;
9. To consider and approve the following as a special resolution:

“THAT

- (1) The Board be and is hereby authorised unconditional general mandate during the Relevant Period (as defined paragraph (5) 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:
 - (a) 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;
 - (b) 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

- (c) 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.
- (2) The Board (or the authorised person of 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.
- (3) Contingent on the Board resolving to allot, issue and deal with shares pursuant to this resolution, the Board (or the authorised person of 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.
- (4) 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 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. Zhu Hongbiao (chief financial officer of the Company), to take charge of all matters related to the issue of shares.
- (5) For the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until the earlier of:
- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
 - (b) the expiration of the 12-month period following the passing of this resolution;
- or

(c) 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.”

10. 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 (executive Director and chairman of the Company) and/or Mr. Song Hailiang (executive Director and president of the Company) and/or Mr. Zhu Hongbiao (chief financial officer of the Company) be authorised to deal with all relevant matters relating to the issue of medium and long-term bonds;
11. To consider and approve the report on the use of the previously raised proceeds;
12. To consider and pass the following resolution on the grant of the general mandate to repurchase H shares of the Company:

“THAT

- (1) subject to paragraphs (2) and (3) below, during the Relevant Period (as defined in paragraph (4) below), 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;
- (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;
- (3) the approval in paragraph (1) above shall be conditional upon:
 - (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 class meeting for holders of the A shares and class meeting for holders of the H shares;

- (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
 - (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;
- (4) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until the earlier of:
- (a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution; or
 - (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;
- (5) the authorisation to the Board in respect of the repurchase of H shares includes but not limited to:
- (a) decide the amount, timeframe and price for the repurchase of H shares within the scope of this special resolution;
 - (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;
 - (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
 - (d) take all necessary actions and make decisions on or deal with other matters relating to the repurchase of H shares.

- (6) to approve the Board to delegate such authorisation to 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. Zhu Hongbiao (chief financial officer of the Company), to take charge of all matters related to the repurchase of H shares.”

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

Beijing, the PRC
24 April 2020

As at the date of this notice, the Directors are LIU Qitao, SONG Hailiang, LIU Maoxun, HUANG Long[#], ZHENG Changhong[#] and NGAI Wai Fung[#].

[#] *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 Monday, 11 May 2020 to Tuesday, 9 June 2020 (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 Friday, 8 May 2020. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Tuesday, 9 June 2020 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 Tuesday, 19 May 2020. 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 Monday, 8 June 2020). 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.