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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China Communications Construction Company Limited**, you should at once hand this circular together with the form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSED CHANGE OF DIRECTORS;  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Wednesday, 23 July 2025 is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. before 2:00 p.m. on Tuesday, 22 July 2025). Completion and return of the form of proxy will not preclude you as a Shareholder from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the following meanings:*

“A Share(s)”	domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange under the stock code 601800 and traded in RMB
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company”	China Communications Construction Company Limited, a joint stock limited company incorporated in the PRC with limited liability, the H Shares of which are listed on Hong Kong Stock Exchange under the stock code 1800 and the A Shares of which are listed on the Shanghai Stock Exchange under the stock code 601800
“Director(s)”	the director(s) of the Company
“EGM”	the 2025 first extraordinary general meeting of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Wednesday, 23 July 2025
“H Share(s)”	share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	2 July 2025, being the latest practicable date for ascertaining certain information included herein before the publication of this circular
“PRC”	the People’s Republic of China and for the purposes of this circular, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

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## LETTER FROM THE BOARD

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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)**

*Executive Directors*

WANG Tongzhou  
WANG Haihuai  
LIU Xiang

*Registered Office:*

85 De Sheng Men Wai Street  
Xicheng District  
Beijing 100088  
the PRC

*Independent Non-executive Directors*

LIU Hui  
CHAN Wing Tak Kevin  
WU Guangqi  
ZHOU Xiaowen

*Principal Place of Business in Hong Kong:*

Room 2805, 28th Floor  
Convention Plaza Office Tower  
1 Harbour Road, Wanchai  
Hong Kong

4 July 2025

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED CHANGE OF DIRECTORS;  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the EGM and all the information regarding the proposed change of Directors which is necessary in order to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM.

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## LETTER FROM THE BOARD

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### II. PROPOSED CHANGE OF DIRECTORS

Reference is made to the announcement of the Company dated 30 June 2025 in relation to, among others, the proposed change of Directors.

The Board approved the proposed appointment of Mr. Song Hailiang (“**Mr. Song**”) and Mr. Zhang Bingnan (“**Mr. Zhang**”) as executive Directors of the Company, and their proposed terms of office will be from the date of approval by the Shareholders of the Company at the extraordinary general meeting to the date of the re-election of the Board. Mr. Wang Tongzhou and Mr. Wang Haihuai will cease to be the executive Directors of the Company due to personal reasons, with effect from the date of approval by the Shareholders of the Company at the extraordinary general meeting. Their resignation will not cause the number of the Board members to be lower than the quorum, nor is there any public commitments not fulfilled.

To the best of the Directors’ knowledge, information and belief, the Board is not aware of any disagreement between Mr. Wang Tongzhou, Mr. Wang Haihuai and the Board, nor is it aware of any other matter relating to the proposed change of Directors that needs to be brought to the attention of the Shareholders and Hong Kong Stock Exchange.

The biographical details of Mr. Song and Mr. Zhang are set out as follows:

**Mr. Song Hailiang**, born in 1965, Chinese nationality, is the secretary of the Party Committee of the Company. He also serves as the secretary of the Party Committee and the chairman of China Communications Construction Group (Limited) (“**CCCCG**”). Mr. Song has extensive experience in corporate operation administration. He held positions as the deputy secretary of the Party Committee, the chairman and the general manager of CCCC Water Transportation Consultants Co., Ltd.\* (中交水運規劃設計院有限公司), the assistant to the president of the Company, the secretary of the Party Committee and the chairman of Shanghai Zhenhua Heavy Industries Co., Ltd. (上海振華重工(集團)股份有限公司), the general manager of equipment manufacturing in marine heavy industry department of the Company, a member of the standing committee of the Party Committee and vice president of the Company, the deputy secretary of the Party Committee, the executive Director and the president of the Company, the deputy secretary of the Party Committee, the director and the general manager of the CCGG, the secretary of the Party Committee and the chairman of China Energy Engineering Group Co., Ltd.\* (中國能源建設集團有限公司), and the secretary of the Party Committee and the chairman of China Energy Engineering Corporation Limited (中國能源建設股份有限公司). Mr. Song graduated from Wuhan Institute of Water Transportation Engineering with a major in port machinery design and manufacture, and obtained a doctorate degree in engineering management from Tianjin University, and he is a senior engineer.

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## LETTER FROM THE BOARD

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**Mr. Zhang Bingnan**, born in 1972, Chinese nationality, is the deputy secretary of the Party Committee of the Company. He also serves as the deputy secretary of the Party Committee, director and general manager of CCCG. Mr. Zhang has extensive experience in operation administration. He held positions as the assistant to the general manager of China National Gold Group Corporation\* (中國黃金集團公司), the secretary of the Party Committee and director of Liaoning Gold Management Bureau\* (遼寧省黃金管理局), the general manager of Liaoning regional company of China National Gold Group\* (中國黃金集團); the deputy general manager of China National Arts and Crafts Group Co., Ltd.\* (中國工藝集團有限公司); the secretary of the Party Committee, the director and the general manager of China National Arts and Crafts Group Co., Ltd.\*; the executive director and general manager of Poly (Hong Kong) Holdings Company Limited, the chairman of the board of directors and executive director of Poly Property Group Co., Limited (保利置業集團有限公司); a member of the standing committee of the Party Committee and the deputy general manager of China Poly Group Corporation (中國保利集團有限公司), and the deputy secretary of the Party Committee and director of China Forestry Group Corporation\* (中國林業集團有限公司); the deputy secretary of the Party Committee, director and general manager of China Forestry Group Corporation\*. Mr. Zhang graduated from Beijing Normal University with a bachelor's degree in Economics. He subsequently obtained a master's degree in business administration from the Graduate School of the Chinese Academy of Sciences, and obtained a doctorate degree in economics from Xi'an Jiaotong University. He is a senior economist.

Mr. Song and Mr. Zhang have confirmed that, save as disclosed in this circular, as of the Latest Practicable Date, (i) they did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) they are not related to any Director, senior management or substantial or controlling Shareholders of the Company; (iii) they do not hold any position in the Company or any of its subsidiaries; and (iv) they do not have nor are deemed to have any interest in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

The emoluments of both Mr. Song and Mr. Zhang as executive Directors include basic salaries, housing allowances and other allowances, contributions to pension plans and discretionary bonuses, etc.. The aforesaid emoluments were determined in accordance with relevant remuneration policy of the Company and with reference to the responsibilities, years of service and performance of each individual, the results of the Group and prevailing market rate. Such emoluments will be disclosed in the annual reports of the Company during their terms of office and will be proposed at the general meeting of the Company for final approval.

Save as disclosed in this circular, there is no other information relating to the proposed appointment of Mr. Song and Mr. Zhang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

The Company has proposed ordinary resolutions at the EGM for the Shareholders to consider and, if thought fit, approve (i) the proposed appointment of Mr. Song as an executive Director, with a term of office from the date of approval by the Shareholders at the EGM to the date of the re-election of the Board. Mr. Wang Tongzhou will cease to be an executive Director; and (ii) the proposed appointment of Mr. Zhang as an executive Director, with a term of office from the date of approval by the Shareholders at the EGM to the date of the re-election of the Board. Mr. Wang Haihuai will cease to be an executive Director.

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## LETTER FROM THE BOARD

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### III. THE EGM

A notice convening the EGM of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Wednesday, 23 July 2025 is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. before 2:00 p.m. on Tuesday, 22 July 2025). Completion and return of the form of proxy will not preclude you as a Shareholder from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

Any vote of the Shareholders at the EGM shall be taken by poll unless otherwise required by the Hong Kong Listing Rules. For purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 18 July 2025 to Wednesday, 23 July 2025 (both days inclusive), during which time no share transfers will be registered. In order to be valid, instrument 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 Thursday, 17 July 2025. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Wednesday, 23 July 2025 are entitled to attend and vote at the EGM.

### IV. RECOMMENDATION

The Board believes that the aforementioned resolutions are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the relevant resolutions to be proposed at the EGM as set out in the notice of the EGM as set out on page EGM-1 to EGM-2 of this circular.

By order of the Board

**China Communications Construction Company Limited**

**LIU Zhengchang**

*Board Secretary*

**YU Jingjing**

*Company Secretary*





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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*Notes:*

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

For purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 18 July 2025 to Wednesday, 23 July 2025 (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 Thursday, 17 July 2025. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Wednesday, 23 July 2025 are entitled to attend the EGM.

### **2. PROXY**

Every Shareholder who has the right to attend and vote at the EGM 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 EGM.

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 EGM (i.e. before 2:00 p.m. on Tuesday, 22 July 2025). 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 EGM 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 EGM.

### **3. OTHERS**

The EGM 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.

### **4. THE CUMULATIVE VOTING**

The cumulative voting refers to the voting for the election of the Directors at the general meetings where each Share is entitled to the same number of votes which equals to the total number of the Directors to be elected, and the Shareholders may consolidate their voting rights when casting a vote or disperse the votes among several candidates.