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# THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stock broker 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 中國鐵建高新裝備股份有限公司 (CRCC High-Tech Equipment Corporation Limited), you should at once hand this circular to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**中国铁建**

**CRCC High-Tech Equipment Corporation Limited**

**中國鐵建高新裝備股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1786)**

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(2) PROPOSED CHANGE OF INTERNATIONAL AUDITOR; AND  
(3) PROPOSED NON-DISTRIBUTION OF FINAL DIVIDEND**

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A letter from the Board is set out on pages 3 to 7 of this circular.

The AGM will be held at the office building of the Company at No. 384, Yangfangwang, Jinma Town, Kunming City, Yunnan Province, the PRC at 9:00 a.m. on Monday, 28 June 2021. Please refer to the notice of the AGM dated 13 May 2021 published on the Stock Exchange's website and the Company's website.

13 May 2021

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## DEFINITIONS

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

“AGM”	the annual general meeting to be held by the Company at the office building of the Company at No. 384, Yangfangwang, Jinma Town, Kunming City, Yunnan Province, the PRC at 9:00 a.m. on Monday, 28 June 2021
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau and Taiwan
“Company”	CRCC High-Tech Equipment Corporation Limited (中國鐵建高新裝備股份有限公司), a joint stock limited company, whose H Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of the Company, with nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB1.00 each

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percent

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## LETTER FROM THE BOARD

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**中国铁建**

**CRCC High-Tech Equipment Corporation Limited**

**中國鐵建高新裝備股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1786)**

***Executive Directors:***

Mr. Liu Feixiang (*Chairman*)

Mr. Tong Pujiang

Mr. Chen Yongxiang

***Non-executive Directors:***

Mr. Zhao Hui

Mr. Sha Mingyuan

***Independent non-executive Directors:***

Mr. Sun Linfu

Mr. Yu Jiahe

Mr. Wong Hin Wing

***Registered office and principal place of  
business in the PRC:***

No. 384, Yangfangwang

Jinma Town

Kunming City

Yunnan Province

PRC

***Principal place of business in Hong Kong:***

23/F, Railway Plaza

39 Chatham Road South

Tsim Sha Tsui

Kowloon

Hong Kong

13 May 2021

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(2) PROPOSED CHANGE OF INTERNATIONAL AUDITOR; AND  
(3) PROPOSED NON-DISTRIBUTION OF FINAL DIVIDEND**

**I. INTRODUCTION**

The purpose of this circular is, among other things, to provide you with more information in respect of: (i) proposed amendments to the Articles of Association; (ii) proposed change of international auditor; and (iii) proposed non-distribution of final dividend, to enable you to make an informed decision on whether to vote in favour of or against the relevant resolutions at the AGM.

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## LETTER FROM THE BOARD

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### II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated 6 May 2021 in relation to proposed amendments to the Articles of Association.

Due to the proposed adoption of the China Accounting Standards for Business Enterprises ("CASBE"), the Company intends to make corresponding amendments to certain provisions in relation to accounting standards in the Articles of Association currently in force. For details of proposed amendments to the Articles of Association, please refer to Appendix I to this circular. The Board considers that the proposed amendments to the Articles of Association are in the interests of the Company and its Shareholders as a whole.

The resolution on proposed amendments to the Articles of Association will be put forward at the AGM as a special resolution for Shareholders' approval.

### III. PROPOSED CHANGE OF INTERNATIONAL AUDITOR

#### 1. To consider and approve the payment of audit fees for 2020

As approved by the Shareholders at the annual general meeting for 2019, the Company appointed Deloitte Touche Tohmatsu as the international auditors and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the PRC auditors of the Company for 2020, respectively. After the negotiations between the Company, Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP, audit fees and relevant services fees for 2020 amounted to RMB1.8 million (including traveling and office expenses and relevant tax).

The proposal has been considered and approved at the 19th meeting of the second session of the Board and will be put forward at the AGM as an ordinary resolution for Shareholders' approval.

#### 2. Change of international auditor of the Company for 2021

Deloitte Touche Tohmatsu is currently the Company's international auditor responsible for the audit of the Company's financial statements prepared under the IFRS. In view of the above change in the standards for preparation of foreign financial statements of the Company, the Board also proposed to change the Company's international auditor from Deloitte Touche Tohmatsu to Deloitte Touche Tohmatsu Certified Public Accountants LLP.

Deloitte Touche Tohmatsu Certified Public Accountants LLP is a certified public accounting firm recognized by the MOF and the CSRC and qualified to provide audit services to issuers listed in Hong Kong and incorporated in mainland China using Auditing Standards for Certified Public Accountants of China. It is currently the Company's PRC auditor. Subject to approval by the Shareholders at the general meeting of the proposed change of international auditor, Deloitte Touche Tohmatsu Certified Public Accountants LLP will become the sole auditor of the Company to audit the Company's financial statements under the CASBE and will also assume the duties of international auditor as required under the Rules Governing the Listing of Securities on the Stock Exchange.

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## LETTER FROM THE BOARD

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Deloitte Touche Tohmatsu confirms that there are no matters in relation to the proposed change of auditor that need to be brought to the attention of the Shareholders. The Board is not aware of any matters in relation to the proposed change of auditor that need to be brought to the attention of the Shareholders. The Board and the audit committee of the Company confirm that there is no disagreement between the Company and Deloitte Touche Tohmatsu in relation to the proposed change of auditor.

The proposal has been considered and approved at the 19th meeting of the second session of the Board and will be put forward at the AGM as an ordinary resolution for Shareholders' approval.

#### **IV. PROPOSED NON-DISTRIBUTION OF FINAL DIVIDEND**

As at 31 December 2020, the Group's retained profits (before distribution of the final dividend) amounted to RMB488 million in total, and the Board did not propose the distribution of dividend for the year.

#### **V. AGM**

At the AGM, the following ordinary resolutions, among other things, will be put forward for the Shareholders to consider and, if appropriate, to approve: (i) proposed change of international auditor; and (ii) proposed non-distribution of final dividend. At the AGM, the following special resolution, among other things, will be put forward for the Shareholders to consider and, if appropriate, to approve: proposed amendments to the Articles of Association.

The AGM will be held at the office building of the Company at No. 384, Yangfangwang, Jinma Town, Kunming City, Yunnan Province, the PRC at 9:00 a.m. on Monday, 28 June 2021. Please refer to the notice of the AGM dated Thursday, 13 May 2021 published on the Stock Exchange's website and the Company's website. Reply slips and proxy forms to be used at the AGM are also published on the Stock Exchange's website and the Company's website. If you are eligible and intend to attend the AGM, please complete the reply slip for attending the AGM and return the same to the office of the Board not later than 20 days before the date of the AGM, i.e. on or prior to Monday, 7 June 2021.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM or any adjourned meeting and voting in person if you so wish.

The H Share register of members of the Company will be closed from Friday, 28 May 2021 to Monday, 28 June 2021 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. Any holders of H Shares and Domestic Shares, whose names appear on the Company's register of members on Thursday, 27 May 2021, are entitled to attend and vote at the AGM after completing the registration procedures for attending the AGM.

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## LETTER FROM THE BOARD

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### VI. VOTING BY WAY OF POLL

In accordance with the relevant provisions of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice convening the AGM will be voted by poll.

### VII. RECOMMENDATION

The Directors, including independent non-executive Directors, are of the view that the resolutions set out in the notice of the AGM are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the other resolutions to be proposed at the AGM.

By Order of the Board  
**CRCC High-Tech Equipment Corporation Limited**  
**Liu Feixiang**  
*Chairman*



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## LETTER FROM THE BOARD

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### APPENDIX I

Details of proposed amendments to the Articles of Association are set out as follows:

Original Article	Amended Article
<b>Article 224</b> The Company shall prepare its financial statements in accordance with the PRC accounting standards and regulations <del>as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas. In case of any material difference between the financial statements respectively in accordance with the two accounting standards, explanations shall be made in the notes to the financial statements. Distribution of the profit after tax for the relevant fiscal year shall be based on the lesser of the profit after tax as shown in the two sets of financial statements.</del>	<b>Article 224</b> The Company shall prepare its financial statements in accordance with the PRC accounting standards and regulations.
<b>Article 225</b> The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations <del>as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas.</del>	<b>Article 225</b> The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations.

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# NOTICE OF THE 2020 ANNUAL GENERAL MEETING

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**中国铁建**

**CRCC High-Tech Equipment Corporation Limited**

**中國鐵建高新裝備股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1786)**

## NOTICE OF THE 2020 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2020 annual general meeting (the “**AGM**”) of CRCC High-Tech Equipment Corporation Limited (the “**Company**”) will be held at the office building of the Company at No. 384, Yangfangwang, Jinma Town, Kunming City, Yunnan Province, the PRC at 9:00 a.m. on Monday, 28 June 2021 for the purposes of considering, and if thought fit, passing the following resolutions:

### ORDINARY RESOLUTIONS

1. To consider and approve the 2020 annual report and annual results for the year ended 31 December 2020 of the Company.
2. To consider and approve the report of the board (the “**Board**”) of directors of the Company (“**Directors**”) for the year ended 31 December 2020. (Please refer to the “**Directors’ Report**” in the 2020 annual report of the Company for details.)
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2020. (Please refer to the “**Supervisory Committee’s Report**” in the 2020 annual report of the Company for details.)
4. To consider and approve the audited financial statements of the Company for the year ended 31 December 2020. (Please refer to the audited financial statements in the 2020 annual report of the Company for details.)
5. To consider and approve the proposed non-distribution of final dividend of the Company for the year ended 31 December 2020.
6. To consider and approve the remuneration standards of the directors and supervisors of the Company for 2020. (Please refer to the “**Notes to Financial Statements**” in the 2020 annual report of the Company for details.)
7. To consider and approve the payment of audit fees for 2020.

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## NOTICE OF THE 2020 ANNUAL GENERAL MEETING

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8. To consider and approve the proposed change of international auditor of the Company from Deloitte Touche Tohmatsu to Deloitte Touche Tohmatsu Certified Public Accountants LLP which will hold office until the conclusion of the next annual general meeting, and to authorize the Board to fix its remuneration.

### **SPECIAL RESOLUTION**

1. To consider and approve the proposed amendments to the Articles of Association (please refer to Appendix I for details of amendments to the Articles of Association).

By Order of the Board  
**CRCC High-Tech Equipment Corporation Limited**  
**Liu Feixiang**  
*Chairman*

Kunming, the PRC, 13 May 2021

*As at the date of this announcement, the Board of the Company comprises Mr. Liu Feixiang, Mr. Tong Pujiang and Mr. Chen Yongxiang, as executive Directors; Mr. Zhao Hui and Mr. Sha Mingyuan, as non-executive Directors; and Mr. Sun Linfu, Mr. Yu Jiahe and Mr. Wong Hin Wing, as independent non-executive Directors.*

# NOTICE OF THE 2020 ANNUAL GENERAL MEETING

## APPENDIX I

Details of proposed amendments to the Articles of Association are set out as follows:

Original Article	Amended Article
<b>Article 224</b> The Company shall prepare its financial statements in accordance with the PRC accounting standards and regulations <del>as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas. In case of any material difference between the financial statements respectively in accordance with the two accounting standards, explanations shall be made in the notes to the financial statements. Distribution of the profit after tax for the relevant fiscal year shall be based on the lesser of the profit after tax as shown in the two sets of financial statements.</del>	<b>Article 224</b> The Company shall prepare its financial statements in accordance with the PRC accounting standards and regulations.
<b>Article 225</b> The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations <del>as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas.</del>	<b>Article 225</b> The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations.

### Notes:

- (a) Unless otherwise specified, details of the resolutions will be set out in the circular to be despatched to the shareholders of the Company in due course.
- (b) The H Share register of members of the Company will be closed from Friday, 28 May 2021 to Monday, 28 June 2021 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order to attend the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration 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, Hong Kong for registration not later than 4:30 p.m. on Thursday, 27 May 2021. Any holders of H Shares and Domestic Shares, whose names appear on the Company's register of members on Thursday, 27 May 2021 are entitled to attend and vote at the AGM after completing the registration procedures for attending the AGM.

The address of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited is as follows:

Shops 1712-1716  
17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

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## NOTICE OF THE 2020 ANNUAL GENERAL MEETING

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- (c) Holders of H shares and domestic shares of the Company, who intend to attend the AGM, must complete the reply slip for attending the AGM and return the same to the office of the Board not later than 20 days before the date of the AGM, i.e. on or prior to Monday, 7 June 2021.

Details of the office of the Board are as follows:

No. 384, Yangfangwang  
Jinma Town, Kunming City  
Yunnan Province  
PRC  
Postal code: 650215  
Fax: +86 871 6383 1000

- (d) Each holder of H shares of the Company who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM.
- (e) The instrument appointing a proxy by the shareholders must be signed by the person appointing the proxy or an attorney duly authorized by such person in writing. If the instrument is signed by an attorney of the person appointing the proxy, the power of attorney authorising the attorney to sign, or other documents of authorization, shall be notarially certified.
- (f) To be valid, for holder of H shares of the Company, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authorization documents, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at the 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the AGM (i.e. 9:00 a.m. on Sunday, 27 June 2021) or any adjournment thereof.
- (g) Each holder of domestic shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM. Note (c) also apply to holder of Domestic Shares, only that the form of proxy or other documents of authorization must be delivered to the office of the Board, the address of which is set out in Note (c) above, not less than 24 hours before the time fixed for holding the AGM (i.e. 9:00 a.m. on Sunday, 27 June 2021) or any adjournment thereof in order for such documents to be valid.
- (h) If a proxy attends the AGM on behalf of a shareholder, he shall produce his identification document and the instrument or document signed by the appointer or his legal representative specifying the date of its issuance. If a legal person shareholder appoints a corporate representative to attend the AGM, such representative shall produce his identification document and the notarised copy of the resolution passed by the board of directors or other authority or other notarised copy of the license issued by such legal person shareholder.
- (i) Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.