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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 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**2022 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 Friday, 30 June 2023 for the purposes of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the 2022 annual report and annual results for the year ended 31 December 2022 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 2022. (Please refer to the “**Directors’ Report**” in the 2022 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 2022. (Please refer to the “**Supervisory Committee’s Report**” in the 2022 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 2022. (Please refer to the audited financial statements in the 2022 annual report of the Company for details.)
5. To consider and approve the proposed distribution of final dividend of the Company for the year ended 31 December 2022.
6. To consider and approve the remuneration standards of the directors and supervisors of the Company for 2022. (Please refer to the “**Notes to Financial Statements**” in the 2022 annual report of the Company for details.)
7. To consider and approve the payment of audit fees for 2022 and the proposed appointment of auditors for the year ending 31 December 2023 and the authorization to the Board to fix the remuneration thereof.

8. To consider and approve:

- (i) the entering into of the products and services procurement framework agreement dated 9 May 2023 between the Company and China Railway Construction Corporation Limited, the transactions contemplated thereunder and proposed annual caps; and
- (ii) any one of the Directors be and is hereby authorized to do, approve and transact all such acts and things as the Director may in his/her discretion consider necessary or desirable in connection therewith. (The full text is set out in the circular of the Company dated 9 June 2023.)

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

Kunming, the PRC, 9 June 2023

As at the date of this notice, the Board of the Company comprises Mr. Liu Feixiang, Mr. Tong Pujiang, Mr. Chen Yongxiang and Mr. Luo Jianli, as executive directors; Mr. Zhao Hui and Mr. Bai Yunfei, as non-executive directors; and Mr. Wu Yuntian, Mr. Na Pengjie and Ms. Chu Ching, as independent non-executive directors.

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 Tuesday, 27 June 2023 to Friday, 30 June 2023 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order to attend the 2022 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 Monday, 26 June 2023. Any holders of H Shares and Domestic Shares, whose names appear on the Company's register of members on Tuesday, 27 June 2023 are entitled to attend and vote at the 2022 AGM after completing the registration procedures for attending the 2022 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

- (c) The Board has recommended a final dividend of RMB0.025 per share (tax inclusive) for the year ended 31 December 2022, totalling approximately RMB38.00 million. If the profit distribution plan is approved by the shareholders of the Company by way of an ordinary resolution at the 2022 AGM to be held on Friday, 30 June 2023, the final dividend is expected to be distributed on or around Tuesday, 22 August 2023 to all shareholders of the Company whose names appear on the register of members of the Company on Tuesday, 11 July 2023.

To determine the identity of the shareholders of the Company entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Thursday, 6 July 2023 to Tuesday, 11 July 2023 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms 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, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 July 2023.

Final dividend for holders of domestic shares of the Company will be declared and calculated in RMB, and paid in RMB whereas final dividend for holders of H shares of the Company will be declared and calculated in RMB, and paid in Hong Kong dollars. The exchange rate shall be determined by the average selling rates promulgated by People's Bank of China within one week before the date declaring to distribute the dividend.

As stipulated by the Notice on Issues Relating to Corporate Income Tax Withholding over Dividends Distributable to their H-share Shareholders who are Overseas Non-resident Enterprises by Chinese Resident Enterprises published by the State Administration of Taxation (Guoshuihan [2008] No. 897)(《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》)(國稅函[2008]897號), when Chinese resident enterprises distribute annual dividends for the year 2008 and years thereafter to their H-share shareholders who are overseas non-resident enterprises, corporate income tax shall be withheld at a uniform rate of 10%. According to this, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders of the Company whose names appear on the H share register of members of the Company at the close of business on Wednesday, 5 July 2023. Any shares registered in the name of the non-individual registered shareholders of the Company, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore their dividends receivables will be subject to the withholding of the corporate income tax.

Pursuant to the requirements of Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994] 020) (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)), foreign individuals are exempted from individual income tax on dividends and bonus received from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, thus the individual shareholders who hold the H Shares of the Company and whose names appear in the register of members of the H Shares of the Company at the close of business on Wednesday, 5 July 2023 are not required to pay the individual income tax of the PRC.

The Company assumes no liability whatsoever in respect of any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders, or any disputes over the mechanism of withholding and payment.

- (d) Holders of H shares and domestic shares of the Company, who intend to attend the 2022 AGM, must complete the reply slip for attending the 2022 AGM and return the same to the office of the Board on or prior to Monday, 26 June 2023.

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

- (e) Each holder of H shares of the Company who has the right to attend and vote at the 2022 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 2022 AGM.
- (f) 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.
- (g) 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 2022 AGM (i.e. 9:00 a.m. on Thursday, 29 June 2023) or any adjournment thereof.
- (h) 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 2022 AGM. Notes (e) and (f) 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 (d) above, not less than 24 hours before the time fixed for holding the 2022 AGM (i.e. 9:00 a.m. on Thursday, 29 June 2023) or any adjournment thereof in order for such documents to be valid.
- (i) If a proxy attends the 2022 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 2022 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.
- (j) Shareholders attending the 2022 AGM are responsible for their own transportation and accommodation expenses.