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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 2023 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2023 third extraordinary general meeting (the “**EGM**”) 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 Friday, 30 June 2023 to consider and, if thought fit, to pass the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 9 June 2023):

Special Resolutions

1. To consider and approve the following as a special resolution:

“THAT

- (i) the Board will be authorized during the Relevant Period (as defined below), unconditionally, either separately or concurrently, to allot, issue and/or deal with new A Shares and/or H Shares and/or Preference Shares and to make, grant or enter into offers, agreements and/or options in respect thereof, subject to the following conditions:

1. such mandate shall not extend beyond the Relevant Period save that the Board may, during the Relevant Period, make, enter into or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

2. 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 which would result from the simulated conversion of the restored voting rights of Preference Shares 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
 3. the Board will only exercise its power under such mandate in accordance with the Company Law and the Hong Kong Listing Rules and only if all necessary approvals from relevant PRC government authorities are obtained.
- (ii) the Board (or the authorized persons of the Board) will be authorized to make proper amendments to the Articles of Association as it thinks fit so as to increase the registered share capital and reflect the new share capital structure of the Company upon completion of such allotment, issuance of and dealing with new Shares; 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 with relevant industrial and commercial administration) in order to give effect to the issuance of Shares under this resolution; and to approve, execute and deal with or procure to execute and deal with, all such documents, deeds and matters as it may consider necessary, including but not limited to determining the issuance size, the issuance price or coupon rate of the issue, the use of proceeds from the issue, the target investors of the issue, the place and time of the issue, issuance arrangement in tranches, making all necessary applications to relevant authorities, entering into an underwriting agreement or any other agreements, and completing all necessary filings and registrations with relevant regulatory authorities in the PRC and Hong Kong.
- (iii) For the purpose of enhancing efficiency in the decision-making process and ensuring the success of issuance, it is proposed to the EGM to authorize the Board to delegate such authorization to the chairman of the Board and/or the president and/or the chief financial officer of the Company, to take charge of all matters related to the issuance of new Shares.
- (iv) For the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until the earliest of:
1. the conclusion of the next annual general meeting of the Company following the passing of this resolution;

2. the expiration of the 12-month period following the passing of this resolution;
or
3. the date on which the mandate set out in this resolution is revoked or varied by a special resolution of the Shareholders at the EGM.

The resolution on the general mandate to issue new Shares, if approved at the EGM, shall remain valid during the Relevant Period.

2. To consider and approve the issuance plan for Preference Shares to be issued in the PRC:
 - (i) type and number of the Preference Shares to be issued;
 - (ii) method of issuance, target investors or scope of target investors and placing plan to existing Shareholders, and whether or not to issue in multiple tranches;
 - (iii) par value, issuance price or pricing principles;
 - (iv) dividend rate and the principles for determination thereof;
 - (v) method of participation in profit distribution for the Preference Shareholders;
 - (vi) redemption clauses;
 - (vii) voting right restriction and restoration;
 - (viii) sequence of settlement and method of liquidation;
 - (ix) credit rating and follow-up rating arrangement;
 - (x) method and target of guarantee;
 - (xi) listing or transfer arrangement upon issuance of the Preference Shares;
 - (xii) uses of proceeds; and
 - (xiii) validity period of the resolution in relation to the Proposed Issuance.

The above-mentioned 13 provisions shall be considered and approved item by item at the EGM by a special resolution. Any provision not been approved by voting shall be regarded as the whole resolution not been approved.

Ordinary Resolution

3. To consider and approve the resolution on the Company's satisfaction of the conditions for the issuance of Preference Shares to specific subscribers.

Special Resolutions

4. To consider and approve the resolution on the preliminary plan for the issuance of Preference Shares to specific subscribers (revised).
5. To consider and approve the resolution on the feasibility report of the use of proceeds (revised).
6. To consider and approve the resolution on the dilution of current return, remedial measures and commitments of the relevant parties of the issuance of Preference Shares to specific subscribers.

Ordinary Resolutions

7. To consider and approve the resolution on the statement on the exemption from the preparation of a report on the use of the previous proceeds.
8. To consider and approve the resolution on the Shareholders' return plan for the next three years (2023–2025).

Special Resolutions

9. To consider and approve the resolution on the proposed amendments to the Articles of Association.

10. To consider and approve the resolution on the proposed authorization to the Board and its authorized persons to exercise full powers to deal with matters relating to the issuance of Preference Shares to specific subscribers.

By Order of the Board
China Communications Construction Company Limited
ZHOU Changjiang
Company Secretary

Beijing, the PRC
9 June 2023

As at the date of this notice, the directors of the Company are WANG Tongzhou, WANG Haihuai, LIU Xiang, MI Shuhua, LIU Hui[#], CHAN Wing Tak Kevin[#], WU Guangqi[#] and ZHOU Xiaowen[#].

[#] *Independent non-executive Director*

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 Tuesday, 27 June 2023 to Friday, 30 June 2023 (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 Monday, 26 June 2023. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Friday, 30 June 2023 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 Thursday, 29 June 2023). 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.

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, proxies and other attendees are required to comply with the latest epidemic prevention policy requirements of the PRC government and take necessary precautionary measures.