



中国铁建
中國鐵建股份有限公司
China Railway Construction Corporation Limited

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

(Stock Code: 1186)

NOTICE OF 2009 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the First 2009 Extraordinary General Meeting (the “**EGM**”) of China Railway Construction Corporation Limited (the “**Company**”) will be held at the CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing, the PRC at 9:30 a.m. on Tuesday, 13 January 2009 for the purposes of considering, and if think fit, passing the following resolution:

SPECIAL RESOLUTION

1. To consider and approve the following resolution in relation to the proposed issue of Medium-term Notes (“**Medium-term Notes**”) of the Company:

“**THAT:**

- (a) subject to the conditions of the PRC bond market, the Company be authorized to issue Medium-term Notes on the following major terms:

- (i) **Place and size of the issue**

The Company shall issue the Medium-term Notes in an aggregate principal amount of no more than RMB15 billion in the PRC. The Medium-term Notes may be issued in one tranche or multiple tranches.

(ii) Term

The term of the Medium-term Notes shall not be more than 10 years.

(iii) Interest rate

The interest rate of the Medium-term Notes shall be determined according to the “Administration Method for Debt Financing Instrument of Non-financial Institutions in the Inter-bank Bond Market” issued by the People’s Bank of China and made reference to the then market conditions.

(iv) Target of the issue

The Medium-term Notes shall be issued to the investors in the inter-bank market in the PRC and shall not be issued to the public investors.

(v) Use of proceeds

The proceeds from the issue of the Medium-term Notes shall be principally used to replenish both the working capital of the Company and the capital expenditure of the investment projects of the Company.

(vi) Term of validity of the resolution

The resolution relating to the proposed issue of the Medium-term Notes shall be valid within two years after the date of the passing of the resolution at the general meeting of the Company.

- (b) the Chairman of the board of the directors of the Company or other persons authorized by the Chairman be authorized to deal with all matters relating to the proposed issue of Medium-term Notes in his/their sole discretion, including but not limited to, determining the specific time of the issue, the size of the issue, the number of tranches, the interest rate; executing all necessary documents, including but not limited to, requests, prospectuses, underwriting agreements and announcements in relation to the proposed issue of the Medium-term Notes by the Company; completing all necessary procedures, including but not limited to, completing the relevant registrations in the inter-bank market of the PRC and taking all other necessary actions.”

By order of the Board
China Railway Construction Corporation Limited
LI Guorui
Chairman

Beijing, the PRC
29 November 2008

Notes:

- (a) The H share register of members of the Company will be closed from Monday, 15 December 2008 to Tuesday, 13 January 2009 (both days inclusive), during which period no transfer of H shares of the Company will be effected. Any holders of H shares, whose names appear on the Company’s register of members at the close of business on Friday, 12 December 2008, are entitled to attend and vote at the EGM after completing the registration procedures for attending the EGM.

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

Rooms 1806-1807
18/F, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

- (b) Holders H shares, who intend to attend the EGM, must complete the reply slips for attending the EGM and return them to the Office of the Secretary to the Board of the Company not later than 20 days before the date of the EGM, i.e. no later than Tuesday, 23 December 2008.

Details of the Secretary Office to the board of directors of the Company are as follows:

East, No. 40 Fuxing Road
Haidian District
Beijing
The People's Republic of China
Postal code: 100855
Fax: (8610) 5268 8006

- (c) Each holder of H shares who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (d) The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarised.
- (e) To be valid, for holders of H shares, 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 notarised copy of that power of attorney or other authority, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, the address of which is set out in Note (a) above, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such document to be valid.
- (f) If a proxy attends the EGM on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, and specifying the date of its issuance. If a legal person shareholder appoints a corporate representative to attend the EGM, such representative should produce his ID card and the notarised copy of the resolution passed by the Board or other authorities or other notarised copy of the licence issued by such legal person shareholder.

- (g) The EGM is expected to last for half a day. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.

As at the date of this notice, the board of directors of the Company comprises Mr. LI Guorui (Chairman and Non-executive Director), Mr. DING Yuanchen (Vice Chairman and Executive Director), Mr. JIN Puqing (President and Executive Director), Mr. HUO Jingui (Non-executive Director), Mr. WU Xiaohua (Non-executive Director), Mr. LI Kecheng (Independent Non-executive Director), Mr. ZHAO Guangjie (Independent Non-executive Director), Mr. WU Taishi (Independent Non-executive Director) and Mr. NGAI Wai Fung (Independent Non-executive Director).