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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 2012 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 First 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 People's Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 13 January 2012 for the purposes of considering, and if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the appointment of internal control auditors for 2011. (Please refer to the annexure to this notice for details of the resolution.)

By order of the board of directors

China Railway Construction Corporation Limited

MENG Fengchao

Chairman

Beijing, the PRC

28 November 2011

As at the date of this announcement, the board of directors comprises Mr. MENG Fengchao (Chairman and Executive Director), Mr. PENG Shugui (Vice Chairman and Executive Director), Mr. ZHAO Guangfa (President and Executive Director), Mr. HU Zhenyi (Executive Director), Mr. ZHU Mingxian (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).

Notes:

- (a) The H share register of members of the Company will be temporarily closed from Wednesday, 14 December 2011 to Thursday, 12 January 2012 (both days inclusive), during which period no transfer of H shares of the Company will be registered. Any holders of H shares, whose names appear on the Company's register of members at the close of business on Tuesday, 13 December 2011, 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 1702-1706
17/F, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

- (b) Holders of A shares or H shares of the Company, who intend to attend the EGM, must complete the reply slips for attending the EGM and return the same to the Secretariat Office of the board of directors of the Company not later than 20 days before the date of the EGM, i.e. no later than Saturday, 24 December 2011.

Details of the Secretariat Office of 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 8302

- (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 proxies shall only vote on a poll.

- (d) The instrument appointing a proxy by the shareholders must be signed by the person appointing the proxy or an attorney duly authorised by such person in writing. If the instrument is signed by an attorney of the person appointing the proxy, the power of attorney authorising to sign, or other documents of authorisation, shall be notarially certified.
- (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 notarially certified 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.
- (f) Each holder of A shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the EGM. Notes (c) and (d) also apply to holders of A shares, except that the form of proxy or other documents of authorisation must be delivered to the Secretariat Office of the board of directors of the Company, the address of which is set out in Note (b) above, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (g) If a proxy attends the EGM on behalf of a shareholder, he shall produce his identification document and the instrument or document signed by the appointer 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 shall produce his identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of the license issued by such legal person shareholder.
- (h) The EGM is expected to last for half a day. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.

ANNEXURE TO THE NOTICE OF EGM

Proposed appointment of internal control auditors for 2011

In accordance with the requirements of the five ministries and commissions including the Ministry of Finance of the PRC and China Securities Regulatory Commission in relation to the comprehensive implementation of internal control regulations and internal control audit for 2011 by companies that are listed both on a domestic stock exchange and on The Stock Exchange of Hong Kong Limited, the Company shall disclose its self-evaluation report on internal control for 2011, and shall appoint an accounting firm to audit the effectiveness of its internal control of financial reports and to issue an audit report.

Through certain selection process, the Company proposes to appoint Crowe Horwath China CPAs Co., Ltd. as the internal control auditors for 2011. The fees for the internal control audit and related services to be provided by Crowe Horwath China CPAs Co., Ltd. to the Company for 2011 will be RMB2.4 million.

The above-mentioned proposal has been considered and approved at the fourth meeting of the second session of the board of directors of the Company. The independent directors of the Company have also issued an independent opinion in favor of such proposal.