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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 THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of the shareholders of China Communications Construction Company Limited (the “Company”) will be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, China at 9:00 a.m. on Thursday, 15 January 2015 for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

### **SPECIAL RESOLUTIONS**

- 1 To consider and approve the proposed variation to the existing general mandate:

**“THAT**

- (1) the Board be and is hereby authorized during the Relevant Period (as defined below), 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:
  - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
  - (ii) 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 right of preference shares at the initial simulated conversion price) to be separately or concurrently allotted, issued and/or dealt with by the board of directors of the Company, 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

- (iii) the board of directors of the Company will only exercise its power under such mandate in accordance with the Company Law of the People's Republic of China, and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and only if all necessary approvals from relevant PRC government authorities are obtained.
- (2) the board of directors of the Company be and is hereby authorized to make such amendments to the articles of association of the Company as it thinks fit so as to increase the registered share capital and reflect the new capital structure of the Company upon the completion of such allotment, issuance of and dealing with new shares.
- (3) contingent on the board of directors of the Company resolving to allot, issue and deal with shares pursuant to this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issuance, allotment of and dealing with such shares.
- (4) For the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (ii) the expiration of the 12-month period following the passing of this resolution; or
  - (iii) the date on which the authority set out in this resolution is revoked or amended by a special resolution of the shareholders in a general meeting."

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

- 2 To consider and approve the proposal regarding the proposed issuance of preference shares of the Company:
  - (1) issuance size;
  - (2) method of the issuance;
  - (3) target investors;
  - (4) par value and issuance price;
  - (5) principles for determination of the dividend rate;

- (6) method of the profit distribution for the preference shares;
- (7) redemption terms;
- (8) voting rights restrictions;
- (9) voting rights restoration;
- (10) sequence of settlement and method of liquidation;
- (11) rating arrangement;
- (12) guarantee arrangement;
- (13) listing and transfer arrangement upon proposed issuance;
- (14) use of proceeds;
- (15) validity period of the resolution in respect of the proposed issuance; and
- (16) the authorization of the board of directors to deal with any matters in relation to the issuance of preference shares.

The above-mentioned 16 provisions shall be considered and approved item by item at the EGM by special resolution. Any provision not been approved by voting shall be regarded as the whole resolution not been approved.

- 3 To consider and approve the proposed amendments to the articles of association of the Company.

#### **ORDINARY RESOLUTIONS**

- 4 To consider and approve the feasibility analysis report of the use of proceeds raised from issuance of preference shares.
- 5 To consider and approve the dilution of current return to shareholders by the Proposed Issuance and the remedial measures to be adopted.
- 6 To consider and approve the proposed shareholders' return plan for the years of 2014 to 2016.
- 7 To consider and approve the proposed amendments to the rules of procedures for shareholders' general meeting.
- 8 To consider and approve the proposed amendments to the rules of procedures for the meeting of board of directors.

- 9 To consider and approve the proposed amendments to the work manual of Independent Directors.
- 10 To consider and approve the proposed appointment of supervisor.
- 11 To consider and approve proposed provision of internal guarantee.

By Order of the Board  
**China Communications Construction Company Limited**  
**LIU Wensheng**  
*Company Secretary*

Beijing, the PRC  
28 November 2014

*As at the date of this announcement, the Directors are LIU Qitao, CHEN Fenjian, FU Junyuan, LIU Maoxun, LIU Zhangmin<sup>#</sup>, LEUNG Chong Shun<sup>#</sup>, WU Zhenfang<sup>#</sup> and HUANG Long<sup>#</sup>.*

<sup>#</sup> Independent Non-executive Director

*Notes:*

**1. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING THE EGM**

The register of members of the Company will be closed from 16 December 2014 to 15 January 2015 (both days inclusive), during which time no share transfers will be registered. In order to be eligible to attend the EGM, 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, 15 December 2014.

Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on 15 January 2015 are entitled to attend the EGM.

**2. NOTICE OF ATTENDANCE**

Holders of H shares who intend to attend the EGM should complete and lodge the accompanying reply slip and return it to the Company's H share registrar on or before 24 December 2014. The reply slip may be delivered by hand, by post or by fax to the Company's H share registrar. Completion and return of the reply slip will not affect the right of a shareholder to attend the EGM. However, the failure to return the reply slip may result in an adjournment of the EGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the EGM by the reply slip does not reach more than half of the total number of shares of the Company carrying the right to vote at the EGM.

**3. 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 authorized 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 authorized 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. 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.

**4. 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.