



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)

**FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING**

Number of shares to which this form of proxy relates <sup>(Note 1)</sup> \_\_\_\_\_

I/We <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_ H shares in the share capital of China Communications Construction Company Limited (the **Company**) HEREBY APPOINT the Chairman of the meeting or <sup>(Note 4)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy/proxies: (a) to act for me/us at the extraordinary general meeting of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, China at 9:00 a.m. on 15 January 2015 (or at any adjournment thereof) (the **Meeting**) for the purpose of considering and, if thought fit, passing the resolutions (the **Resolutions**) as set out in the notice convening the Meeting; and (b) at the Meeting to vote for me/us and in my/our name(s) in respect of the Resolutions as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	<p>To consider and approve the proposal regarding the general mandate to issue new shares of the company in the terms as follows:</p> <p>(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:</p> <p>(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;</p> <p>(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</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(4) For the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;</p> <p>(ii) the expiration of the 12-month period following the passing of this resolution; or</p> <p>(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.</p>			

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
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			
	(16) authorization in relation to the Proposed Issuance			
3.	To consider and approve the proposed amendments to the articles of association of the Company.			
ORDINARY RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
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.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature<sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the total number of shares registered in your name(s).
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies of his own choice to attend and vote instead of him. A proxy need not be a member of the Company. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. In the event that two or more persons (other than the Chairman of the Meeting) are named as proxies and the words "the Chairman of the meeting or" are not deleted, those words and references shall be deemed to have been deleted. If you appoint more than one proxy, the voting rights may only be exercised by way of poll.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST". If you wish to abstain from voting on any resolution, tick in the box marked "ABSTAIN". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of Annual General Meeting. A tick in the relevant box indicates that the votes attached to all the shares that this form relates will be cast accordingly. The shares abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under seal or under the hand of a director or attorney duly authorised. If this form of proxy is signed by your attorney, the power of attorney or other document of authorisation must be notarised.
- In order to be valid, this form of proxy, together with the notarised copy of the power of attorney or other document of authorisation (if any) under which it is signed, for holders of H shares, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours prior to the time for holding the Meeting.
- Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the Meeting (or any adjournment thereof) if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
- In the case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).