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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Communications Construction Company Limited, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**AUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015  
DISTRIBUTION PLAN OF PROFIT AND FINAL DIVIDEND FOR THE YEAR OF 2015  
PROPOSED CHANGE OF INTERNATIONAL AUDITOR AND DOMESTIC AUDITOR AND  
AUTHORISATION TO THE BOARD TO DETERMINE THEIR RESPECTIVE REMUNERATION  
ESTIMATED CAP FOR THE INTERNAL GUARANTEES OF THE GROUP IN 2016  
2015 REPORT OF THE BOARD  
2015 REPORT OF THE SUPERVISORY COMMITTEE  
GENERAL MANDATE TO ISSUE NEW SHARES  
PROPOSED LAUNCH OF ASSET-BACKED SECURITIZATION  
PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Thursday, 16 June 2016 is set out in Appendix I to this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. If you intend to attend the AGM, you are required to complete and return the reply slip to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, on or before Thursday, 26 May 2016.

Completion and return of the form of proxy will not preclude you as a Shareholder from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

29 April 2016

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## DEFINITIONS

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*In this circular, unless the content otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company for the year ended 31 December 2015 to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Thursday, 16 June 2016
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“A Share(s)”	domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange
“Board”	the board of directors of the Company
“CCCG”	China Communications Construction Group (Limited), a wholly state-owned company incorporated on 8 December 2005 in the PRC which holds approximately 63.84% equity interest in the Company
“Company” or “CCCC”	China Communications Construction Company Limited, a joint stock limited company duly incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange under the stock code 1800 and the A Shares of which are listed on the Main Board of the Shanghai Stock Exchange under the stock code 601800
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“H Share(s)”	overseas-listed foreign invested ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“PBOC”	People’s Bank of China
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong and Macau Special Administrative Regions of the PRC and Taiwan
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange
“Shareholder(s)”	shareholder(s) of the Company
“Share(s)”	ordinary share(s) in the share capital of the Company
“Supervisory Committee”	the supervisory committee of the Company

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## LETTER FROM THE BOARD

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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)

*Executive Directors*

LIU Qitao  
CHEN Fenjian  
FU Junyuan

*Non-executive Director*

LIU Maoxun

*Independent Non-executive Directors*

LIU Zhangmin  
LEUNG Chong Shun  
HUANG Long

*Registered Office*

85 De Sheng Men Wai Street  
Xicheng District  
Beijing 100088  
the PRC

*Principal Place of Business in  
Hong Kong*

Room 2805, 28th Floor  
Convention Plaza Office Tower  
1 Harbour Road, Wanchai  
Hong Kong

29 April 2016

*To the Shareholders*

Dear Sir or Madam,

**AUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015  
DISTRIBUTION PLAN OF PROFIT AND FINAL DIVIDEND FOR THE YEAR OF 2015  
PROPOSED CHANGE OF INTERNATIONAL AUDITOR AND DOMESTIC AUDITOR AND  
AUTHORISATION TO THE BOARD TO DETERMINE THEIR RESPECTIVE REMUNERATION  
ESTIMATED CAP FOR THE INTERNAL GUARANTEES OF THE GROUP IN 2016  
2015 REPORT OF THE BOARD  
2015 REPORT OF THE SUPERVISORY COMMITTEE  
GENERAL MANDATE TO ISSUE NEW SHARES  
PROPOSED LAUNCH OF ASSET-BACKED SECURITIZATION  
PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the AGM, which is enclosed as Appendix I to this circular and to provide you with information which is reasonably necessary to enable you to make an informed decision on whether to vote for or against certain resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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At the AGM, ordinary resolutions will be proposed to approve the following proposals:

1. the audited consolidated financial statements of the Company for the year ended 31 December 2015;
2. the distribution plan of profit and final dividend for the year of 2015;
3. To consider and approve the appointment of Ernst & Young as the Company's international auditor to replace PricewaterhouseCoopers and Ernst & Young Hua Ming LLP as the Company's domestic auditor to replace PricewaterhouseCoopers Zhong Tian for a term starting from the date of passing this resolution at the AGM ending at the date of next annual general meeting of the Company and the authorisation to the Board to determine their respective remuneration;
4. the estimated cap for the internal guarantees of the Group in 2016;
5. the report of the Board for the year of 2015;
6. the report of the Supervisory Committee for the year of 2015;

Special resolutions will be proposed to approve the following proposals:

7. the general mandate to issue new Shares;
8. the proposed launch of asset-backed securitization; and
9. the proposed issue of debt financing instruments.

### **AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2015**

An ordinary resolution will be proposed at the AGM to approve the audited consolidated financial statements of the Company for the year ended 31 December 2015. The audited consolidated financial statements are set out in the annual report of the Company, which was dispatched to the Shareholders on 29 April 2016.

### **DISTRIBUTION PLAN OF PROFIT AND FINAL DIVIDEND FOR THE YEAR OF 2015**

An ordinary resolution will be proposed at the AGM to approve the distribution plan of profit and final dividend of the Company for the year of 2015.

For the year of 2015, net distributable profit to owners of the Company was approximately RMB15,396 million which is determined based on the financial statements prepared in accordance with China Accounting Standards for Business Enterprises and International Financial Reporting Standards, whichever is lower. The Board has proposed a

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## LETTER FROM THE BOARD

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final dividend of RMB0.19037 (including tax) per share (totaling approximately RMB3,079 million which represents approximately 20% of the abovementioned net profit attributable to owners of the Company). The proposed dividend distribution will be distributed to all Shareholders on the basis of the total issued share capital of 16,174,735,425 Shares.

The final dividends are expected to be paid to Shareholders whose names appear on the register of members of the Company at the opening of business on Wednesday, 29 June 2016. For purpose of ascertaining Shareholder's entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 24 June 2016 to Wednesday, 29 June 2016 (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 Thursday, 23 June 2015. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Wednesday, 29 June 2016 are entitled to the final dividends. The proposed final dividends will be denominated and declared in Renminbi and will be paid to holders of A Shares in Renminbi and to holders of H Shares in Hong Kong dollars. The relevant exchange rate is determined at RMB0.84081 equivalent to HKD1.00 as the middle rate of Renminbi to Hong Kong dollars as announced by the PBOC on the date when such dividends were declared. For more information, please refer to the annual report of the Company, which was dispatched to the Shareholders on 29 April 2016.

### CHANGE OF INTERNATIONAL AUDITOR AND DOMESTIC AUDITOR

An ordinary resolution will be proposed at the AGM to appoint Ernst & Young and Ernst & Young Hua Ming LLP as the Company's international auditor and domestic auditor respectively to hold office from the date of passing the resolution at the AGM until the date of next annual general meeting of the Company, and to authorise the Board to determine their respective remunerations.

PricewaterhouseCoopers, the current international auditor of the Company, and PricewaterhouseCoopers Zhong Tian LLP, the current domestic auditor of the Company, have been providing audit services to the Company for years and their term of service will expire at the AGM. Pursuant to relevant requirements regarding the rotation of auditors issued by the Ministry of Finance and the SASAC, the Company decides to change its auditors as the service years of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP to the Company have reached the prescribed limit.

PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP have confirmed to the Board that there are no matters in relation to their retirement as the Company's international auditor and domestic auditor that need to be brought to the attention of the Company's Shareholders.

### ESTIMATED CAP FOR THE INTERNAL GUARANTEES OF THE GROUP IN 2016

According to the Shanghai Listing Rules, "a listed company, with the amount of guarantees aggregated over a period of twelve consecutive months exceeding 50 percent of its latest audited net assets and with the absolute amount exceeding RMB50 million, or when

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## LETTER FROM THE BOARD

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providing guarantees to enterprises with asset-to-liability ratio exceeding 70%, shall submit the transaction of granting guarantees to the shareholders' general meeting for consideration and approval, as well as make a timely disclosure."

The Company estimated that the cap for the internal guarantees of the Company in 2016 will amount to RMB58,820 million, among which, RMB52,450 million will be provided by the Company to its wholly-owned subsidiaries, RMB6,000 million will be provided by the Company to its non-wholly-owned holding subsidiaries, RMB70 million will be provided by the Company's wholly-owned second-tier subsidiaries to non-wholly-owned third-tier subsidiaries and the remaining RMB300 million will be provided by the Company to its jointly controlled entities.

The estimated cap for above guarantees can be adjusted accordingly on the basis of the possible changes: (i) in the event of the same guarantor, the guarantees which this guarantor renders to the secured parties limited in the guarantee scheme can be adjusted with each other within the aggregate guarantee amount; (ii) in the event of the same guarantor, this guarantor may provide guarantees to other parties (only limited to the wholly-owned subsidiaries and holding subsidiaries with their gearing ratio not exceeding 70%) other than the secured parties limited in the guarantee scheme within the aggregate guarantee amount; and (iii) the guarantee amount for wholly-owned subsidiaries shall not be adjusted to be used for the non-wholly owned holding subsidiaries, and the guarantee amount for non-wholly owned holding subsidiaries shall not be adjusted to be used as that for wholly-owned subsidiaries.

The resolution in relation to the estimated cap for the internal guarantees of the Group in 2016 will be valid from the date of passing the resolution at the AGM until the date of next annual general meeting of the Company. To the best knowledge and belief of the Company, none of those companies receiving guarantees is a connected person of the Company. The guarantees to be provided to its jointly controlled entities with a total amount of RMB300 million, after aggregation, do not constitute discloseable transactions under Chapter 14 of the Hong Kong Listing Rules.

The aforesaid resolution, which has been made at the twenty-fourth meeting of the third session of the Board held on 28 March 2016, will be subject to the Shareholders' approval by way of an ordinary resolution at the AGM. The Board also proposed to the Shareholders to authorise the management of the Company to carry out relevant formalities when providing internal guarantees within the approved amount.

### **REPORT OF THE BOARD FOR THE YEAR OF 2015**

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year of 2015. The full text of the report of the Board is set out in the annual report of the Company, which was dispatched to the Shareholders on 29 April 2016.

### **REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR OF 2015**

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Committee for the year of 2015. The full text of the report of the Supervisory Committee is set out in the annual report of the Company, which was dispatched to the Shareholders on 29 April 2016.



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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE NEW SHARES

A special resolution will be proposed at the AGM to approve that:

- a. the Board be and is hereby authorised unconditional general mandate 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 (including but not limited to preference shares issued in the PRC) 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 enter into or grant offers, agreements or options for issuance 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 after the voting right is restored 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, Hong Kong Listing Rules and Shanghai Listing Rules and only if necessary approvals from relevant supervision authorities are obtained.
- b. the Board be and is hereby authorised to make such amendments to the Articles of Association when it thinks appropriate 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 proposed shares; and 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 processes with relevant industrial and commercial administration) in order to give effect to the issuance of shares under this resolution.
- c. contingent on the Board resolving to allot, issue and deal with Shares pursuant to this resolution, the Board be and is hereby authorised to approve, execute and deal with or procure to be executed and dealt with, all such documents, deeds and things as it may consider necessary in connection with the issuance of, allotment of and dealing with such shares including, but not limited to, determining the size of the issue, the issue price or coupon rate of the issue, the use of proceeds from the issue, the target of the issue, the place and time of the issue, issuance arrangement in installments, making all necessary applications to relevant authorities, entering into an underwriting agreement or any other agreements, and making all necessary filings and registrations with relevant regulatory authorities in the PRC and Hong Kong.

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## LETTER FROM THE BOARD

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- d. For the purpose of enhancing efficiency in the decision making process and ensuring the success of issuance, it is proposed to the AGM to approve that the Board delegates such authorisation to the working group, comprising executive Directors, namely Mr. Liu Qitao, Mr. Chen Fenjian and Mr. Fu Junyuan to take charge of all matters related to the issue of shares.
- e. For the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until the earlier 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 authority set out in this resolution is revoked or amended by a special resolution of the Shareholders at a general meeting of the Company.

### PROPOSED LAUNCH OF ASSET-BACKED SECURITIZATION

The Company intends to launch of asset-backed securitization in accordance with the following particulars:

- |   |  |
|---|--|
| a. Category of asset-backed securitization        | Including specific asset management plan, single/pooled funds trust plan, asset-backed plan of insurance company etc., which will be issued by the Company in one or more installments in light of the actual underlying assets of the Company subject to the requirements of relevant regulatory authorities in the PRC, and appropriate arrangement will be taken, including but not limited to the guarantee measures such as holding of certain subordinated products and liquidity support. |
| b. Issuer   | The Group  |
| c. Aggregate principal amount                     | Not exceeding RMB10 billion which will be issued in one or more installments   |
| d. Effective term of the Shareholders' resolution | 12 months  |

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## LETTER FROM THE BOARD

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The abovementioned proposed launch of asset-backed securitization requires approval of the Shareholders by way of a special resolution. Accordingly, the Board proposed to seek the approval of the Shareholders by way of a special resolution at the AGM to approve the abovementioned proposed launch of asset-backed securitization and to authorise Mr. Liu Qitao, executive Director and chairman of the Board, Mr. Chen Fenjian, executive Director and president of the Company, Mr. Fu Junyuan, executive Director and chief financial officer of the Company, to deal with all relevant matters in relation to asset-backed securitization, including but not limited to:

- (1) determining the details of the abovementioned proposed launch of asset-backed securitization, including but not limited to the specific plan, such as selection of a manager and the underlying assets, the size of fund raising, duration, categories of interest, pricing, specific credit enhancement measures and selection of qualified professional institutions, etc.;
- (2) participating in the negotiations of the proposed launch of asset-backed securitization on behalf of the Company, executing all relevant agreements and other necessary documents and conducting appropriate information disclosure;
- (3) carrying out or assisting the manager to apply to the competent authorities for approval of the proposed launch of asset-backed securitization and making suitable amendments to the detailed plan in accordance with the opinions of the regulatory authorities (if any); and
- (4) taking all necessary actions to deal with or make decisions on other detailed matters in relation to the proposed launch of asset-backed securitization.

### PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the AGM to approve:

- a. the Company to apply to the National Association of Financial Market Institutional Investors for the registration of debenture issuance facilities in a unified registration form, including the issuance of short-term financing bonds, super short-term financing bonds, medium-term notes and perpetual notes etc.;
- b. to authorise Mr. Liu Qitao, executive Director and chairman of the Company, Mr. Chen Fenjian, executive Director and president of the Company, and Mr. Fu Junyuan, executive Director and chief financial officer of the Company, to deal with all relevant matters in relation to the implementation of the abovementioned proposed issue of debt financing instruments, including but not limited to:
  - (1) determining the details of the abovementioned proposed issue and listing of debt financing instruments, including but not limited to the categories of the bonds, currency, the matters as to whether to issue in a number of tranches and categories, arrangements for amount and duration of each tranche and category, method of issue, term and method of repayment for principal and payment of interests, underwriting, the matters as to whether any terms for repurchase and

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## LETTER FROM THE BOARD

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redemption will be in place, pricing and determination of coupon rate or other means of identification, details of use of the fund raised therefrom, measures for guaranteeing the repayment, the guarantee, the listing of the bonds, place of issue and listing, and the selection of qualified professional advisers in the issue of the bonds;

- (2) participating in negotiations on behalf of the Company relevant to the proposed issue and listing of debt financing instruments, executing relevant agreements and other necessary documents, and conducting all appropriate information disclosure;
- (3) carrying out to apply to the competent authorities for approval(s) of the abovementioned proposed issue and listing of debt financing instruments, and adjusting the specific issue plan according to the competent authorities' comments (if any); and
- (4) taking all necessary actions to deal with/make decisions on the abovementioned proposed issue and listing of debt financing instruments.

c. the validity of the Shareholders' resolutions is 24 months.

### AGM

A notice convening the AGM of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Thursday, 16 June 2016 is set out in Appendix I to this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. If you intend to attend the AGM, you are required to complete and return the reply slip to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, on or before Thursday, 26 May 2016. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish and completion.

Any vote of the Shareholders at the AGM shall be taken by poll unless otherwise required by the Hong Kong Listing Rules. For purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 18 May 2016 to Thursday, 16 June 2016 (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 Tuesday, 17 May 2016. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Thursday, 16 June 2016 are entitled to attend the AGM.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board believes that the resolutions mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the relevant resolutions to be proposed at the AGM as set out in the Notice of Annual General Meeting enclosed as Appendix I to this circular.

By order of the Board  
**China Communications Construction Company Limited**  
**Liu Wensheng**  
*Company Secretary*

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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2015 annual general meeting (the **AGM**) 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 Thursday, 16 June 2016 to consider and, if thought fit, to pass the following resolutions:

**As Ordinary Resolutions**

1. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2015;
2. To consider and approve the distribution plan of profit and final dividend of the Company for the year of 2015;
3. To consider and approve the appointment of Ernst & Young as the Company's international auditor to replace PricewaterhouseCoopers and Ernst & Young Hua Ming LLP as the Company's domestic auditor to replace PricewaterhouseCoopers Zhong Tian for a term starting from the date of passing this resolution at the AGM ending at the date of next annual general meeting of the Company and the authorisation to the board of directors (the **Board**) to determine their respective remuneration;
4. To consider and approve the estimated cap for the internal guarantees of the Group in 2016 and the authorisation to the management of the Company to carry out relevant formalities when providing internal guarantees within the approved amount;
5. To consider and approve the report of the Board for the year of 2015;
6. To consider and approve the report of the supervisory committee of the Company for the year of 2015;

**As Special Resolutions**

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

**“THAT**

- a. the Board be and is hereby authorised unconditional general mandate 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 (including but not limited to preference shares issued in the PRC) 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 enter into or grant offers, agreements or options for issuance 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 after the voting right is restored 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, Hong Kong Listing Rules and Shanghai Listing Rules and only if necessary approvals from relevant supervision authorities are obtained.
- b. the Board be and is hereby authorised to make such amendments to the Articles of Association when it thinks appropriate 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 proposed shares; and 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 processes with relevant industrial and commercial administration) in order to give effect to the issuance of shares under this resolution.
- c. contingent on the Board resolving to allot, issue and deal with Shares pursuant to this resolution, the Board be and is hereby authorised to approve, execute and deal with or procure to be executed and dealt with, all such documents, deeds and things as it may consider necessary in connection with the issuance of, allotment of and dealing with such shares including, but not limited to,

determining the size of the issue, the issue price or coupon rate of the issue, the use of proceeds from the issue, the target of the issue, the place and time of the issue, issuance arrangement in installments, making all necessary applications to relevant authorities, entering into an underwriting agreement or any other agreements, and making all necessary filings and registrations with relevant regulatory authorities in the PRC and Hong Kong.

- d. For the purpose of enhancing efficiency in the decision making process and ensuring the success of issuance, it is proposed to the AGM to approve that the Board delegates such authorisation to the working group, comprising executive directors, namely Mr. Liu Qitao, Mr. Chen Fenjian and Mr. Fu Junyuan to take charge of all matters related to the issue of shares.
- e. For the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until the earlier 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 authority set out in this resolution is revoked or amended by a special resolution of the shareholders in a general meeting of the Company.”
- 8. To consider and approve the launch of asset-backed securitization by the Company and/or its subsidiaries: (i) that the aggregate principal amount of the securities shall not exceed RMB10 billion; and (ii) that Mr. Liu Qitao, Mr. Chen Fenjian and Mr. Fu Junyuan be authorised to deal with all relevant matters relating to the launch of asset-backed securitization.
- 9. To consider and approve: (i) the Company to apply to the National Association of Financial Market Institutional Investors for the registration of debenture issuance facilities in a unified registration form, including the issuance of short-term financing bonds, super short-term financing bonds, medium-term notes and perpetual notes etc.; and (ii) that Mr. Liu Qitao, Mr. Chen Fenjian and Mr. Fu Junyuan be authorised to deal with all relevant matters relating to the issue of debt financing instruments.

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

Beijing, the PRC

29 April 2016



*As at the date of this notice, the Directors are LIU Qitao, CHEN Fenjian, FU Junyuan, LIU Maoxun, LIU Zhangmin<sup>#</sup>, LEUNG Chong Shun<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 AGM**

For purpose of ascertaining shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 18 May 2016 to Thursday, 16 June 2016 (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 Tuesday, 17 May 2016. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on 16 June 2016 are entitled to attend the AGM.

**2. NOTICE OF ATTENDANCE**

Holders of H shares who intend to attend the AGM should complete and lodge the accompanying reply slip and return it to the Company's H share registrar on or before Thursday, 26 May 2016. 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 AGM. However, the failure to return the reply slip may result in an adjournment of the AGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the AGM 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 AGM.

**3. PROXY**

Every shareholder who has the right to attend and vote at the AGM 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 AGM.

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 AGM. 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 AGM 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 AGM.

**4. OTHERS**

The AGM 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.