



**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 ANNUAL 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 annual general meeting of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, China at 2:00 p.m. on Thursday, 16 June 2016 (or at any adjournment thereof) (the **AGM**) for the purpose of considering and, if thought fit, passing the resolutions (the **Resolutions**) as set out in the notice convening the AGM; and (b) at the AGM 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.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
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 next annual general meeting of the Company and the authorisation to the board of directors (the <b>Board</b> ) 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.			
SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
7.	To consider and approve the proposal regarding the general mandate to issue new shares of the company in the terms as follows:  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			

SPECIAL RESOLUTIONS	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
<p>(3) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC, the Rules Governing the Listing of the Securities on the Stock Exchange of Hong Kong Limited and the rules of Governing the Listing of Stocks on the Shanghai Stock Exchange and only if necessary approvals from relevant supervision authorities are obtained.</p> <p>b. the Board be and is hereby authorised to make such amendments to the Articles of Association of the Company 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.</p> <p>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.</p> <p>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.</p> <p>e. For the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until the earlier of:</p> <p>(1) the conclusion of the next annual general meeting of the Company following the passing of this resolution;</p> <p>(2) the expiration of the 12-month period following the passing of this resolution; or</p> <p>(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.</p>			
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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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 AGM 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 AGM 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 AGM) 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 AGM 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 AGM.
- Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the AGM (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 INITIALLED 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 AGM, 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 AGM, 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).