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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 2015 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2015 annual general meeting (the “AGM”) 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 Thursday, 16 June 2016 for the purposes of considering, and if thought fit, passing the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2015. (Please refer to the “Management Discussion and Analysis (Report of Directors)” in the 2015 annual report of the Company.)
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2015. (Please refer to the circular of the Company dated 30 April 2016 for details.)
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2015. (Please refer to the audited financial statements in the 2015 annual report of the Company.)
4. To consider and approve the profits distribution plan of the Company for the year ended 31 December 2015. (Please refer to the circular of the Company dated 30 April 2016 for details.)
5. To consider and approve the annual report of the Company for the year ended 31 December 2015 and its summary.

6. To consider and approve the determination of the cap for guarantees for wholly-owned subsidiaries of the Company for 2016. (Please refer to the circular of the Company dated 30 April 2016 for details.)
7. To consider and approve the payment of fees for auditing the 2015 annual report and relevant services. (Please refer to the circular of the Company dated 30 April 2016 for details.)
8. To consider and approve the appointment of the external auditor for 2016. (Please refer to the circular of the Company dated 30 April 2016 for details.)
9. To consider and approve the payment of 2015 internal control audit fees. (Please refer to the circular of the Company dated 30 April 2016 for details.)
10. To consider and approve the appointment of the internal control auditor for 2016. (Please refer to the circular of the Company dated 30 April 2016 for details.)
11. To consider and approve the remuneration of Directors and supervisors for 2015. (Please refer to Section IX “Directors, Supervisors, Senior Management and Staff” in the 2015 annual report of the Company for details.)
12. To consider and approve the transfer of Grade I qualifications for roadway project construction general contracting from relevant subsidiaries to the Company. (Please refer to the circular of the Company dated 30 April 2016 for details.)

#### **SPECIAL RESOLUTIONS**

13. To consider and approve the grant of general mandate to the board of directors to issue new H shares of the Company:

**“THAT:**

- (1) Subject to conditions below, to propose at the general meeting to grant the board of directors during the Relevant Period (as hereafter defined), an unconditional general mandate to issue, allot and/or deal with additional H shares, and to make or grant offers, agreements or options in respect thereof:
  - (i) such mandate shall not extend beyond the Relevant Period save that the board of directors may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers at or after the end of the Relevant Period;

- (ii) the aggregate nominal amount of the H shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the board of directors shall not exceed 20% of the aggregate nominal amount of its existing H shares as at the date of the passing of this special resolution at the general meeting;
  - (iii) the board of directors will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Hong Kong Listing Rules (as amended from time to time) or applicable laws, rules and regulations of any other government or regulatory bodies and only if all necessary approvals from CSRC and/or other relevant PRC government authorities are obtained.
- (2) For the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution at the general meeting until the earliest of the following three items:
- (i) the conclusion of the next annual general meeting of the Company following the passing date of this resolution at the general meeting; or
  - (ii) the expiration of the 12-month period following the passing date of this resolution at the general meeting; or
  - (iii) the date on which the authority granted to the board of directors of the Company set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting.
- (3) Contingent on the board of directors resolving to issue H shares pursuant to paragraph (1) of this resolution, to propose at the general meeting to grant the board of directors to increase the registered capital of the Company to reflect the number of H shares to be issued by the Company pursuant to paragraph (1) of this resolution and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increase in the registered capital of the Company and to take other action and complete any formality required to effect the issuance of H Shares pursuant to paragraph (1) of this resolution and the increase in the registered capital of the Company.”
14. To consider and approve the increase in the registered capital of the Company. (Please refer to the circular of the Company dated 30 April 2016 for details.)
15. To consider and approve the amendments to the Articles of Association. (Please refer to the circular of the Company dated 30 April 2016 for details.)

**Shareholders will listen to the 2015 work report of the independent non-executive Directors of the Company at the AGM (such report is not subject to voting and resolution).**

By order of the Board  
**China Railway Construction Corporation Limited**  
**MENG Fengchao**  
*Chairman*

Beijing, the PRC  
30 April 2016

*As at the date of this announcement, the board of directors comprises Mr. MENG Fengchao (Chairman and Executive Director), Mr. QI Xiaofei (Vice Chairman and Executive Director), Mr. ZHUANG Shangbiao (President and Executive Director), Mr. GE Fuxing (Non-executive Director), Mr. WANG Huacheng (Independent Non-executive Director), Mr. Patrick SUN (Independent Non-executive Director), Mr. CHENG Wen (Independent Non-executive Director) and Ms. Amanda Xiao Qiang LU (Independent Non-executive Director).*

*Notes:*

- (a) Unless otherwise specified, details of the resolutions are set out in the circular of the Company dated 30 April 2016 (the “**Circular**”). Terms defined therein shall have the same meanings when used in this notice unless the context otherwise requires.
- (b) The H Share register of members of the Company will be temporarily closed from Tuesday, 17 May 2016 to Thursday, 16 June 2016 (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 Monday, 16 May 2016, are entitled to attend and vote at the AGM after completing the registration procedures for attending the AGM.

The address of Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, is as follows:

Shops 1712-1716  
17/F, Hopewell Centre  
183 Queen’s Road East  
Wanchai, Hong Kong

- (c) A Shareholder(s) and H Shareholder(s) of the Company, who intend to attend the AGM, must complete the reply slips for attending the AGM and return the same to the Secretariat of the Board of Directors of the Company not later than 20 days before the date of the AGM, i.e. on or prior to Thursday, 26 May 2016.

Details of the Secretariat 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

- (d) Each holder of H Shares who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the AGM. A proxy of a Shareholder who has appointed more than one proxy shall only vote on a poll. Shareholders who wish to appoint one or more proxies shall refer to the Circular and the 2015 annual report of the Company first.
- (e) The instrument appointing a proxy by the Shareholders must be signed by the person appointing the proxy or an attorney duly authorized by such person in writing. If the instrument is signed by an attorney of the person appointing the proxy, the power of attorney authorising the attorney to sign, or other documents of authorization, shall be notarially certified.
- (f) To be valid, for H Shareholder(s), 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 authorization documents, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at the 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof.
- (g) Each A Shareholder is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the AGM. Notes (d) and (e) also apply to A Shareholder(s), only that the form of proxy or other documents of authorization must be delivered to the Secretariat of the Board, the address of which is set out in Note (c) above, not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (h) If a proxy attends the AGM on behalf of a Shareholder, he shall produce his identification document and the instrument or document signed by the appointer or his legal representative specifying the date of its issuance. If a legal person Shareholder appoints a corporate representative to attend the AGM, such representative shall produce his identification document and the notarised copy of the resolution passed by the board of directors or other authority or other notarised copy of the license issued by such legal person Shareholder.
- (i) Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.