



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)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 16 JUNE 2016

No. of shares to which this form of proxy relates ^(Note 1)	
Type of shares (A shares or H shares) to which this form of proxy relates ^(Note 2)	

I/We ^(Note 3) _____ of _____
being the shareholder(s) of China Railway Construction Corporation Limited (the “Company”) hereby appoint the Chairman of the Meeting ^(Note 4) or _____ of _____

^(Note 4)

as my/our proxy to attend and vote for me/us and on my/our behalf at the 2015 annual general meeting (the “Meeting” or “AGM”) of the Company to be held at the CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing, the PRC at 9:00 a.m. on Thursday, 16 June 2016 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of 2015 Annual General Meeting dated 30 April 2016 (the “AGM Notice”), and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
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.			

ORDINARY RESOLUTIONS	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
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	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
<p>13. To consider and approve the grant of general mandate to the board of directors to issue new H shares of the Company:</p> <p>“THAT:</p> <p>(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:</p> <p>(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;</p> <p>(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;</p> <p>(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.</p>			

SPECIAL RESOLUTIONS	For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
<p>(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:</p> <p>(i) the conclusion of the next annual general meeting of the Company following the passing date of this resolution at the general meeting; or</p> <p>(ii) the expiration of the 12-month period following the passing date of this resolution at the general meeting; or</p> <p>(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.</p> <p>(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.”</p>			
<p>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.)</p>			
<p>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.)</p>			

Signature^(Note 6): _____

Date: _____

Notes:

Important: You shall refer to the 2015 annual report of the Company and the circular of the Company dated 30 April 2016 before appointing a proxy.

1. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the issued share capital of the Company registered in your name(s).
2. Please also insert the type of shares (A shares or H shares) to which this form of proxy relates.
3. Please insert the full name(s) (in Chinese or in English, as shown in the register of members of the Company) and registered address(es) in BLOCK CAPITALS.
4. If any proxy other than the chairman of the Meeting is preferred, delete the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend the Meeting and vote in his stead. A proxy need not be a shareholder of the Company. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM ANY RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”, AND YOUR VOTES WILL BE COUNTED FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** Failure to tick the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the AGM Notice.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must either be executed under its seal or under the hand of a legal representative or other attorney duly authorized to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarially certified.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, then one of the persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. To be valid, for holders of A shares, this form of proxy, together with the notarially certified power of attorney or other document of authorization, must be delivered to the Secretariat to the Board at the Company’s principal place of business at East, No. 40 Fuxing Road, Haidian District, Beijing, the PRC, Postal Code:100855, not less than 24 hours before the time appointed for the Meeting. In order to be valid, for holders of H shares, the above documents must be delivered to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong within the same period.