
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

- (1) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018;**
 - (2) DISTRIBUTION PLAN OF PROFIT AND FINAL DIVIDEND FOR THE YEAR OF 2018;**
 - (3) RE-APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S INTERNATIONAL AUDITOR AND ERNST & YOUNG HUA MING LLP AS THE COMPANY'S DOMESTIC AUDITOR AND AUTHORISATION TO THE BOARD TO DETERMINE THEIR RESPECTIVE REMUNERATION;**
 - (4) 2018 REPORT OF THE BOARD;**
 - (5) 2018 REPORT OF THE SUPERVISORY COMMITTEE;**
 - (6) GENERAL MANDATE TO ISSUE NEW SHARES;**
 - (7) PROPOSED ISSUE OF MEDIUM AND LONG-TERM BONDS;**
 - (8) REPORT ON THE USE OF THE PREVIOUSLY RAISED PROCEEDS; AND**
 - (9) NOTICE OF ANNUAL GENERAL MEETING**
-

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 Tuesday, 18 June 2019 is set out in Appendix II 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 Tuesday, 28 May 2019.

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.

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DEFINITIONS

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

“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
“AGM”	the annual general meeting of the Company for the year ended 31 December 2018 to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Tuesday, 18 June 2019
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“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 59.91% of the total ordinary shares of the Company as at the Latest Practicable Date
“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
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“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

DEFINITIONS

“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
“Latest Practicable Date”	23 April 2019, being the latest practicable date prior to the printing of this circular
“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
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



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
SONG Hailiang
CHEN Yun

Registered Office

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

Non-executive Directors

LIU Maoxun
Qi Xiaofei

Principal Place of Business in Hong Kong

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

Independent Non-executive Directors

HUANG Long
ZHENG Changhong
NGAI Wai Fung

30 April 2018

To the Shareholders,

Dear Sir or Madam,

- (1) AUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018;**
- (2) DISTRIBUTION PLAN OF PROFIT AND FINAL DIVIDEND
FOR THE YEAR OF 2018;**
- (3) RE-APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S
INTERNATIONAL AUDITOR AND ERNST & YOUNG HUA MING LLP AS
THE COMPANY'S DOMESTIC AUDITOR AND AUTHORISATION TO
THE BOARD TO DETERMINE THEIR RESPECTIVE REMUNERATION;**
- (4) 2018 REPORT OF THE BOARD;**
- (5) 2018 REPORT OF THE SUPERVISORY COMMITTEE;**
- (6) GENERAL MANDATE TO ISSUE NEW SHARES;**
- (7) PROPOSED ISSUE OF MEDIUM AND LONG-TERM BONDS;**
- (8) REPORT ON THE USE OF THE PREVIOUSLY RAISED PROCEEDS; AND**
- (9) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the notice of the AGM, which is enclosed as Appendix II 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.

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 2018;
2. the distribution plan of profit and final dividend for the year of 2018;
3. the re-appointment of Ernst & Young as the Company's international auditor and Ernst & Young Hua Ming LLP as the Company's domestic auditor for a term ending at the next annual general meeting of the Company and the authorisation to the Board to determine their respective remuneration;
4. the report of the Board for the year of 2018;
5. the report of the Supervisory Committee for the year of 2018;

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

6. the general mandate to issue new Shares;
7. the proposed issue of medium and long-term bonds; and
8. the report on the use of the previously raised proceeds.

AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2018

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 2018. The audited consolidated financial statements are set out in the 2018 annual report of the Company, which was despatched to the Shareholders on 30 April 2019.

LETTER FROM THE BOARD

DISTRIBUTION PLAN OF PROFIT AND FINAL DIVIDEND FOR THE YEAR OF 2018

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 2018.

For the year of 2018, net distributable profit for the Shareholders was approximately RMB18,663 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 final dividend of RMB0.23077 (including tax) per Share (totaling approximately RMB3,733 million which represents approximately 20% of the abovementioned net distributable profit for the Shareholders). 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 Thursday, 4 July 2019. For purpose of ascertaining Shareholder's entitlement to the proposed final dividend, the register of members of the Company will be closed from Saturday, 29 June 2019 to Thursday, 4 July 2019 (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 Friday, 28 June 2019. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Thursday, 4 July 2019 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 RMB0.85779 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 2018 annual report of the Company, which was despatched to the Shareholders on 30 April 2019.

RE-APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S INTERNATIONAL AUDITOR AND ERNST & YOUNG HUA MING LLP AS THE COMPANY'S DOMESTIC AUDITOR AND AUTHORISATION TO THE BOARD TO DETERMINE THEIR RESPECTIVE REMUNERATION

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Ernst & Young as the Company's international auditor and Ernst & Young Hua Ming LLP as the Company's domestic auditor for a term ending at the next annual general meeting of the Company and the authorisation to the Board to determine their respective remuneration.

LETTER FROM THE BOARD

REPORT OF THE BOARD FOR THE YEAR OF 2018

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year of 2018. The full text of the report of the Board is set out in the 2018 annual report of the Company, which was despatched to the Shareholders on 30 April 2019.

REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR OF 2018

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Committee for the year of 2018. The full text of the report of the Supervisory Committee is set out in the 2018 annual report of the Company, which was despatched to the Shareholders on 30 April 2019.

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.

LETTER FROM THE BOARD

- 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 Mr. Liu Qitao (executive Director and chairman of the Company) and/or Mr. Song Hailiang (executive Director and president of the Company) and/or Mr. Peng Bihong (chief financial officer of the Company), 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.

LETTER FROM THE BOARD

PROPOSED ISSUE OF MEDIUM AND LONG-TERM BONDS

The Company intends to issue medium and long-term bonds in accordance with the following particulars:

- (i) Category of bonds: Medium and long-term bonds
- (ii) Issuer: The Company
- (iii) Aggregate principal amount: Not exceeding RMB20,000 million or equivalent
- (iv) Term: No upper limit to the term of the bonds
- (v) Use of proceeds: To replenish the Company's working capital, repay loans, optimise liability structure and apply to the construction of projects in line with national industry policies
- (vi) Effective term of the Shareholders' resolution: 12 months

The abovementioned proposed issue of medium and long-term bonds 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 issue of medium and long-term bonds and to authorise Mr. Liu Qitao (executive Director and chairman of the Company) and/or Mr. Song Hailiang (executive Director and president of the Company) and/or Mr. Peng Bihong (chief financial officer of the Company), to deal with all relevant matters in relation to the implementation of the abovementioned proposed issue of medium and long-term bonds, including without limitation:

- (i) to determine the details of the abovementioned proposed issue and listing of medium and long-term bonds, 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 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;
- (ii) to participate in all of the negotiations on behalf of the Company relevant to the proposed issue and listing of medium and long-term bonds, to execute all agreements and other necessary documents, and to conduct appropriate information disclosure;

LETTER FROM THE BOARD

- (iii) to carry out the competent authorities for approval(s) of the abovementioned proposed issue and listing of medium and long-term bonds, and adjust the specific issue plan according to the competent authorities' comments (if any); and
- (iv) to carry out take all necessary actions to deal with/make decisions on the abovementioned proposed issue and listing of medium and long-term bonds.

REPORT ON THE USE OF THE PREVIOUSLY RAISED PROCEEDS

References are made to the circular of the Company dated 19 October 2018 and the announcement of the Company dated 20 November 2018 in relation to, among others, the report on the use of the previously raised proceeds. The Shareholders resolved by way of a special resolution at the extraordinary general meeting held on 20 November 2018 in respect of the report on the use of the previously raised proceeds as of 30 June 2018.

Pursuant to the relevant PRC regulatory requirements, such as the Administrative Measures for the Issuance of Securities by Listed Companies (《上市公司證券發行管理辦法》) and the Rules Concerning the Report on the Use of Proceeds from Previous Fundraising Activities (《關於前次募集資金使用情況報告的規定》) issued by CSRC, the Company updated the report on the use of the previously raised proceeds based on its actual use of the previously raised proceeds for the period from 1 July 2018 to 31 December 2018. Ernst & Young Hua Ming LLP verified such report and issued the Assurance Report on the Use of the Previously Raised Proceeds of China Communications Construction Company Limited, according to which the report on the use of the previously raised proceeds of the Company was in compliance with the requirements under the Rules Concerning the Report on the Use of Proceeds from Previous Fundraising Activities (《關於前次募集資金使用情況報告的規定》) issued by CSRC in all material aspects and reflected the Company's actual use of the previously raised proceeds as of 31 December 2018. The full text of the report on the use of the previously raised proceeds is set out in Appendix I to this circular.

A special resolution will be proposed at the AGM to approve the report on the use of the previously raised proceeds.

LETTER FROM THE BOARD

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 Tuesday, 18 June 2019 is set out in Appendix II 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 Tuesday, 28 May 2019. 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.

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 Monday, 20 May 2019 to Tuesday, 18 June 2019 (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 Friday, 17 May 2019. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Tuesday, 18 June 2019 are entitled to attend the AGM.

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 II to this circular.

By order of the Board

China Communications Construction Company Limited

Zhou Changjiang

Company Secretary

1. THE PREVIOUSLY RAISED PROCEEDS

As approved in the Reply to the Relevant Issues of Non-public Issuance of Preference shares of China Communications Construction Company Limited (Guo Zi Chan Quan [2014] No. 1203) (國資產權[2014]1203號《關於中國交通建設股份有限公司非公開發行優先股股票有關問題的批覆》) issued by SASAC on 25 December 2014 and Reply to the Approval for Non-public Issuance of Preference Shares of China Communications Construction Company Limited (Zheng Jian Xu Ke [2015] No. 1348) (證監許可[2015]1348號文《關於核准中國交通建設股份有限公司非公開發行優先股的批覆》) issued by the CSRC on 24 June 2015, the Company has completed the non-public issuance of preference shares to eligible investors in China in two tranches on 1 September 2015 and 19 October 2015 respectively.

Pursuant to the Rules Concerning the Report on the Use of Proceeds from Previous Fundraising Activities (Zheng Jian Fa Xing Zi [2007] No. 500) (《關於前次募集資金使用情況報告的規定》(證監發行字[2007]500號)), the Company has formulated the report on the use of the previously raised proceeds as of 31 December 2018, details are as follows:

(1) Amount and availability of previously raised proceeds

The Company completed the first tranche of issuance of 90,000,000 preference shares on 1 September 2015 and completed the second tranche of issuance of 55,000,000 preference shares on 19 October 2015.

After deducting the underwriting expenses of RMB11,000,000, the total proceeds raised by Company in the first tranche of issuance of preference shares amounted to RMB8,989,000,000. After deducting other issuance expenses payable by the Company in an amount of RMB9,316,911, the net proceeds actually raised amounted to RMB8,979,683,089. As of 1 September 2015, the aforementioned issuance of preference shares and the transfer of proceeds raised have been completed, the proceeds raised were verified by PricewaterhouseCoopers Zhong Tian LLP with PwCZT YZ (2015) No. 1080 capital verification report.

After deducting the underwriting expenses of RMB5,500,000, the total proceeds raised by Company in the second tranche of issuance of preference shares amounted to RMB5,494,500,000. After deducting other issuance expenses payable by the Company in an amount of RMB5,765,700, the net proceeds actually raised amounted to RMB5,488,734,300. As of 19 October 2015, the aforementioned issuance of preference shares and the transfer of proceeds raised have been completed, the proceeds raised were verified by PricewaterhouseCoopers Zhong Tian LLP with PwCZT YZ (2015) No. 1193 capital verification report.

(2) Previously raised proceeds deposited into special accounts

As at 1 September 2015, the initial deposit amount in the special account for the proceeds raised from the first tranche of non-public issuance of preference shares of the Company amounted to RMB8,989,000,000, which was deposited into the account opened by the Company at Agricultural Bank of China Limited, Head Office, Operation department (account number: 81600001040015549). After deducting other issuance expenses of RMB9,316,911, the net proceeds raised by the Company for the issuance amounted to RMB8,979,683,089.

As at 19 October 2015, the initial deposit amount in the special account for the proceeds raised from the second tranche of non-public issuance of preference shares of the Company amounted to RMB5,494,500,000, which was deposited into the account opened by the Company at Agricultural Bank of China Limited, Head Office, Operation department (account number: 81600001040015549). After deducting other issuance expenses of RMB5,765,700, the net proceeds raised by the Company for the issuance amounted to RMB5,488,734,300.

As at 31 December 2018, the balance in the special account for the previously raised proceeds from the non-public issuance of preference shares of the Company amounted to RMB23,179,130, which was deposited in the special account at Agricultural Bank of China Limited, Head Office, Operation department (account number: 81600001040015549), and special account for the proceeds from subsidiaries, following the principle of special fund for designated purpose.

2. ACTUAL USE OF THE PREVIOUSLY RAISED PROCEEDS

(1) Comparison of the use of the previously raised proceeds

Pursuant to the use of proceeds as disclosed in the prospectus for the non-public issuance of preference shares of the Company, after deducting the issuance expenses, the proceeds raised from the non-public issuance of preference shares will be used in investing infrastructure projects, supplementing the working capital for significant engineering contracting projects and replenishing the general working capital.

As at 31 December 2018, the actual use of the previously raised proceeds is demonstrated in the Schedule 1 “Comparison of the use of the previously raised proceeds”.

(2) Change in the projects actually invested with previously raised proceeds

The non-public issuance of the preference shares of the Company does not involve any change to the projects actually invested with previously raised proceeds.

(3) Early investment and replacement of the projects actually invested with previously raised proceeds

As approved at the 20th meeting of the third session of the Board of China Communications Construction Company Limited held on 30 October 2015, during the period from 24 November 2014 to 30 September 2015, the Company has invested an amount of RMB8,231,664,000 in advance to the projects to be invested with the proceeds from the issuance of preference shares by self-raised funds, details of which are set out in Schedule 3 “Investment in Advance to the Projects to be Invested with the Proceeds from the Issuance of Preference Shares by Self-Raised Funds”. The report on investment in advance to the projects to be invested with the proceeds from the issuance of preference shares by self-raised funds was verified by PricewaterhouseCoopers Zhong Tian LLP with PwCZT Te Shen Zi (2015) No. 1600 verification report. The independent directors of the Company agreed on the early investment and replacement of the projects to be invested with proceeds.

(4) Temporary replenishment of working capital by idle funds

There is no temporary replenishment of working capital by idle funds for the Company.

(5) Use of remaining proceeds from the projects invested with previously raised proceeds

As at 31 December 2018, the investment in the projects to be invested with proceeds from the non-public issuance of preference shares has completed, and the balance of the special account for the proceeds raised amounted to RMB23,197,130, mainly due to the interests generated by the special account for the proceeds raised. Remaining proceeds are less than 5% of the net proceeds raised from the non-public issuance of preference shares. According to the Administration Measures of Proceeds Raised by Listed Companies of Shanghai Stock Exchange (《上海證券交易所上市公司募集資金管理辦法》), the raised proceeds will be used directly to supplement working capital.

3. BENEFITS FROM THE PROJECTS INVESTED WITH PREVIOUSLY RAISED PROCEEDS**(1) Comparison of benefits from the projects invested with previously raised proceeds**

For details of the comparison of the projects invested with previously raised proceeds, please see Schedule 2 “Comparison of the projects invested with previously raised proceeds”.

(2) Benefits from the projects invested with previously raised proceeds that cannot be accounted separately

For details of the benefits from the projects invested with previously raised proceeds that cannot be accounted separately, please see Schedule 2 “Comparison of the projects invested with previously raised proceeds”.

(3) Accumulated benefits from the projects invested with previously raised proceeds less than 20% or more of those as committed

Not applicable.

4. OPERATIONS OF ASSETS THAT ARE USED TO SUBSCRIBE FOR SHARES IN THE PREVIOUSLY RAISED PROCEEDS

The non-public issuance of preference shares of the Company does not involve subscription of shares by assets.

5. TRANSFER OF THE PROJECTS INVESTED WITH PREVIOUSLY RAISED PROCEEDS

The Company does not transfer any projects invested with proceeds previously raised from the non-public issuance of preference shares.

6. COMPARISON OF THE ACTUAL USE OF THE PREVIOUSLY RAISED PROCEEDS WITH THE RELEVANT CONTENT DISCLOSED IN THE PERIODIC REPORTS OF THE COMPANY

Upon comparison of the actual use of the previously raised proceeds as of 31 December 2018 as disclosed in this report and the relevant content disclosed in the periodic reports of the Company, there is no difference in the disclosure of the previously raised proceeds.

7. CONCLUSION

The Board believes that the Company has applied the previously raised proceeds in accordance with the plan for use of proceeds as disclosed in the prospectus for the non-public issuance of preference shares. The Company has fulfilled its disclosure obligations in relation to the investment and progress of the previously raised proceeds in accordance with the requirements under the Rules Concerning the Report on the Use of Proceeds from Previous Fundraising Activities (Zheng Jian Fa Xing Zi [2007] No. 500) (《關於前次募集資金使用情況報告的規定》(證監發行字[2007]500號)) issued by China Securities Regulatory Commission.

All Directors of the Company undertake that there are no misrepresentations, misleading statements or material omissions in this report and they are jointly and severally liable for the authenticity, accuracy and completeness of this report.

The Board of Directors
China Communications Construction Company Limited
29 March 2019

Schedule 1: Comparison of the use of the previously raised proceeds – Non-public issuance of preference shares

Unit: RMB 10,000

Total proceeds raised:	1,446,841.74	Total proceeds used in aggregate:	1,447,789.91 <i>(Note 1)</i>
		Total proceeds used during the year:	
		2015:	1,245,860.92
		2016:	143,279.80
Total proceeds with change in use:	Not applicable	2017:	13,093.78
Proportion of total proceeds with change in use:	Not applicable	2018:	45,555.42

No.	Investment projects		Total investment amount from proceeds raised				Accumulated investment amount from proceeds as of 31 December 2018 (the ‘Closing Date’)				Difference between actual investment amount and committed investment amount	Estimate delivery date of projects (or the stage of completion as at the Closing Date)
	Committed investment projects	Actual investment projects	Committed investment amount before the offering	Committed investment amount after the offering	Actual investment amount	Committed investment amount before the offering	Committed investment amount after the offering	Actual investment amount				
1	Dengfeng-Ruzhou section of Jiaozuo-Tongbai Expressway in Henan	Dengfeng-Ruzhou section of Jiaozuo-Tongbai Expressway in Henan	90,600.00	90,496.76	90,496.76	90,600.00	90,496.76	90,496.76	90,496.76	-	September 2016	
2	Kaifeng-Minquan section of Zhengzhou-Minquan Expressway in Henan	Kaifeng-Minquan section of Zhengzhou-Minquan Expressway in Henan	70,000.00	69,920.24	69,920.24	70,000.00	69,920.24	69,920.24	69,920.24	-	September 2016	
3	Phase II Extension Project of Ma Village District in Haikou port, Hainan	Phase II Extension Project of Ma Village District in Haikou port, Hainan	39,900.00	39,855.00	39,855.00	39,900.00	39,855.00	39,855.00	39,855.00	-	June 2017	
4	Phase I Starting Construction Project of Automobile Passenger/Cargo roll-on, roll-off terminal of Xinhaigang District in Haikou port, Hainan	Phase I Starting Construction Project of Automobile Passenger/Cargo roll-on, roll-off terminal of Xinhaigang District in Haikou port, Hainan	48,800.00	48,744.00	48,744.00	48,800.00	48,744.00	48,744.00	48,744.00	-	December 2016	
5	Reconstruction project of Nanxun-Wuxing Section of National Road 318 in Huzhou	Reconstruction project of Nanxun-Wuxing Section of National Road 318 in Huzhou	165,200.00	165,012.00	127,449.00	165,200.00	165,012.00	127,449.00	127,449.00	(37,563.00) <i>(Note 3)</i>	January 2017	
6	Northern Section Project of Provincial Road 270 in Pizhou	Northern Section Project of Provincial Road 270 in Pizhou	76,400.00	76,313.30	76,394.39	76,400.00	76,313.30	76,394.39	76,394.39	81.09 <i>(Note 2)</i>	June 2016	
7	Lot HD01 of Dunhua-Fusong Section of Dunhua-Tonghua Expressway in Jilin	Lot HD01 of Dunhua-Fusong Section of Dunhua-Tonghua Expressway in Jilin	152,000.00	152,000.00	152,000.00	152,000.00	152,000.00	152,000.00	152,000.00	-	December 2018	

Unit: RMB 10,000

Total proceeds raised:	1,446,841.74	Total proceeds used in aggregate:	1,447,789.91 (Note 1)
		Total proceeds used during the year:	
		2015:	1,245,860.92
		2016:	143,279.80
Total proceeds with change in use:	Not applicable	2017:	13,093.78
Proportion of total proceeds with change in use:	Not applicable	2018:	45,555.42

No.	Investment projects		Total investment amount from proceeds raised				Accumulated investment amount from proceeds as of 31 December 2018 (the "Closing Date")				Difference between actual investment amount and committed investment amount	Estimate delivery date of projects (or the stage of completion as at the offering the Closing Date)
	Committed investment projects	Actual investment projects	Committed investment amount before the offering	Committed investment amount after the offering	Actual investment amount	Committed investment amount before the offering	Committed investment amount after the offering	Actual investment amount	Committed investment amount after the offering			
8	Highway construction project of Xunhua-Longwuxia Section of National Road 310	Highway construction project of Xunhua-Longwuxia Section of National Road 310	58,000.00	57,934.00	57,971.43	58,000.00	57,934.00	57,971.43	57,971.43	37.43 (Note 2)	Estimated to be July 2020	
9	Lot CGZQSG-4 of the station project of Leshan-Guiyang Section of Newly-Constructed Chengdu-Guiyang Railway	Lot CGZQSG-4 of the station project of Leshan-Guiyang Section of Newly-Constructed Chengdu-Guiyang Railway	43,500.00	43,450.00	43,450.00	43,500.00	43,450.00	43,450.00	43,450.00	-	Estimated to be December 2019	
10	Lot LYZQ-IV of the station project of Newly-Constructed Lianyungang-Yancheng Railway	Lot LYZQ-IV of the station project of Newly-Constructed Lianyungang-Yancheng Railway	38,900.00	38,855.85	38,866.67	38,900.00	38,855.85	38,866.67	38,866.67	10.82 (Note 2)	Estimated to be October 2019	
11	Lot HSHZQ-8 of the station project of newly constructed Huaihua-Shaoyang-Hengyang Railway	Lot HSHZQ-8 of the station project of newly constructed Huaihua-Shaoyang-Hengyang Railway	29,100.00	29,067.00	29,067.00	29,100.00	29,067.00	29,067.00	29,067.00	-	December 2018	
12	Lot JSJISG-6 of the station project of Hebei Section of Newly-Constructed Beijing-Shenyang Passenger Dedicated Railway	Lot JSJISG-6 of the station project of Hebei Section of Newly-Constructed Beijing-Shenyang Passenger Dedicated Railway	28,200.00	28,167.91	28,167.54	28,200.00	28,167.91	28,167.54	28,167.54	(0.37) (Note 4)	Estimated to be June 2019	
13	Lot MPZQ-2 of the station works of capacity expansion project of Miyi-Panzhuhua Section of Chengdu-Kunming Railway	Lot MPZQ-2 of the station works of capacity expansion project of Miyi-Panzhuhua Section of Chengdu-Kunming Railway	28,100.00	28,068.00	28,068.00	28,100.00	28,068.00	28,068.00	28,068.00	-	Estimated to be December 2019	
14	Lot S3 of Humen Second Bridge in Guangdong	Lot S3 of Humen Second Bridge in Guangdong	27,600.00	27,569.00	27,577.10	27,600.00	27,569.00	27,577.10	27,577.10	8.10 (Note 2)	Estimated to be February 2019	
15	South breakwater and South bank cofferdam project in Hulushan Bay, Changxing Island, Dalian	South breakwater and South bank cofferdam project in Hulushan Bay, Changxing Island, Dalian	25,400.00	25,371.09	25,350.90	25,400.00	25,371.09	25,350.90	25,350.90	(20.19) (Note 5)	Estimated to be October 2019	

Unit: RMB 10,000

Total proceeds raised:	1,446,841.74	Total proceeds used in aggregate:	1,447,789.91 (Note 1)
		Total proceeds used during the year:	
		2015:	1,245,860.92
		2016:	143,279.80
Total proceeds with change in use:	Not applicable	2017:	13,093.78
Proportion of total proceeds with change in use:	Not applicable	2018:	45,555.42

No.	Investment projects	Total investment amount from proceeds raised				Accumulated investment amount from proceeds as of 31 December 2018 (the "Closing Date")				Difference between actual investment amount and committed investment amount	Estimate delivery date of projects (or the stage of completion as at the offering the Closing Date)
		Committed investment amount before the offering	Committed investment amount after the offering	Actual investment amount	Committed investment amount before the offering	Committed investment amount after the offering	Actual investment amount	Committed investment amount after the offering			
16	Shuanglu ore transit terminal project in Zhoushan Port, Ningbo	24,700.00	24,671.97	24,671.97	24,700.00	24,671.97	24,671.97	24,671.97	-	September 2018	
17	Berth #2-#7 project of Phase II of container terminal project in Gaolan Zone, Zhuhai Port	16,700.00	16,681.08	16,681.08	16,700.00	16,681.08	16,681.08	16,681.08	-	Estimated to be December 2019	
18	Lot N9A01-8 of civil construction of Wuzhou-Liuzhou Expressway project in Guangxi	13,900.00	13,884.43	13,884.43	13,900.00	13,884.43	13,884.43	13,884.43	-	December 2018	
19	Lot JMZQ-1 of Xintai Tunnel project of Jiangmen-Maoming Section and the station project of Yangxi-Mata Section of newly constructed Shenzhen-Maoming Railway	13,400.00	13,384.79	13,384.79	13,400.00	13,384.79	13,384.79	13,384.79	-	December 2018	
20	Lot N9A01-5 of Civil construction of Wuzhou-Liuzhou Expressway project in Guangxi	13,000.00	12,985.00	12,747.90	13,000.00	12,985.00	12,747.90	12,747.90	(237.10)	Estimated to be December 2019 (Note 4)	
21	Lot A2 of Dongtinghu Bridge of Dayue Expressway Project in Hunan	12,900.00	12,885.00	12,885.00	12,900.00	12,885.00	12,885.00	12,885.00	-	Estimated to be December 2019	
22	Lot EHSg-3 of newly constructed Ejima-Hami Railway	11,700.00	11,687.00	11,687.00	11,700.00	11,687.00	11,687.00	11,687.00	-	July 2017	
23	Lot S2 of Humen Second Bridge in Guangdong	10,600.00	10,588.00	10,607.72	10,600.00	10,588.00	10,607.72	10,607.72	19.72	Estimated to be April 2019 (Note 2)	

Unit: RMB 10,000

Total proceeds raised: 1,446,841.74 Total proceeds used in aggregate: 1,447,789.91 (Note 1)

Total proceeds used during the year:

2015: 1,245,860.92

2016: 143,279.80

2017: 13,093.78

2018: 45,555.42

Total proceeds with change in use:

Proportion of total proceeds with change in use:

No.	Investment projects		Total investment amount from proceeds raised				Accumulated investment amount from proceeds as of 31 December 2018 (the "Closing Date")				Difference between actual investment amount and committed investment amount	Estimate delivery date of projects (or the stage of completion as at the Closing Date)
	Committed investment projects	Actual investment projects	Committed investment amount before the offering	Committed investment amount after the offering	Actual investment amount	Committed investment amount before the offering	Committed investment amount after the offering	Actual investment amount	Committed investment amount before the offering	Committed investment amount after the offering		
24	Lot DZL-SG2 of east breakwater project with vertical structure in Gangxuwei zone, Lianyungang Port	Lot DZL-SG2 of east breakwater project with vertical structure in Gangxuwei zone, Lianyungang Port	10,500.00	10,488.08	10,488.08	10,500.00	10,488.08	10,488.08	10,488.08	10,488.08	-	December 2018
25	Specialized wharf project of Chemical Industry Park in Hexi Operating Area, Nanchong Port	Specialized wharf project of Chemical Industry Park in Hexi Operating Area, Nanchong Port	9,800.00	9,789.00	9,789.00	9,800.00	9,789.00	9,789.00	9,789.00	9,789.00	-	December 2016
26	Embankment, roads and yards project for berth #5 and #6 of container terminal project of western operating area in Yantian Zone, Shenzhen Port	Embankment, roads and yards project for berth #5 and #6 of container terminal project of western operating area in Yantian Zone, Shenzhen Port	8,900.00	8,889.94	8,889.94	8,900.00	8,889.94	8,889.94	8,889.94	8,889.94	-	December 2018
27	Lot No. 3 of Civil construction of Sangzhi-Zhangjiajie Expressway project in Hunan	Lot No. 3 of Civil construction of Sangzhi-Zhangjiajie Expressway project in Hunan	8,600.00	8,590.00	8,590.00	8,600.00	8,590.00	8,590.00	8,590.00	8,590.00	-	December 2018
28	Lot TJ10 of Hexi-Liuhedu Section of Daozhen-Xinzhai Expressway project in Guizhou	Lot TJ10 of Hexi-Liuhedu Section of Daozhen-Xinzhai Expressway project in Guizhou	6,300.00	6,292.94	6,292.94	6,300.00	6,292.94	6,292.94	6,292.94	6,292.94	-	January 2016
29	Jinhui Building in Beijing	Jinhui Building in Beijing	4,800.00	4,794.62	4,794.62	4,800.00	4,794.62	4,794.62	4,794.62	4,794.62	-	December 2016
30	Supplementing the general working capital	Supplementing the general working capital	362,500.00	359,342.00	399,017.42	362,500.00	359,342.00	399,017.42	399,017.42	399,017.42	39,675.42	
Total			1,450,000.00	1,445,778.00	1,447,789.92	1,450,000.00	1,445,778.00	1,445,778.00	1,447,789.92	1,447,789.92	2,011.92	

Note 1: The difference between the “Total” item and the aggregate amount of each item is attributable to the presentation in RMB 10,000.

Note 2: The difference between actual proceeds invested and amount to be invested comes from interests generated from the accounts for previously raised proceeds.

Note 3: As at 31 December 2018, the project has been ready for its intended use. The owner has cancelled a part of work in greening and environmental protection, and such act results in a surplus, a part of which has been utilised to directly supplement the general working capital.

Note 4: As at 31 December 2018, the project has been ready for its intended use. The remaining proceeds will be used for the subsequent payment of the outstanding balance of the projects, such as the construction and installation of the project and acquisition of equipment in accordance with payment arrangement.

Note 5: As at 31 December 2018, the project has been basically ready for its intended use, and a part of the remaining balance has been utilised to supplement the general working capital for the year.

Schedule 2: Comparison of the projects invested with previously raised proceeds – Non-public issuance of preference shares

Unit: RMB '0,000

No.	Project name	Actual investment projects	The cumulative utilization rate of investment projects as of the Closing Date	Committed benefits	Actual benefits for the last three years (Note 1)			Accumulated benefits as of the Closing Date	Whether the estimate benefits are achieved
					2016	2017	2018		
1	Dengfeng-Ruzhou section of Jiaozuo-Tongbai Expressway in Henan		Not applicable	Uncommitted	–	10,995.22	4,049.05	15,044.27	Not applicable
2	Kaifeng-Minquan section of Zhengzhou-Minquan Expressway in Henan		Not applicable	Uncommitted	–	122.06	–	122.06	Not applicable
3	Phase II Extension Project of Ma Village District in Haikou port, Hainan		Not applicable	Uncommitted	1,200.55	92.54	–	1,293.09	Not applicable
4	Phase I Starting Construction Project of Automobile Passenger/Cargo roll-on, roll-off terminal of Xinhaigang District in Haikou port, Hainan		Not applicable	Uncommitted	2,635.10	2,470.94	–	5,106.04	Not applicable
5	Reconstruction project of Nanxun-Wuxing Section of National Road 318 in Huzhou		Not applicable	Uncommitted	3,048.87	3,249.47	2,413.51	14,489.07	Not applicable
6	Northern Section Project of Provincial Road 270 in Pizhou		Not applicable	Uncommitted	3,027.51	3,014.17	1,463.19	7,504.87	Not applicable
7	Lot HD01 of Dunhua-Fusong Section of Dunhua-Tonghua Expressway in Jilin		Not applicable	Not applicable	194,374.80	4,068.37	2,635.32	568,059.49	Not applicable

No.	Project name	Actual investment projects	The cumulative utilization rate of investment projects as of the		Actual benefits for the last three years (Note 1)			Accumulated benefits as of the Closing Date	Whether the estimate benefits are achieved
			Closing Date	Committed benefits	2016	2017	2018		
8	Highway construction project of Xunhua- Longwuxia Section of National Road 310		Not applicable	Not applicable	114,062.15	114,156.49	21,966.43	368,706.67	Not applicable
9	Lot CGZQSG-4 of the station project of Leshan-Guiyang Section of Newly-Constructed Chengdu-Guiyang Railway		Not applicable	Not applicable	149,828.59	16,903.67	4,890.66	174,085.45	Not applicable
10	Lot LYZQ-IV of the station project of Newly-Constructed Lianyungang-Yancheng Railway		Not applicable	Not applicable	16,215.25	12,216.63	7,792.14	39,577.59	Not applicable
11	Lot HSHZQ-8 of the station project of newly constructed Huaihua-Shaoyang-Hengyang Railway		Not applicable	Not applicable	97,547.08	35,240.19	15,893.35	197,204.62	Not applicable
12	Lot JSJISG-6 of the station project of Hebei Section of Newly-Constructed Beijing-Shenyang Passenger Dedicated Railway		Not applicable	Not applicable	69,869.52	24,206.54	2,660.31	124,320.67	Not applicable
13	Lot MPZQ-2 of the station works of capacity expansion project of Miyi-Panzhuhua Section of Chengdu-Kunming Railway		Not applicable	Not applicable	44,189.03	29,372.06	34,367.21	171,469.20	Not applicable
14	Lot S3 of Humen Second Bridge in Guangdong		Not applicable	Not applicable	31,257.35	42,006.59	50,672.28	124,898.26	Not applicable
15	South breakwater and South bank cofferdam project in Hulushan Bay, Changxing Island, Dalian		Not applicable	Not applicable	5,575.63	19,994.21	8,853.36	58,216.80	Not applicable
16	Shulangu ore transit terminal project in Zhoushan Port, Ningbo		Not applicable	Not applicable	30,163.45	4,889.60	101.31	36,634.19	Not applicable
17	Berth #2-#7 project of Phase II of container terminal project in Gaolan Zone, Zhuhai Port		Not applicable	Not applicable	31,258.44	4,603.48	20,092.04	57,073.38	Not applicable
18	Lot N9A01-8 of civil construction of Wuzhou-Liuzhou Expressway project in Guangxi		Not applicable	Not applicable	45,571.56	9,229.68	(728.6)	76,648.93	Not applicable
19	Lot JMZQ-1 of Xintai Tunnel project of Jiangmen-Maoming Section and the station project of Yangxi-Mata Section of newly constructed Shenzhen-Maoming Railway		Not applicable	Not applicable	17,254.89	20,321.18	3,085.47	40,953.32	Not applicable
20	Lot N9A01-5 of Civil construction of Wuzhou-Liuzhou Expressway project in Guangxi		Not applicable	Not applicable	36,514.77	10,217.44	3,737.17	70,464.38	Not applicable
21	Lot A2 of Dongtinghu Bridge of Dayue Expressway Project in Hunan		Not applicable	Not applicable	14,488.15	10,869.59	3,819.82	53,454.56	Not applicable
22	Lot EHSQ-3 of newly constructed Ejima-Hami Railway		Not applicable	Not applicable	6,989.64	552.74	-	43,478.38	Not applicable
23	Lot S2 of Humen Second Bridge in Guangdong		Not applicable	Not applicable	10,315.52	8,729.51	9,318.69	50,761.72	Not applicable
24	Lot DZL-SG2 of east breakwater project with vertical structure in Gangxuwei zone, Lianyungang Port		Not applicable	Not applicable	2,473.05	-	2,291.80	38,789.60	Not applicable

No.	Project name	Actual investment projects	The cumulative utilization rate of investment projects as of the Closing Date	Committed benefits	Actual benefits for the last three years (Note 1)			Accumulated benefits as of the Closing Date	Whether the estimate benefits are achieved
					2016	2017	2018		
25	Specialized wharf project of Chemical Industry Park in Hexi Area, Nanchong Port	Operating	Not applicable	Not applicable	-	-	-	1,627.75	Not applicable
26	Embankment, roads and yards project for berth #5 and #6 of container terminal project of western operating area in Yantian Zone, Shenzhen Port		Not applicable	Not applicable	4,805.01	8,188.39	(533.22)	12,962.60	Not applicable
27	Lot No. 3 of Civil construction of Sangzhi-Zhangjiajie Expressway project in Hunan		Not applicable	Not applicable	15,661.09	21,108.89	6,151.75	60,769.73	Not applicable
28	Lot TJ10 of Hexi-Liuhedu Section of Daozhen-Xinzhai Expressway project in Guizhou		Not applicable	Not applicable	3,320.48	320.41	-	31,268.09	Not applicable
29	Jinhui Building in Beijing		Not applicable	Not applicable	9,816.47	-	-	24,772.48	Not applicable
30	Supplementing the general working capital		Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Note 2
	Total				961,463.95	417,140.06	204,993.04	2,469,757.26	

Note 1: Project 1 to project 6 are BT (“Build-Transfer”) projects, where the actual benefits for the last three years are interest income from investment; project 7 to project 29 are projects with construction contracts, where the actual benefits for the last three years are income from construction projects.

Note 2: The benefits of supplementing the general working capital cannot be calculated on an individual basis. The proceeds can improve the financial structure and risk resistance of the Company so as to support further business growth and consolidate the market position of the Company.

Note 3: These projects have been basically ready for their intended uses as at and before 31 December 2018. The final acceptance and recognition of owners leads to adjusted benefits as at the end of 2018.

APPENDIX I REPORT ON THE USE OF THE PREVIOUSLY RAISED PROCEEDS

Schedule 3: Investment in advance to the projects to be invested with the proceeds from the issuance of preference shares by self-raised funds

Unit: RMB'0,000

No.	Project name	Amount of investment in advance with self-raised funds	Amount for replacement
(I) Infrastructure investments			
1	Dengfeng-Ruzhou section of Jiaozuo-Tongbai Expressway in Henan	90,600.00	90,600.00
2	Kaifeng-Minquan section of Zhengzhou-Minquan Expressway in Henan	70,000.00	70,000.00
3	Phase II Extension Project of Ma Village District in Haikou port, Hainan	13,184.10	13,184.10
4	Phase I Starting Construction Project of Automobile Passenger/Cargo roll-on, roll-off terminal of Xinhaigang District in Haikou port, Hainan	42,304.90	42,304.90
5	Reconstruction project of Nanxun-Wuxing Section of National Road 318 in Huzhou	54,800.70	54,800.70
6	Northern Section Project of Provincial Road 270 in Pizhou	18,377.00	18,377.00
(II) Supplementing the working capital for significant engineering contracting projects			
1	Lot HD01 of Dunhua-Fusong Section of Dunhua-Tonghua Expressway in Jilin	152,000.00	152,000.00
2	Highway construction project of Xunhua-Longwuxia Section of National Road 310	24,100.00	24,100.00
3	Lot CGZQSG-4 of the station project of Leshan-Guiyang Section of Newly-Constructed Chengdu-Guiyang Railway	43,500.00	43,500.00
4	Lot LYZQ-IV of the station project of Newly-Constructed Lianyungang-Yancheng Railway	29,294.10	29,294.10
5	Lot HSHZQ-8 of the station project of newly constructed Huaihua-Shaoyang-Hengyang Railway	29,100.00	29,100.00

APPENDIX I REPORT ON THE USE OF THE PREVIOUSLY RAISED PROCEEDS

No.	Project name	Amount of investment in advance with self-raised funds	Amount for replacement
6	Lot JSJSG-6 of the station project of Hebei Section of Newly-Constructed Beijing-Shenyang Passenger Dedicated Railway	25,138.20	25,138.20
7	Lot MPZQ-2 of the station works of capacity expansion project of Miyi-Panzhuhua Section of Chengdu-Kunming Railway	28,100.00	28,100.00
8	Lot S3 of Humen Second Bridge in Guangdong	23,477.10	23,477.10
9	South breakwater and South bank cofferdam project in Hulushan Bay, Changxing Island, Dalian	17,190.00	17,190.00
10	Shulanghu ore transit terminal project in Zhoushan Port, Ningbo	24,700.00	24,700.00
11	Berth #2-#7 project of Phase II of container terminal project in Gaolan Zone, Zhuhai Port	16,700.00	16,700.00
12	Lot N2A01-8 of civil construction of Wuzhou-Liuzhou Expressway project in Guangxi	12,893.90	12,893.90
13	Lot JMZQ-1 of Xintai Tunnel project of Jiangmen-Maoming Section and the station project of Yangxi-Mata Section of newly constructed Shenzhen-Maoming Railway	13,400.00	13,400.00
14	Lot NgAoi-5 of Civil construction of Wuzhou-Liuzhou Expressway project in Guangxi	12,747.90	12,747.90
15	Lot A2 of Dongtinghu Bridge of Dayue Expressway Project in Hunan	12,900.00	12,900.00
16	Lot EHS3-3 of newly constructed Ejina-Hami Railway	11,700.00	11,700.00
17	Lot S2 of Humen Second Bridge in Guangdong	8,058.50	8,058.50
18	Lot DZL-SG2 of east breakwater project with vertical structure in Gangxuwei zone, Lianyungang Port	10,500.00	10,500.00
19	Specialized wharf project of Chemical Industry Park in Hexi Operating Area, Nanchong Port	9,800.00	9,800.00
20	Embankment, roads and yards project for berth #5 and #6 of container terminal project of western operating area in Yantian Zone, Shenzhen Port	8,900.00	8,900.00

APPENDIX I REPORT ON THE USE OF THE PREVIOUSLY RAISED PROCEEDS

No.	Project name	Amount of investment in advance with self-raised funds	Amount for replacement
	21 Lot No.3 of Civil construction of Sangzhi-Zhangjiajie Expressway project in Hunan	8,600.00	8,600.00
	22 Lot TJ10 of Hexi-Liuhedu Section of Daozhen-Xinzhai Expressway project in Guizhou	6,300.00	6,300.00
	23 Jinhui Building in Beijing	4,800.00	4,800.00
(III)	Supplementing the general working capital	_____	_____
	Total	<u>823,166.40</u>	<u>823,166.40</u>

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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 2018 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 Tuesday, 18 June 2019 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 2018;
2. To consider and approve the distribution plan of profit and final dividend of the Company for the year of 2018;
3. To consider and approve the re-appointment of Ernst & Young as the Company’s international auditor and Ernst & Young Hua Ming LLP as the Company’s domestic auditor for a term ending at the next annual general meeting of the Company and the authorisation to the board of directors of the Company (the “Board”) to determine their respective remuneration;
4. To consider and approve the report of the Board for the year of 2018;
5. To consider and approve the report of the supervisory committee of the Company for the year of 2018;

As Special Resolutions

6. To consider and approve the report on the use of the previously raised proceeds;
7. To consider and approve the proposed issue of medium and long-term bonds by the Company: (i) that the aggregate principal amount of the securities shall not exceed RMB20,000 million; and (ii) that Mr. Liu Qitao and/or Mr. Song Hailiang and/or Mr. Peng Bihong be authorised to deal with all relevant matters relating to the issue of medium and long-term bonds; and
8. 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 Mr. Liu Qitao (executive Director and chairman of the Company), and/or Mr. Song Hailiang (executive Director and president of the Company), and/or Mr. Peng Bihong (chief financial officer of the Company), 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.”

By order of the Board

China Communications Construction Company Limited

Zhou Changjiang

Company Secretary

Beijing, the PRC

30 April 2019

As at the date of this notice, the Directors are LIU Qitao, SONG Hailiang, CHEN Yun, LIU Maoxun, QI Xiaofei, HUANG Long#, ZHENG Changhong# and NGAI Wai Fung#.

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 Monday, 20 May 2019 to Tuesday, 18 June 2019 (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 Friday, 17 May 2019. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Tuesday, 18 June 2019 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 Tuesday, 28 May 2019. 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 (i.e. before 2:00 p.m. on Monday, 17 June 2019). 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.