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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in China Communications Construction Company Limited, you should at once hand this circular and the accompanying forms of proxy and reply slips 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)**

**PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES;  
NOTICE OF 2019 SECOND EXTRAORDINARY GENERAL MEETING; AND  
NOTICE OF 2019 FIRST H SHAREHOLDERS' CLASS MEETING**

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A notice convening the EGM 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 Friday, 15 November 2019 is set out in Appendix II to this circular.

A notice convening the H Shareholders' Class Meeting of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC immediately following the conclusion of the EGM and the A Shareholders' Class Meeting or any adjourned meeting thereof on Friday, 15 November 2019 is set out in Appendix III to this circular.

Whether or not you intend to attend the EGM and/or H Shareholders' Class Meeting, you are requested to complete and return the forms of proxy in accordance with the instructions printed thereon. If you intend to attend the EGM and/or H Shareholders' Class Meeting, you are required to complete and return the reply slips to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, on or before Friday, 25 October 2019.

Completion and return of the forms of proxy will not preclude you as a Shareholder from attending and voting in person at the EGM and/or H Shareholders' Class Meeting or at any adjourned meeting should you so wish.

30 September 2019

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## DEFINITIONS

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*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
“A Shareholders’ Class Meeting”	the 2019 first class meeting for holders of the A Shares to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC immediately following the conclusion of the EGM or any adjourned meeting thereof on Friday, 15 November 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 state-owned company incorporated on 8 December 2005 in the PRC which holds approximately 58.41% of the total ordinary shares of the Company as at the Latest Practicable Date
“Class Meeting(s)”	A Shareholders’ Class Meeting and/or H Shareholders’ Class Meeting
“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 PRC (as amended from time to time)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting 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 Friday, 15 November 2019

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## DEFINITIONS

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“H Share(s)”	overseas-listed foreign invested ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“H Shareholders’ Class Meeting”	the 2019 first class meeting for holders of the H Shares to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC immediately following the conclusion of the EGM and the A Shareholders’ Class Meeting or any adjourned meeting thereof on Friday, 15 November 2019
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	23 September 2019, being the latest practicable date for ascertaining certain information included herein before the printing of this circular
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase General Mandate”	a general and unconditional mandate proposed to be granted to the Board at the EGM, A Shareholders’ Class Meeting and H Shareholders’ Class Meeting to exercise all the powers of the Company to repurchase H Shares, the number of which shall not exceed 10% of the number of the H Shares in issue as at the date of the passing of the resolution in relation to the repurchase general mandate
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“Shareholder(s)”	the shareholder(s) of the Company
“Share(s)”	ordinary share(s) in the share capital of the Company
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers (as amended from time to time)
“%”	percent

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## LETTER FROM THE BOARD

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中國交通建設股份有限公司  
**CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1800)**

***Executive Directors***

LIU Qitao  
SONG Hailiang

***Non-executive Directors***

LIU Maoxun  
QI Xiaofei

***Independent non-executive Directors***

HUANG Long  
ZHENG Changhong  
NGAI Wai Fung

***Registered Office:***

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

***Principal Place of Business in Hong Kong:***

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

30 September 2019

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES;  
NOTICE OF 2019 SECOND EXTRAORDINARY GENERAL MEETING; AND  
NOTICE OF 2019 FIRST H SHAREHOLDERS' CLASS MEETING**

**INTRODUCTION**

The purpose of this circular is to give you the notice of the EGM (as set out in Appendix II to this circular) and the notice of the H Shareholders' Class Meeting (as set out in Appendix III to this circular), and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM and the H Shareholders' Class Meeting as described below.

A special resolution will be proposed at the EGM and the H Shareholders' Class Meeting, respectively, for the purpose of approving the proposed grant of general mandate to repurchase H Shares.

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## LETTER FROM THE BOARD

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### PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES

In order to provide the Board with flexibility and discretion to repurchase any H Shares at the appropriate time, a special resolution will be proposed at the EGM and the Class Meetings respectively, for the purpose of considering and approving the proposed grant of general mandate to the Board to repurchase H Shares of the Company up to the limit of 10% of the number of the H Shares in issue as at the date of the passing of the resolution in relation to the Repurchase General Mandate under the conditions as set out in the notices of the EGM and Class Meetings. The repurchase price shall not be higher than 5% of the average closing price of the five trading days prior to each actual repurchase and shall not exceed 70% of the net asset per Share during implementation.

Explanatory statement in relation to the Repurchase General Mandate is set out in Appendix I to this circular.

### EGM AND CLASS MEETINGS

A notice convening the EGM 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 Friday, 15 November 2019 is set out in Appendix II to this circular.

A notice convening the H Shareholders' Class Meeting of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC immediately following the conclusion of the EGM and the A Shareholders' Class Meeting or any adjourned meeting thereof on Friday, 15 November 2019 is set out in Appendix III to this circular.

Whether or not you intend to attend the EGM and/or H Shareholders' Class Meeting, you are requested to complete and return the forms of proxy in accordance with the instructions printed thereon. If you intend to attend the EGM and/or H Shareholders' Class Meeting, you are required to complete and return the reply slips to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, on or before Friday, 25 October 2019. Completion and return of the forms of proxy will not preclude you as a Shareholder from attending and voting in person at the EGM and/or H Shareholders' Class Meeting or at any adjourned meeting should you so wish.

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## LETTER FROM THE BOARD

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Any vote of the Shareholders at the EGM and H Shareholders' Class Meeting 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 EGM and H Shareholders' Class Meeting, the register of members of the Company will be closed from Wednesday, 16 October 2019 to Friday, 15 November 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 Tuesday, 15 October 2019. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Friday, 15 November 2019 are entitled to attend and vote at the EGM and H Shareholders' Class Meeting.

### RECOMMENDATION

The Board believes that the aforementioned resolution is 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 resolution to be proposed at the EGM and/or the H Shareholders' Class Meeting as set out in the Notice of 2019 Second Extraordinary General Meeting and the Notice of 2019 First H Shareholders' Class Meeting enclosed as Appendix II and Appendix III to this circular, respectively.

By Order of the Board

**China Communications Construction Company Limited**

**ZHOU Changjiang**

*Company Secretary*



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## APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE GENERAL MANDATE

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*This appendix serves as an explanatory statement, as required by the Hong Kong Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase General Mandate.*

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### 1. HONG KONG LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Hong Kong Listing Rules permit companies whose primary listing is on the Hong Kong Stock Exchange to repurchase their securities on the Hong Kong Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by the Articles of Association to repurchase its own securities.

### 2. SHARE CAPITAL

As at the Latest Practicable Date, the registered share capital of the Company was RMB16,174,735,425, comprising 11,747,235,425 A Shares and 4,427,500,000 H Shares. Subject to the passing of the resolution for the grant of the Repurchase General Mandate and on the basis that no H Shares will be allotted, issued or repurchased by the Company on or prior to the date of the EGM and the Class Meetings, the Company will be allowed under the Repurchase General Mandate to repurchase a maximum of 442,750,000 H Shares, being the maximum of 10% of the number of H Shares in issue as at the date of passing the relevant resolution.

### 3. REASONS FOR THE REPURCHASE OF H SHARES

The Directors of the Company believe that the repurchase of H Shares is conducive to strengthening the management of the Company's equity value and enhancing its brand image in the market, and is in the interests of the Company and the Shareholders. An exercise of the Repurchase General Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

**4. FUNDS FOR REPURCHASE**

In repurchasing H Shares, the Company may only apply funds from the Company's self-collected funds legally available for such purpose in accordance with the Articles of Association, the Hong Kong Listing Rules and the applicable laws, rules and regulations of the PRC.

Taking into account the current good working capital position of the Company, the Directors consider that, if the Repurchase General Mandate were to be exercised in full, it would not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 December 2018 as disclosed in the Company's latest published audited accounts contained in the annual report for the year 2018. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased and the price of repurchase of H Shares and other terms will be decided by the Directors at an appropriate time having taking into consideration the circumstances then prevailing, which shall be in the best interests of the Company and the Shareholders as a whole.

**5. H SHARE PRICES**

The highest and lowest closing prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2018</b>		
September	8.00	7.24
October	8.12	7.00
November	7.90	7.42
December	7.84	7.27
<b>2019</b>		
January	7.85	7.25
February	8.68	7.92
March	8.72	8.12
April	8.32	7.55
May	7.55	6.85
June	7.44	6.91
July	6.97	6.64
August	6.60	5.85
September (up to the Latest Practicable Date)	6.70	6.05

**6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Hong Kong Stock Exchange that, they will exercise the power of the Company under appropriate circumstances to make purchases pursuant to the Repurchase General Mandate in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

**7. DISCLOSURE OF INTERESTS**

To the best of knowledge of the Directors having made all reasonable enquiries, none of the Directors or their close associates has any present intention to sell to the Company any H Shares if the Repurchase General Mandate is approved at each of the EGM and Class Meetings.

As at the Latest Practicable Date, none of the core connected persons of the Company has notified the Company that he/she/it has a present intention to sell any H Shares to the Company, or has undertaken not to do so, if the Repurchase General Mandate is granted.

**8. IMPLICATIONS UNDER TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the Company exercising its powers to repurchase securities pursuant to the Repurchase General Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, CCCG is the controlling Shareholder of the Company holding approximately 58.41% interests in the issued ordinary shares of the Company. The Company expects that the exercise of the Repurchase General Mandate in full will not have any implications for CCCG under the Takeovers Code. Assuming that no other Shares will be issued between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase General Mandate whether in whole or in part will not result in the percentage of the Shares held by the public being less than the relevant prescribed minimum percentage as required by the Hong Kong Stock Exchange.

**9. SECURITIES REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Hong Kong Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

**10. OTHER SPECIFIC MATTERS IN RELATION TO THE REPURCHASE OF H SHARES****Range of repurchase price**

The repurchase will be carried out in various batches, and the repurchase price shall not be higher than 5% of the average closing price of the five trading days prior to each actual repurchase and shall not exceed 70% of the net asset per Share during implementation. During the implementation of the repurchase, the specific repurchase price shall be determined based on the actual conditions of the market and the Company.

**Status of repurchased H Shares**

The Hong Kong Listing Rules provide that the listing status of all the H Shares repurchased by the Company shall be automatically cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

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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 2019 SECOND EXTRAORDINARY  
GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 second extraordinary general meeting (the “**EGM**”) 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 Friday, 15 November 2019 to consider and, if thought fit, to pass the following resolution:

**As Special Resolution**

1. To consider and pass the following resolution on the grant of the general mandate to repurchase H shares of the Company (the “**H Shares**”):

**“THAT**

- (1) subject to paragraphs (2) and (3) below, during the Relevant Period (as defined in paragraph (4) below), the board of directors of the Company (the “**Board**”) be and is hereby authorised to exercise all the powers of the Company to repurchase H Shares in issue from Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, Hong Kong Stock Exchange or of any other governmental or regulatory body;
- (2) the number of the H Shares authorised to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period (as defined in paragraph (4) below) shall not exceed 10% of the number of the H Shares in issue as at the date of the passing of this special resolution. The repurchase price shall not be higher than 5% of the average closing price of the five trading days prior to each actual repurchase and shall not exceed 70% of the net asset per share during implementation;

- (3) the approval in paragraph (1) above shall be conditional upon:
  - (a) a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a)) has been passed at the A shareholders' class meeting and the H shareholders' class meeting of the Company;
  - (b) the approval of or the filing with the State Administration of Foreign Exchange, China Securities Regulatory Commission and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made; and
  - (c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of the amount due to them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 31 of the articles of association of the Company;
- (4) for the purpose of this special resolution, "Relevant Period" means the period from the passing of this special resolution until the earlier of:
  - (a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution; or
  - (b) the date on which the authorisation set out in this special resolution is revoked or amended by a special resolution of the shareholders of the Company at any general meeting, or by holders of H Shares or holders of A Shares at their respective class meeting;
- (5) the authorisation to the Board in respect of the repurchase of H Shares includes but not limited to:
  - (a) decide the amount, timeframe and price for the repurchase of H Shares within the scope of this special resolution;
  - (b) conduct negotiations in relation to the repurchase of H Shares, execute all relevant agreements and other necessary documents and make appropriate information disclosure on behalf of the Company;

- (c) carry out the application for the approval of the repurchase of H Shares with relevant regulatory authorities, and make suitable adjustments to the specific plan in accordance with the opinion from the regulatory authorities (if any); and
  - (d) take all necessary actions and make decisions on or deal with other matters relating to the repurchase of H Shares.
- (6) to approve the Board to delegate 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 repurchase of H Shares.”

By Order of the Board

**China Communications Construction Company Limited**

**ZHOU Changjiang**

*Company Secretary*

Beijing, the PRC

30 September 2019

*As at the date of this notice, the directors of the Company are LIU Qitao, SONG Hailiang, LIU Maoxun, QI Xiaofei, HUANG Long<sup>#</sup>, ZHENG Changhong<sup>#</sup> and NGAI Wai Fung<sup>#</sup>.*

<sup>#</sup> *Independent non-executive director*



*Notes:*

**1. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING THE EGM**

For purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 16 October 2019 to Friday, 15 November 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, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 15 October 2019. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Friday, 15 November 2019 are entitled to attend the EGM.

**2. NOTICE OF ATTENDANCE**

Holders of H shares who intend to attend the EGM should complete and lodge the accompanying reply slip and return it to the Company's H share registrar on or before Friday, 25 October 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 EGM. However, the failure to return the reply slip may result in an adjournment of the EGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the EGM 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 EGM.

**3. PROXY**

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

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, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the holding of the EGM (i.e. before 2:00 p.m. on Thursday, 14 November 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 EGM 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 EGM.

**4. OTHERS**

The EGM 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.

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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 2019 FIRST H SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 first class meeting for holders of the H shares ("**H Shareholders' Class Meeting**") 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 immediately following the conclusion of the 2019 second extraordinary general meeting and the 2019 first A shareholders' class meeting or any adjourned meeting thereof on Friday, 15 November 2019 to consider and, if thought fit, to pass the following resolution:

**As Special Resolution**

1. To consider and pass the following resolution on the grant of the general mandate to repurchase H shares of the Company (the "**H Shares**"):

**"THAT**

- (1) subject to paragraphs (2) and (3) below, during the Relevant Period (as defined in paragraph (4) below), the board of directors of the Company (the "**Board**") be and is hereby authorised to exercise all the powers of the Company to repurchase H Shares in issue from Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, Hong Kong Stock Exchange or of any other governmental or regulatory body;
- (2) the number of the H Shares authorised to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period (as defined in paragraph (4) below) shall not exceed 10% of the number of the H Shares in issue as at the date of the passing of this special resolution. The repurchase price shall not be higher than 5% of the average closing price of the five trading days prior to each actual repurchase and shall not exceed 70% of the net asset per share during implementation;

- (3) the approval in paragraph (1) above shall be conditional upon:
  - (a) a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a)) has been passed at the extraordinary general meeting and the A shareholders' class meeting of the Company;
  - (b) the approval of or the filing with the State Administration of Foreign Exchange, China Securities Regulatory Commission and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made; and
  - (c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of the amount due to them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 31 of the articles of association of the Company;
- (4) for the purpose of this special resolution, "Relevant Period" means the period from the passing of this special resolution until the earlier of:
  - (a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution; or
  - (b) the date on which the authorisation set out in this special resolution is revoked or amended by a special resolution of the shareholders of the Company at any general meeting, or by holders of H Shares or holders of A Shares at their respective class meeting;
- (5) the authorisation to the Board in respect of the repurchase of H Shares includes but not limited to:
  - (a) decide the amount, timeframe and price for the repurchase of H Shares within the scope of this special resolution;
  - (b) conduct negotiations in relation to the repurchase of H Shares, execute all relevant agreements and other necessary documents and make appropriate information disclosure on behalf of the Company;

- (c) carry out the application for the approval of the repurchase of H Shares with relevant regulatory authorities, and make suitable adjustments to the specific plan in accordance with the opinion from the regulatory authorities (if any); and
  - (d) take all necessary actions and make decisions on or deal with other matters relating to the repurchase of H Shares.
- (6) to approve the Board to delegate 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 repurchase of H Shares.”

By Order of the Board  
**China Communications Construction Company Limited**  
**ZHOU Changjiang**  
*Company Secretary*

Beijing, the PRC  
30 September 2019

*As at the date of this notice, the directors of the Company are LIU Qitao, SONG Hailiang, LIU Maoxun, QI Xiaofei, HUANG Long<sup>#</sup>, ZHENG Changhong<sup>#</sup> and NGAI Wai Fung<sup>#</sup>.*

<sup>#</sup> *Independent non-executive director*

*Notes:*

**1. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING THE H SHAREHOLDERS' CLASS MEETING**

For purpose of ascertaining shareholders' entitlement to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed from Wednesday, 16 October 2019 to Friday, 15 November 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, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 15 October 2019. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Friday, 15 November 2019 are entitled to attend the H Shareholders' Class Meeting.

**2. NOTICE OF ATTENDANCE**

Holders of H shares who intend to attend the H Shareholders' Class Meeting should complete and lodge the accompanying reply slip and return it to the Company's H share registrar on or before Friday, 25 October 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 H Shareholders' Class Meeting. However, the failure to return the reply slip may result in an adjournment of the H Shareholders' Class Meeting, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting.

**3. PROXY**

Every shareholder who has the right to attend and vote at the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting.

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, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the holding of the H Shareholders' Class Meeting (i.e. before 2:00 p.m. on Thursday, 14 November 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 H Shareholders' Class Meeting 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 H Shareholders' Class Meeting.

**4. OTHERS**

The H Shareholders' Class Meeting 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.