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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[#], ZHENG Changhong[#] and NGAI Wai Fung[#].

[#] *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.