
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **China Energy Engineering Corporation Limited**, you should at once hand this circular and the accompanying proxy form and the reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國能源建設股份有限公司

CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

WORK REPORT OF THE BOARD FOR THE YEAR 2018
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018
FINAL FINANCIAL REPORT FOR THE YEAR 2018
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018
FINANCIAL BUDGET PROPOSAL FOR THE YEAR 2019
FINANCING EXTERNAL GUARANTEES PLAN FOR THE YEAR 2019
STANDARDS ON REMUNERATION PAYMENT OF THE DIRECTORS FOR THE YEAR 2017
REMUNERATION PLAN FOR THE DIRECTORS FOR THE YEAR 2019
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ENGAGEMENT OF AUDITORS FOR THE YEAR 2019
ISSUE OF DOMESTIC AND OVERSEAS DEBT FINANCING INSTRUMENTS AND
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GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2018

A notice of the AGM to be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Friday, 28 June 2019, at 10 a.m. is set out on pages 20 to 22 of this circular.

A reply slip and a proxy form for use at the AGM are enclosed herewith and also published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ceec.net.cn>). If you intend to appoint a proxy to attend the AGM, you are requested to complete, sign and return the enclosed proxy form in accordance with the instructions printed thereon by 10 a.m. on 27 June 2019 (Hong Kong time). Completion, signing and return of the proxy form will not preclude you from attending and voting in person at the AGM. Shareholders who intend to attend the AGM in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Thursday, 6 June 2019.

10 May 2019

* For identification purpose only

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“AGM”	the annual general meeting for the year 2018 of the Company to be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Friday, 28 June 2019, at 10 a.m. and any adjournment thereof (as the case may be)
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of directors of the Company
“Company”	China Energy Engineering Corporation Limited (中國能源建設股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 3996)
“Debt Financing Instruments Issue”	the domestic and overseas issue of debt financing instruments by the Company or its subsidiaries in the principal amount of not more than RMB30 billion or its equivalent in other foreign currencies
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors to issue domestic Shares and/or H Shares (including but not limited to ordinary Shares, preference Shares, or other securities in compliance with applicable laws and regulations) representing up to the limit of 20% of each of the total number of the domestic Shares and/or H Shares of the Company respectively in issue as at the date of passing such resolution to grant the general mandate, and make corresponding amendments to the Articles of Association as they think fit
“Global Offering”	the initial public offering of the H Shares of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	the ordinary Share(s) of the Company, with a par value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC”	the People’s Republic of China but excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)
“Shareholders”	registered holders of the Company’s Share(s)
“Share(s)”	share(s) with a par value of RMB1.00 each in share capital of the Company
“Supervisors”	the supervisors of the Company
“Supervisory Committee”	the committee of supervisors of the Company
“%”	per cent

LETTER FROM THE BOARD



中國能源建設股份有限公司

CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

Executive Directors:

Mr. Wang Jianping (*Chairman*)
Mr. Ding Yanzhang
Mr. Zhang Xianchong

Registered office:

Building 106, Lize Zhongyuan
Chaoyang District
Beijing
PRC

Non-executive Directors:

Mr. Ma Chuanjing
Mr. Liu Xueshi
Mr. Si Xinbo

Principal place of business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

Independent Non-executive Directors:

Mr. Ding Yuanchen
Mr. Zheng Qiyu
Mr. Cheung Yuk Ming

10 May 2019

To the Shareholders

Dear Sir or Madam,

WORK REPORT OF THE BOARD FOR THE YEAR 2018
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018
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LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you a notice of the AGM, which is set out on pages 3 to 19 of this circular and to provide you with information reasonably necessary to enable you to make informed decision on voting for or against the resolutions to be proposed at the AGM as described below.

At the AGM, resolutions concerning the following matters of the Company will be proposed to consider and approve (i) work report of the Board for the year 2018; (ii) work report of the Supervisory Committee for the year 2018; (iii) final financial report for the year 2018; (iv) profit distribution plan for the year 2018; (v) financial budget proposal for the year 2019; (v) financing external guarantees plan for the year 2019; (vii) standards on remuneration payment of the Directors for the year 2017; (viii) remuneration plan for the Directors for the year 2019; (ix) standards on remuneration payment of the Supervisors for the year 2017; (x) remuneration plan for the Supervisors for the year 2019; (xi) amendments to the rules of procedures for general meetings; (xii) amendments to the rules of procedures for Board meetings; (xiii) amendments to the rules of procedures for Supervisory Committee meetings; (xiv) engagement of auditors for the year 2019; (xv) issue of domestic and overseas debt financing instruments and authorization to the Board; and (xvi) General Mandate to issue Shares.

(i) Work Report of the Board for the Year 2018

An ordinary resolution will be proposed at the AGM to approve the work report of the Board for the year 2018. The full text of the work report of the Board for the year 2018 is set out in the 2018 annual report of the Company.

(ii) Work Report of the Supervisory Committee for the Year 2018

An ordinary resolution will be proposed at the AGM to approve the work report of the Supervisory Committee for the year 2018. The full text of the work report of the Supervisory Committee for the year 2018 is set out in the 2018 annual report of the Company.

(iii) Final Financial Report for the Year 2018

An ordinary resolution will be proposed at the AGM to approve the final financial report for the year 2018. The audited financial statements which were prepared in compliance with the International Financial Reporting Standards and the full text of the independent auditors' report for the year 2018 are set out in the 2018 annual report of the Company.

(iv) Profit Distribution Plan for the Year 2018

Pursuant to the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the profit distribution plan of the Company.

On 29 March 2019, the Board recommended the payment of a final dividend of RMB3.06 cents per share (tax inclusive) to the Shareholders for the year ended 31 December 2018, with a total amount of approximately RMB918.6 million, subject to the approval of the Shareholders at the AGM. The holders of H Shares and domestic Shares whose names appear on the register of members of the Company on Thursday,

LETTER FROM THE BOARD

11 July 2019 are qualified to receive the dividend to be approved by the Shareholders. To ascertain the entitlement to the final dividend, the register of members of the Company will be closed from Saturday, 6 July 2019 to Thursday, 11 July 2019 (both days inclusive), during which no transfer of shares can be registered. All transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the registered office of the Company at Building 106, Lize Zhongyuan, Chaoyang District, Beijing, the PRC (for holders of domestic Shares) no later than 4:30 p.m. on Friday, 5 July 2019.

Final dividend income tax withholding

Enterprise income tax withholding of non-resident enterprise shareholders

In accordance with “the Enterprise Income Tax Law of the People’s Republic of China” (the “**Enterprise Income Tax Law**”) and its implementation regulations and “The Notice on the Issues Concerning Enterprise Income Tax Withholding of Dividends Paid to Overseas Non-resident Enterprise Shareholders of H Shares by Resident Enterprise in the PRC” (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) issued by the State Administration of Taxation of the PRC, the Company shall be obligated to withhold 10% enterprise income tax before it distributes the final dividends to non-resident enterprise shareholders as listed on the Company’s register of members of H Shares (the “**Register of Members of H Shares**”) on Thursday, 11 July 2019 (the “**Record Date**”). Any H Shares registered in the name of non-individual shareholders are deemed as held by the non-resident enterprise shareholders. As such, the enterprise income tax shall be deducted from the dividend thereof. The non-resident enterprise shareholders shall apply to relevant tax authorities for refund according to applicable tax arrangements (if any).

After the legal opinion is provided by the resident enterprise shareholders within the stipulated time frame and upon the Company’s confirmation of such opinion, the Company will not withhold any enterprise income tax when it distributes the final dividends to resident enterprise shareholders of H Shares as listed on the Register of Members of H Shares on the Record Date. If any resident enterprise (the same meanings as defined in the Enterprise Income Tax Law) listed on the register of members of H Shares which is duly incorporated in the PRC or under the laws of a foreign country (region) but with a PRC-based de facto management body, does not desire the Company to withhold the aforesaid 10% enterprise income tax, a legal opinion, issued by a qualified lawyer in mainland China (inscribed with the seal of the applicable law firm), that verifies its resident enterprise status shall be lodged at the Company’s H Share registrars, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 5 July 2019.

Individual income tax withholding of overseas resident individual shareholders

“The Notice on the Issues Concerning Tax on the Earnings from Transfer of Stocks (Stock Rights) and on the Income Tax from Dividends Received by Enterprises with Foreign Investment, Foreign Enterprises and Individual Foreigners” (Guo Shui Fa [1993] No. 045) (《關於外商投資企業、外國企業和外籍個人取得股票(股權)轉讓收益和股息所得稅收問題的通知》(國稅發[1993]

LETTER FROM THE BOARD

045號)) (the “**93 Notice**”) issued by the State Administration of Taxation of the PRC, where individual foreigners holding H shares are exempted from paying individual income tax for dividends (bonuses) obtained from companies incorporated in the PRC that issue H shares, was repealed under “The Announcement on the List of Fully and Partially Invalidated and Repealed Tax Regulatory Documents” (《關於公告全文失效廢止、部分條款失效廢止的稅收規範性文件目錄的公告》) issued by the State Administration of Taxation of the PRC on 4 January 2011. On 28 June 2011, the State Administration of Taxation issued “The Notice on the Issues Concerning the Collection and Administration of Individual Income Tax Following the Repeal of Guo Shui Fa [1993] No. 045” (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) (the “**2011 Notice**”). The 2011 Notice has clarified the issues concerning the collection of individual income tax arising from H share dividends received by individual foreigners following the repeal of the 93 Notice.

Due to the change in the tax regulations of the PRC as mentioned above, a company, as the withholding agents, should withhold the individual income tax for the overseas resident individual shareholders on the dividends income (bonus) of the shares issued in Hong Kong by domestic non-foreign-invested enterprises under the item of “interests, dividend and bonus income” in accordance with the laws. After the Company’s repeated consultation with competent tax authorities, they confirmed that the Company should withhold the individual income tax for the dividends or bonus income received by the overseas resident individual Shareholders. However, the overseas resident individual shareholders holding the Shares may be entitled to the relevant favorable tax treatments pursuant to the provisions in the tax treaties between the country(ies) in which they are domiciled and the PRC, and the tax arrangements between the mainland China and Hong Kong (Macau). As such, the Company will withhold individual income tax for H Share individual shareholders in accordance with the following rules:

- for the H Share individual Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders in the distribution of dividend;
- for the H Share individual Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders in the distribution of dividend, while such Shareholders may apply to competent tax authority for refund in accordance with the actual tax rate under such tax treaties;
- for the H Share individual Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty on behalf of such Shareholders in the distribution of dividend;

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- for the H Share individual Shareholders whose country (region) of domicile is a country (region) which has not entered into any tax treaties with the PRC, or a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders in the distribution of dividend.

If an H Share individual Shareholder considers that his/her individual income tax withheld by the Company does not comply with the tax rate stipulated by the tax treaties between country(ies) (region(s)) in which he/she is domiciled and the PRC, he/she should file a timely authorization letter together with the reporting materials relating to him/her being a resident of the related country (region), to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited by no later than 4:30 p.m. on Friday, 5 July 2019. The materials will be submitted to the competent tax authority by the Company, for subsequent taxation handling.

Non-resident enterprise Shareholders of the Company or overseas resident individual Shareholders may seek advice from their tax advisor in relation to the tax impact of the mainland China, Hong Kong and other countries (regions) involved in owning and disposing of H Shares of the Company if they have any question on the above arrangements.

All dividends to be distributed will be denominated and declared in Renminbi and will be paid to H Share Shareholders in Hong Kong dollars. The value of dividends payable in Hong Kong dollars shall be based on the average exchange rate of Renminbi and Hong Kong dollars announced by PBOC in the five business days before Friday, 28 June 2019, being the date of dividend declaration. The above dividends are expected to be paid on Monday, 26 August 2019.

(v) Financial Budget Proposal for the Year 2019

An ordinary resolution will be proposed at the AGM to approve the financial budget report for the year 2019.

In 2019, the budget for investment of the Company is RMB41.324 billion, which includes RMB35.472 billion for fixed asset investment, accounting for 85.84%; and RMB5.852 billion for equity investment, amounting for 14.16%.

(vi) Financing External Guarantees Plan for the Year 2019

An ordinary resolution will be proposed at the AGM to approve the financing external guarantees plan for the year 2019 and the authorization to the Board to handle specific matters regarding such financing guarantees plan within the limit of relevant guarantees.

The Company plans to provide guarantees in an aggregate amount of no more than RMB84.070 billion in 2019, details of which are set out as follows:

- (a) the Company plans to provide guarantees for its subsidiaries in an aggregate amount of no more than RMB18.571 billion to support their financing needs;

LETTER FROM THE BOARD

- (b) the subsidiaries of the Company at different levels plan to provide intra-group guarantees to each other in an aggregate amount of no more than RMB50.928 billion, after taking into account the finance budget of the relevant entities;
- (c) the Company plans to provide guarantees for its affiliates (not connected person or commonly held entity of the Company) in an aggregate amount of RMB4.771 billion, all in proportion to equity interests held by the Company to support their financing needs;
- (d) the subsidiaries of the Company at different levels provide guarantees in an aggregate amount of RMB6.8 billion to other connected persons; and
- (e) the Company plans to reserve guarantees at the limit of RMB3 billion.

(vii) Standards on Remuneration Payment of the Directors for the Year 2017

An ordinary resolution will be proposed at the AGM to approve the standards on remuneration payment of the Directors for the year 2017 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

Pursuant to the requirements of policies of the SASAC on remuneration management of the heads of central enterprises, the following proposals are hereby put forward regarding the standards on remuneration payment for the year 2017 of the Directors:

- (a) According to the results approved by the SASAC, standard on remuneration payment for the year 2017 of Wang Jianping, chairman of the Board, and Ding Yanzhang, vice chairman of the Board, was RMB628,300, of which basic annual salary and performance salary accounted for RMB195,000 and RMB433,300, respectively; the incentive income for the term of office for the year of 2015 approved was RMB178,500;
- (b) According to the requirements of policies of the SASAC and upon the approval of Assessment and Distribution Bureau (考核分配局) of the SASAC, standard on remuneration payment for the year 2017 of Director Zhang Xianchong was RMB608,900, of which basic annual salary and performance salary accounted for RMB175,500 and RMB433,400, respectively; the incentive income for the term of office for the year of 2015 approved was RMB160,700;
- (c) The aforesaid standards are all income before tax, and individual income tax shall be withheld and paid by the Company.

The above resolution has been submitted to the Board for consideration. Upon the consideration and approval of this resolution by the Board, the resolution will be submitted to the AGM for approval.

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(viii) Remuneration Plan for the Directors for the Year 2019

An ordinary resolution will be proposed at the AGM to approve the remuneration plan for the Directors for the year ending 31 December 2019 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

(ix) Standards on Remuneration Payment of the Supervisors for the Year 2017

An ordinary resolution will be proposed at the AGM to approve the standards on remuneration payment of the Supervisors for the year 2017 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

Pursuant to the relevant management system of the Company, the following proposals are hereby put forward regarding the standards on remuneration payment for the year 2017 of the Supervisors:

- (a) Remuneration packages and calculation of the standards of the chairman of the Supervisory Committee and employee supervisors of the Company are implemented according to the uniform provisions performance appraisal of employees at headquarters and management measures for remuneration, which conform to the evaluation principles of other employees at headquarters;
- (b) Standard on remuneration payment for the year 2017 of Wang Zengyong, chairman of the Supervisory Committee, was RMB817,200, of which RMB296,600 was position salary, RMB24,300 was seniority salary, RMB327,400 was performance salary, RMB116,100 was year-end incentive awards and RMB52,800 was other allowance and subsidies;
- (c) Standard on remuneration payment for the year 2017 of Lian Yongjiu, employee supervisor of the Supervisory Committee, was RMB765,400, of which RMB289,700 was position salary, RMB21,600 was seniority salary, RMB300,700 was performance salary, RMB107,800 was year-end incentive awards and RMB45,600 was other allowance and subsidies;
- (d) Standard on remuneration payment for the year 2017 of Kan Zhen, employee supervisor of the Supervisory Committee, was RMB748,100, of which RMB276,100 was position salary, RMB23,400 was seniority salary, RMB288,700 was performance salary, RMB114,300 was year-end incentive awards and RMB45,600 was other allowance and subsidies;
- (e) The aforesaid standards are all income before tax, and individual income tax shall be withheld and paid by the Company.

The above resolution has been submitted to the Supervisory Committee for consideration. Upon the consideration and approval of this resolution by the Supervisory Committee, the resolution will be submitted to the AGM for consideration.

LETTER FROM THE BOARD

(x) Remuneration Plan for the Supervisors for the Year 2019

An ordinary resolution will be proposed at the AGM to approve the remuneration plan for the Supervisors for the year ending 31 December 2019 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

(xi) Amendments to the Rules of Procedures for General Meetings

An ordinary resolution will be proposed at the AGM to approve proposed amendments to the Rules of Procedures for General Meetings of China Energy Engineering Corporation Limited (《中國能源建設股份有限公司股東大會議事規則》). The details of the proposed amendments are as follows:

No.	Before amendment	After amendment
Article 1The Guidelines on Articles of Association of Listed Companies (as amended in 2014).....The Guidelines on Articles of Association of Listed Companies.....
Article 3	If the Company is unable to convene shareholders' general meetings for any reason during the above-mentioned period, the Company shall report to the stock exchanges where its stocks are listed, explaining the reasons and shall publish announcements.	If the Company is unable to convene shareholders' general meetings for any reason during the above-mentioned period, the Company shall report to the stock exchanges where its stocks are listed, explaining the reasons and determining whether to publish announcements according to the requirements of the stock exchanges.
Article 7	–	(XIV) To consider connected transaction related matters to be approved by the General Meeting as required by the Listing Rules; (XV) To consider major transactions and substantial disposals and acquisitions to be approved by the General Meeting as required by the Listing Rules;
Article 16	The Company convenes a general meeting, at which the Board, the Supervisory Committee and the Shareholders individually or jointly holding 3% or more of the shares of the Company are entitled to propose resolutions to the Company.	The Company convenes a general meeting, at which the Board, the Supervisory Committee, two or more Independent Non-executive Directors and the Shareholders individually or jointly holding 3% or more of the shares of the Company are entitled to propose resolutions to the Company.

LETTER FROM THE BOARD

No.	Before amendment	After amendment
Article 23	The location for holding a general meeting of the Company shall be: the domicile of the Company or such other specific venue notified by the convening party of such general meeting. A venue shall be set aside for the convening of a physical general meeting. The Company will provide Internet or other means for the convenience of shareholders to attend the general meeting.	In principle , the location for holding a general meeting of the Company shall be: the domicile of the Company or such other specific venue notified by the convening party of such general meeting. A venue shall be set aside for the convening of a physical general meeting. The Company will provide other means approved by the listing rules of the place of listing of the Company's Shares for the convenience of shareholders to attend the general meeting.
Article 54	If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of the meeting. Minutes of the meeting together with the signature book of the shareholders attending the meeting and the proxy forms shall be kept at the domicile of the Company.	If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of the meeting. Minutes of the meeting together with the signature book of the shareholders attending the meeting and the proxy forms shall be kept at the domicile of the Company. The above minutes of the meeting, the signature book and the proxy forms shall not be destroyed within 10 years.
Article 70	The office of the Board shall be responsible for keeping such written information as the register of attendees, powers of attorney, voting statistics sheet, minutes of the meeting, lawyers' legal opinions , and announcement of resolutions.	The office of the Board shall be responsible for keeping such written information as the register of attendees, powers of attorney, voting statistics sheet, minutes of the meeting and announcement of resolutions.

LETTER FROM THE BOARD

(xii) Amendments to the Rules of Procedures for Board Meetings

An ordinary resolution will be proposed at the AGM to approve proposed amendments to the Procedures of Board Meetings of China Energy Engineering Corporation Limited (《中國能源建設股份有限公司董事會議事規則》). The details of the proposed amendments are as follows:

No.	Before amendment	After amendment
Article 6	–	<p>.....</p> <p>(VIII) Formulate the Company's strategic development plan and three-year rolling plan.</p> <p>(IX) To decide on connected transaction related matters within the scope of the Board as stipulated in the Listing Rules;</p> <p>(X) To decide on connected transaction related matters which fulfill the standard of discloseable transactions as stipulated in the Listing Rules.</p>
Article 7	<p>The Board shall hold at least four regular meetings each year, which shall be convened by the chairman of the Board, and all the Directors and Supervisors shall be notified in writing 14 days before the meeting is held.</p> <p>Before issuing the notice convening the Board meeting in accordance with the provisions of the preceding paragraph, the office of the Board shall fully solicit the opinions of the Directors, and initially form the meeting proposal and submit it to the chairman.</p> <p>.....</p>	<p>The Board shall hold at least four regular meetings each year, which shall be convened by the chairman of the Board and all the Directors, Supervisors and general managers who attend the meeting shall be notified in writing 14 days before the meeting is held.</p> <p>Before issuing the notice convening the Board meeting in accordance with the provisions of the preceding paragraph, the office of the Board shall fully solicit the opinions of the Directors, and initially form the meeting proposal and submit it to the chairman. The proposal shall be submitted to the Board after performing relevant procedures in accordance with the relevant provisions of the Company.</p> <p>.....</p>

LETTER FROM THE BOARD

No.	Before amendment	After amendment
Article 8	<p>.....</p> <p>(II) When Shareholders who hold more than 1/10 of the voting rights.</p> <p>.....</p>	<p>.....</p> <p>(II) When Shareholders who individually or jointly hold more than 1/10 of the voting rights.</p> <p>.....</p>
Article 12	–	The chairman of the Board shall hold a meeting with independent non-executive directors at least once a year without the presence of other directors and make necessary communication with the relevant directors.

(xiii) Amendments to the Rules of Procedures for Supervisory Committee Meetings

An ordinary resolution will be proposed at the AGM to approve proposed amendments to the Rules of Procedures for the Supervisory Committee Meetings of China Energy Engineering Corporation Limited (《中國能源建設股份有限公司監事會議事規則》). The details of the proposed amendments are as follows:

No.	Before amendment	After amendment
Article 4	Before issuing the notice of convening the meeting of the Supervisory Committee in accordance with the provisions of the preceding paragraph, the office of the Supervisory Committee shall collect the meeting proposal from all Supervisors and seek advice from all employees of the Company for at least 2 days.	Before issuing the notice of holding the regular meeting of the Supervisory Committee in accordance with the provisions of the preceding paragraph, the office of the Supervisory Committee shall collect the meeting proposal from all Supervisors and seek advice from the employees of the Company for at least 2 days.

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No.	Before amendment	After amendment
Article 8	The Supervisory Committee meeting was convened and presided over by the chairman of the Supervisory Committee; If the chairman of the Supervisory Committee is unable to perform his duties or fails to perform his duties, the chairman of the Supervisory Committee shall designate one Supervisor to act on his behalf. If the chairman of the Supervisory Committee is unable to perform his duties or fails to perform his duties, and does not appoint another supervisor to act on his behalf, more than half of the Supervisors jointly recommend one Supervisor to convene and preside over the meeting of the Supervisory Committee.	The Supervisory Committee meeting was convened and presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable to perform his duties or fails to perform his duties, more than half of the Supervisors jointly recommend one Supervisor to convene and preside over the meeting of the Supervisory Committee.
Article 10	In the case of a communication vote, the Supervisor shall fax the written opinion and voting intention of the deliberation to the office of the Supervisory Committee after the signature is confirmed.	In the case of a communication vote, the Supervisor shall return the written opinion and voting intention of the deliberation to the office of the Supervisory Committee after the signature is confirmed.
Article 21	The announcement of the resolutions of the Supervisory Committee shall be handled by the secretary to the Board in accordance with the relevant regulations of the exchanges of the Company's place of listing.	If the resolutions of the Supervisory Committee involve matters requiring announcement, the Company shall handle the matter according to the relevant regulations of the exchanges in the place of listing.
Article 23	The office of the Supervisory Committee shall be responsible for keeping the minutes of the meeting, meeting summary, resolution record, announcement of resolutions , etc. signed and confirmed by the Supervisors at the meeting.	The office of the Supervisory Committee shall be responsible for keeping the minutes of the meeting, meeting summary, resolution record, etc. signed and confirmed by the Supervisors at the meeting.

(xiv) Engagement of Auditors for the Year 2019

Pursuant to the internal audit rules and procedures, the Company holds bid for the appointment of the auditors for each financial year.

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After considering the bids of the auditors for the financial year of 2019 and the recommendation of the audit committee of the Company, an ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the domestic auditor of the Company and KPMG as the international auditor of the Company for the financial year of 2019.

(xv) Issue of Domestic and Overseas Debt Financing Instruments and Authorization to the Board

In order for the Company to further broaden financing channels and take full advantage of the financing function of the capital markets, the Board has proposed at the Board meeting held on 29 March 2019 that the Company issues domestic and overseas debt financing instruments, including but not limited to H Share convertible bonds, enterprise bonds, corporate bonds, ultra-short-term financing bills, short-term financing bills, mid-term notes, non-public placement debt financing instruments and other domestic or overseas debt financing instruments in RMB or other foreign currencies permitted by the competent regulatory authorities.

A special resolution will be proposed at the AGM to approve the following plan for the Debt Financing Instruments Issue and the authorization to the Board:

Issuer:	The Company or its subsidiary as the issuer for the domestic Debt Financing Instruments Issue, and the Company or its overseas subsidiary as the issuer for the overseas Debt Financing Instruments Issue
Principal amount:	Not more than RMB30 billion, or its equivalent in other foreign currencies as calculated based on the mid-point exchange rate published by PBOC on the issue date
Issue method:	Single issue or issue in installments publicly or non-publicly
Target subscribers:	Qualified domestic investors for the domestic Debt Financing Instruments Issue and qualified overseas investors for the overseas Debt Financing Instruments Issue; corporate bonds can be placed to the existing Shareholders
Maturity and type:	Not more than 10 years, with single maturity period or combination of various types of maturity periods, provided that the composition of maturity periods and the issue size of each maturity type shall be determined with reference to the prevailing market conditions and in compliance with the relevant regulatory caps
Use of proceeds:	All proceeds will be used to satisfy the Company's business operational needs, repay loans of financial institutions, supplement working capital and/or as investments

LETTER FROM THE BOARD

Term of validity of the resolution:	<p>From the date of the approval by the Shareholders at the AGM until the earliest of:</p> <ul style="list-style-type: none">(i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution at the AGM;(ii) the expiration of a 12-month period following the passing of the relevant resolution at the AGM; or(iii) the date on which the authorization granted to the Board under the relevant resolution at the AGM is revoked or varied by the passing of a special resolution at any general meeting of the Company
Authorization to the Board:	<p>To authorize the Board to conduct Debt Financing Instruments Issue in accordance with the applicable laws and regulations and the prevailing market conditions:</p> <ul style="list-style-type: none">• to determine the category, specific type, specific terms, conditions and other matters of debt financing instruments, including but not limited to, specific issue amount, actual aggregate amount, type of currency, issue price, interest rate or the calculation method, place of issue, timing, term, whether in installments and the number of tranches, whether to set repurchase and redemption terms, rating arrangement, guarantee issues, maturity for repayment, use of proceeds, listing and underwriting arrangements, and any other matters in relation to the Debt Financing Instruments Issue;• to take all necessary actions and procedures for the Debt Financing Instruments Issue, including but not limited to providing necessary guarantee for the Debt Financing Instruments Issue of subsidiaries, engaging professional parties to apply to the relevant regulatory authorities for approval, filing, registration and recording regarding the Debt Financing Instruments Issue on the Company's behalf, signing all the necessary legal documents, handling matters related to offerings and dealings, and approving, confirming and ratifying all the above actions and procedures that has already been taken by the Company;

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- to sign, publish, and dispatch announcements and circulars in relation to the Debt Financing Instruments Issue and perform necessary procedures for information disclosure and/or approvals pursuant to the Listing Rules and other applicable regulatory requirements in the PRC;
- to make corresponding adjustments to the related matters of the Debt Financing Instruments Issue or determine whether to continue certain related work within the scope of authorization being granted at the general meeting in accordance with the opinions of the relevant regulatory authorities, changes in the relevant authorities' policies and market conditions, except for the matters that are subject to the Shareholders' re-voting pursuant to the relevant laws and regulations and the Articles of Association;
- to determine and handle listing-related matters after the Debt Financing Instruments Issue; and
- to handle any other specific matters in relation to the Debt Financing Instrument Issue and sign all necessary documents.

(xvi) General Mandate to Issue Shares

To ensure that flexibility and discretion are given to the Directors to issue new Shares when they think desirable, a special resolution will be proposed at the AGM to grant a general mandate to the Directors to issue, allot and deal with, either separately or concurrently, additional domestic Shares and/or H Shares of the Company representing up to the limit of 20% of each of the total number of the domestic Shares and/or H Shares of the Company respectively in issue as at the date of passing such resolution to grant the General Mandate to issue Shares:

- (a) subject to paragraph (b) below and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the relevant laws and regulations of the PRC, the mandate of the exercise by the Board during the Relevant Period of all the powers of the Company to determine and implement specific issue plan, consider and approve the agreements relating to the issue of Shares, consider and approve all documents to be submitted to the relevant authorities and perform all necessary procedures, approve the corresponding increase in the registered capital of the Company, make corresponding amendments to the Articles of Association and complete relevant mandatory registration and filing procedures, and determine other matters relating to the issue of Shares;
- (b) for the purpose of this resolution, “**Relevant Period**” means the period from (and including) the date of passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution at the AGM;

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- (2) the expiration of a 12-month period following the passing of the relevant resolution at the AGM; or
 - (3) the revocation or variation of the given authorization under the relevant resolution by the passing of a special resolution at the general meeting of the Company; and
- (c) such mandate to the Board to make or grant offer proposals, agreements or options to issue domestic Shares and/or H Shares shall not extend beyond the Relevant Period, other than in the case of the making or granting of offer proposals, agreements or options by the Board during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period.

As at the date of this circular, the Company had 20,757,960,364 domestic Shares and 9,262,436,000 H Shares in issue. Subject to the passing of the resolution for the granting of the General Mandate, the Company would be entitled to allot, issue and deal with up to the maximum of 4,151,592,072 domestic Shares and 1,852,487,200 H Shares on the basis that no further H Shares and domestic Shares will be issued prior to the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the General Mandate.

ANNUAL GENERAL MEETING FOR THE YEAR 2018

A notice of the AGM to be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Friday, 28 June 2019 at 10 a.m., is set out on pages 20 to 22 of this circular.

The holders of H Shares and domestic Shares whose names appear on the register of members of the Company on Friday, 28 June 2019 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Wednesday, 29 May 2019 to Friday, 28 June 2019 (both days inclusive), during which no transfer of Shares can be registered. All transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the registered office of the Company at Building 106, Lize Zhongyuan, Chaoyang District, Beijing, the PRC (for holders of domestic Shares) no later than 4:30 p.m. on Tuesday, 28 May 2019.

A reply slip and a proxy form for use at the AGM are enclosed herewith and also published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ceec.net.cn>). If you intend to appoint a proxy to attend the AGM, you are requested to complete, sign and return the enclosed proxy form in accordance with the instructions printed thereon by 10 a.m. on 27 June 2019 (Hong Kong time). Completion, signing and return of the proxy form will not preclude you from attending and voting in person at the AGM. Shareholders who intend to attend the meeting in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Thursday, 6 June 2019.

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LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of Shareholders at a general meeting must be taken by poll. All resolutions at the AGM will be voted by way of poll. An announcement on the poll results will be published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ceec.net.cn>) respectively by the Company after the AGM in the manner prescribed under the Listing Rules.

RECOMMENDATION

The Board believes that the proposals mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favor of the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM.

Yours faithfully,
By order of the Board
China Energy Engineering Corporation Limited*
Wang Jianping
Chairman

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2018



中國能源建設股份有限公司

CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2018

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2018 (the “AGM”) of China Energy Engineering Corporation Limited (the “**Company**”) will be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Friday, 28 June 2019 at 10 a.m. to consider and, if thought fit, to pass the following resolutions. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 10 May 2019:

AS ORDINARY RESOLUTIONS:

- (1) Work report of the Board for the year 2018;
- (2) Work report of the Supervisory Committee for the year 2018;
- (3) Final financial report for the year 2018;
- (4) Profit distribution plan for the year 2018;
- (5) Financial budget proposal for the year 2019;
- (6) Financing external guarantees plan for the year 2019;
- (7) Standards on remuneration payment of the Directors for the year 2017;
- (8) Remuneration plan for the Directors for the year 2019;
- (9) Standards on remuneration payment of the Supervisors for the year 2017;
- (10) Remuneration plan for the Supervisors for the year 2019;
- (11) Amendments to the rules of procedures for general meetings;
- (12) Amendments to the rules of procedures for Board meetings;
- (13) Amendments to the rules of procedures for Supervisory Committee meetings; and
- (14) Engagement of auditors for the year 2019.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2018

AS SPECIAL RESOLUTIONS:

- (15) Issue of domestic and overseas debt financing instruments and authorization to the Board; and
- (16) General Mandate to issue Shares.

By order of the Board

CHINA ENERGY ENGINEERING CORPORATION LIMITED*

Wang Jianping

Chairman

Beijing, the PRC

10 May 2019

As at the date of this notice, the executive Directors of the Company are Mr. Wang Jianping, Mr. Ding Yanzhang and Mr. Zhang Xianchong; the non-executive Directors are Mr. Ma Chuanjing, Mr. Liu Xueshi and Mr. Si Xinbo; and the independent non-executive Directors are Mr. Ding Yuanchen, Mr. Zheng Qiyu and Mr. Cheung Yuk Ming.

Notes:

1. The holders of H Shares and domestic Shares whose names appear on the register of members of the Company on Friday, 28 June 2019 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Wednesday, 29 May 2019 to Friday, 28 June 2019 (both days inclusive), during which no transfer of shares can be registered. All transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the registered office of the Company at Building 106, Lize Zhongyuan, Chaoyang District, Beijing, the PRC (for holders of domestic Shares) no later than 4:30 p.m. on Tuesday, 28 May 2019.
2. The holders of H Shares and domestic Shares whose names appear on the register of members of the Company on Thursday, 11 July 2019 are entitled to receive the final dividend to be approved by the shareholders of the Company. The register of members of the Company will also be closed from Saturday, 6 July 2019 to Thursday, 11 July 2019 (both days inclusive), during which no transfer of shares can be registered. All transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the registered office of the Company at Building 106, Lize Zhongyuan, Chaoyang District, Beijing, the PRC (for holders of domestic Shares) no later than 4:30 p.m. on Friday, 5 July 2019.
3. Shareholders who intend to attend the AGM in person or by proxy should complete and sign the reply slip accompanying the notice of the AGM and return it by hand, by post or by fax to the Company's H Share registrar (as mentioned below) (for holders of H Shares) on or before Thursday, 6 June 2019, or to the address of the company secretary of the Company (as mentioned below) (for holders of domestic Shares) (if applicable). Completion and return of the reply slip do not affect the right of a Shareholder to attend the AGM. However, the failure to return the reply slip may result in adjournment of the AGM, if the number of shares carrying right to vote represented by the Shareholders proposing to attend the AGM by reply slip does not reach more than half of the total number of shares of the Company carrying right to vote at the AGM.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2018

4. Any Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy needs not be a Shareholder of the Company. Each Shareholder who wishes to appoint one or more proxies should first review the annual report of the Company for the year 2018 and the circular.
5. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his/her attorney duly authorized 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 authorized in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar for holders of H Shares or at the address of the company secretary of the Company for holders of domestic shares by 10 a.m. on 27 June 2019 (Hong Kong time). If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarized. The notarized 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 or the address of the company secretary of the Company (as may be applicable).
6. Shareholders or their proxies are required to produce their identification documents when attending the AGM.
7. Miscellaneous
 - i. It is expected that the AGM will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.
 - ii. The address of the company secretary:

Company Secretary
China Energy Engineering Corporation Limited
Building 1, No. 26A West Dawang Road
Chaoyang District, Beijing
The People's Republic of China
Postal code: 100022

Tel: +86 (10)5909 8818
Fax: +86 (10)5909 8711

Contact Person: Duan Qiurong
 - iii. The address of the Company's H Share registrar:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
(For lodging share transfer documents)

17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
(For deposit of reply slip or proxy form)

Tel: +852 2862 8555
Fax: +852 2865 0990