
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 your stockbroker, 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 Railway Construction Corporation Limited** (the “**Company**”), you should at once hand this circular together with the enclosed proxy form and reply slip to the purchaser or transferee or to the bank, or a 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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中国铁建
中國鐵建股份有限公司
China Railway Construction Corporation Limited
(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1186)

**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS;
PROPOSED RE-ELECTION AND APPOINTMENT OF SHAREHOLDER
REPRESENTATIVE SUPERVISORS;
PROPOSED AMENDMENTS TO ADMINISTRATIVE MEASURES FOR
EXTERNAL GUARANTEES;
AND
NOTICE OF EGM**

A notice convening the 2021 second extraordinary general meeting (“**EGM**”) to be held at the CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing, the People's Republic of China at 9:00 a.m. on Tuesday, 21 December 2021 is set out on page 21 to page 24 of this circular.

A reply slip and a proxy form to be used at the EGM are enclosed and are also published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). If you are eligible and intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon on or before Friday, 17 December 2021. Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM or any adjournment thereof and voting in person if you so wish.

1 December 2021

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DEFINITIONS

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

“A Share(s)”	means the domestically-listed shares 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 Shareholder(s)”	means holder(s) of A Share(s)
"Articles of Association"	means the Articles of Association of China Railway Construction Corporation Limited
“Board”	means the board of directors of the Company
“Company”	means China Railway Construction Corporation Limited, a joint stock company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange respectively
“Director(s)”	means the director(s) of the Company
“EGM”	means the 2021 second extraordinary general meeting of the Company to be held at the CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing, the PRC at 9:00 a.m. on Tuesday, 21 December 2021
“H Share(s)”	means the overseas-listed foreign invested shares 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 and are traded in Hong Kong dollars
“H Shareholder(s)”	means holder(s) of H Share(s)
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	means the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited

DEFINITIONS

“HK\$”	means Hong Kong dollar, the lawful currency of the Hong Kong
“Latest Practicable Date”	means 26 November 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“PRC”	means the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan region
“RMB”	means Renminbi, the lawful currency of the PRC
“Share(s)”	means the shares of the Company with a nominal value of RMB1.00 each, including A Share(s) and H Share(s)
“Shareholder(s)”	means the registered holder(s) of the Share(s) of the Company
“Supervisor(s)”	means the supervisor(s) of the Company
“Supervisory Committee”	means the supervisory committee of the Company
“%”	means per cent



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中國鐵建股份有限公司
China Railway Construction Corporation Limited
(a joint stock limited company incorporated in the People's Republic of China with limited liability)

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Directors :

Mr. WANG Jianping (*Chairman and Executive Director*)
Mr. ZHUANG Shangbiao (*President and Executive Director*)
Mr. CHEN Dayang (*Executive Director*)
Mr. LIU Ruchen (*Executive Director*)
Mr. WANG Huacheng (*Independent Non-executive Director*)
Mr. Patrick SUN (*Independent Non-executive Director*)
Mr. CHENG Wen (*Independent Non-executive Director*)
Ms. Amanda Xiao Qiang LU (*Independent Non-executive Director*)

Registered office:

East, No. 40 Fuxing Road
Haidian District
Beijing, PRC

**Principal place of business in
Hong Kong:**

23/F, Railway Plaza
39 Chatham Road South
Tsim Sha Tsui, Kowloon
Hong Kong

1 December 2021

To H Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS;
PROPOSED RE-ELECTION AND APPOINTMENT OF SHAREHOLDER
REPRESENTATIVE SUPERVISORS;
PROPOSED AMENDMENTS TO ADMINISTRATIVE MEASURES FOR
EXTERNAL GUARANTEES;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and the information regarding the resolution to be proposed at the EGM so that you may make informed voting decisions on such resolution.

LETTER FROM THE BOARD

1. PROPOSED ELECTION OF DIRECTORS OF THE FIFTH SESSION OF THE BOARD

In view of the expiration of the term of office of the fourth session of the Board of the Company, according to the Articles of Association and the relevant procedures of the Rules of General Meeting, as recommended by China Railway Construction Co., Ltd., the controlling shareholder of the Company, it is proposed that Mr. WANG Jianping, Mr. ZHUANG Shangbiao, Mr. CHEN Dayang and Mr. LIU Ruchen be re-elected as the Directors of the fifth session of the Board of the Company, and Mr. GAO Lieyang, Mr. MA Chuanjing, Mr. ZHAO Lixin, Mr. XIE Guoguang and Mr. TSIN Wai Lun be appointed as the Directors of the fifth session of the Board, of which, Mr. WANG Jianping, Mr. ZHUANG Shangbiao, Mr. CHEN Dayang and Mr. LIU Ruchen will be nominated as the executive Directors, Mr. GAO Lieyang will be nominated as a non-executive Director and Mr. MA Chuanjing, Mr. ZHAO Lixin, Mr. XIE Guoguang and Mr. TSIN Wai Lun will be nominated as the independent non-executive Directors.

Biographical details of the proposed Directors of the fifth session of the Board are set out in Appendix I to this circular.

The term of office of all Directors of the fifth session of the Board shall be three years commencing from the date of election at the EGM until the expiration of the term of office of the fifth session of the Board. The elected fifth session of the Board will take effect after the conclusion of the EGM, before which, all Directors of the fourth session of the Board shall continue to perform their duties as Directors. Upon the re-election and appointment of the proposed Directors being approved by the Shareholders, the Company will enter into service contracts with such Directors. Their remuneration as Directors will be determined based on relevant remuneration policies of the Company and subject to the approval at the general meeting.

Each of Mr. MA Chuanjing, Mr. ZHAO Lixin, Mr. XIE Guoguang and Mr. TSIN Wai Lun has confirmed that he has satisfied the independence criteria as set out in Rule 3.13 of the Hong Kong Listing Rules. The Company is of the view that Mr. MA Chuanjing, Mr. ZHAO Lixin, Mr. XIE Guoguang and Mr. TSIN Wai Lun are independent persons in accordance with all of the guidelines of independence set out in the Hong Kong Listing Rules.

When proposing the election of the four candidates as independent non-executive Directors of the Company, the Board and the nomination committee of the Board have followed the procedures for election of Directors, Director nomination policy, Board diversity policy in the Articles of Association and the development strategy of the Company and considered various factors including but not limited to age, cultural and educational background, professional experience, skills, knowledge and service tenure of the candidates. Based on the capabilities and experience demonstrated in the biographical details, the Board is of the view that the four candidates will provide objective, independent and sufficient opinions and analysis on matters regarding operation and development of the Company, which will in turn promote the effective operation of the Board and Board diversity.

LETTER FROM THE BOARD

As of the Latest Practicable Date, none of the proposed Directors of the fifth session of the Board has any interest, deemed interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed in this circular, as of the Latest Practicable Date, none of the proposed Directors of the fifth session of the Board held any other positions in the Company or any of its subsidiaries, or any directorship in other listed public companies in the last three years. None of them has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders. As of the Latest Practicable Date, there is no information relating to them that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules. Save as disclosed in this circular, as of the Latest Practicable Date, there is no other matter in relation to all the proposed Directors that needs to be brought to the attention of the Shareholders.

2. PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE

In view of the expiration of the term of office of the fourth session of the Supervisory Committee of the Company, according to the Articles of Association and the relevant provisions of the Rules of General Meeting, it is proposed that Mr. LIU Zhengchang be re-elected and Mr. ZHAO Wei be appointed as the shareholder representative Supervisors of the fifth session of the Supervisory Committee, as recommended by China Railway Construction Co., Ltd., the controlling shareholder of the Company.

Mr. CAO Xirui, the Chairman and the shareholder representative Supervisor of the fourth session of the Supervisory Committee, will no longer serve as a shareholder representative Supervisor upon shareholder representative Supervisors of the fifth session of the Supervisory Committee being elected at the EGM.

Biographical details of the proposed shareholder representative Supervisors of the fifth session of the Supervisory Committee are set out in Appendix II to this circular.

The term of office of shareholder representative Supervisors of the fifth session of the Supervisory Committee shall be three years commencing from the date of election at the EGM until the expiration of the term of office of the fifth session of the Supervisors Committee. Upon the re-election and appointment of shareholder representative Supervisors being approved by the Shareholders, the Company will enter into service contracts with such Supervisors. Their remuneration as shareholder representative Supervisors will be determined based on relevant remuneration policies of the Company and subject to the approval at the general meeting.

LETTER FROM THE BOARD

As of the Latest Practicable Date, none of the proposed shareholder representative Supervisors of the fifth session of the Supervisory Committee has any interest, deemed interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed in this circular, as of the Latest Practicable Date, none of the proposed shareholder representative Supervisors of the fifth session of the Supervisory Committee held any other positions in the Company or any of its subsidiaries, or any directorship in other listed public companies in the last three years. As of the Latest Practicable Date, none of them has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders. There is no information relating to them that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules. Save as disclosed in this circular, as of the Latest Practicable Date, there is no other matter in relation to all the proposed shareholder representative Supervisors that needs to be brought to the attention of the Shareholders.

3. PROPOSED AMENDMENTS TO OF ADMINISTRATIVE MEASURES FOR EXTERNAL GUARANTEES OF CHINA RAILWAY CONSTRUCTION CORPORATION LIMITED

In order to further standardize and strengthen the guarantee business management of the Company, in accordance with the Civil Code of the People's Republic of China and other laws and regulations, as well as relevant policies and the Articles of Association, the Company amended the Administrative Measures for External Guarantees of China Railway Construction Corporation Limited in accordance with the actual situation of the Company, so as to form a unified and standard external guarantee management system covering all aspects. The guarantee measures as amended include six chapters in total, in particular: general provisions, review and approval measures for external guarantees, implementation and information disclosure of external guarantees, daily management and risk control of external guarantees, legal liabilities for external guarantees and supplementary provisions. For details, please refer to Appendix III of this circular.

4. EGM

The EGM will be held by the Company for the purpose of considering and, if thought fit, seeking approvals by the Shareholders on (i) proposed election of Directors of the fifth session of the Board; (ii) proposed election of shareholder representative Supervisors of the fifth session of the Supervisory Committee; and (iii) proposed amendments to Administrative Measures for External Guarantees of China Railway Construction Corporation Limited.

LETTER FROM THE BOARD

A notice convening the second EGM of 2021 to be held at the CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing, the PRC at 9:00 a.m. on Tuesday, 21 December 2021 is set out on page 21 to 24 of this circular.

A reply slip and a form of proxy to be used at the EGM are enclosed herein and are also published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). If you are eligible and intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon on or before Friday, 17 December 2021.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM or any adjourned meeting and voting in person if you so wish.

The H Share register of members of the Company will be temporarily closed from Thursday, 16 December 2021 to Tuesday, 21 December 2021 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. Any holders of H Shares, whose names appear on the Company's register of members at the close of business on Wednesday, 15 December 2021, are entitled to attend and vote at the EGM after completing the registration procedures for attending such meeting.

5. RECOMMENDATIONS

The Directors consider that all aforesaid resolutions are in the interests of the Company and the Shareholders as a whole and accordingly recommend you to vote in favour of all aforesaid resolutions to be proposed at the EGM.

Yours faithfully,

By order of the Board

China Railway Construction Corporation Limited

WANG Jianping

Chairman

Biographical details of the proposed Directors of the fifth session of the Board are as follows:

Mr. WANG Jianping, aged 61, a Chinese with no right of abode overseas, is currently the secretary to the Party Committee and the chairman of China Railway Construction Corporation Limited, as well as the secretary to the Party Committee and chairman of China Railway Construction Corporation. Mr. WANG served as the president of Northeast Electric Power Design Institute, the general manager of China Power Engineering Consulting Corporation, the deputy general manager and member of the Party Group of China Power Engineering Consulting Co., Ltd., the deputy general manager and member of the Party Group of China Power Engineering Consulting (Group) Co., Ltd., the general manager and secretary to the Party Group of China Power Engineering Consulting Group Co., Ltd., the president of Electric Power Planning and Design Institute, the deputy leader of the preparatory group and member of the Provisional Party Committee of China Energy Engineering Group Co., Ltd., general manager and secretary to the Party Group of China Power Engineering Consulting Group Co., Ltd., the president of Electric Power Planning and Design Institute, the secretary to the Party Committee as well as vice chairman, chairman as well as secretary to the Party Committee, chairman, general manager as well as vice secretary to the Party Committee, and secretary to the Party Committee as well as chairman of China Energy Engineering Group Co., Ltd., and also served as secretary to the Party Committee and chairman of China Energy Engineering Co., Ltd. Since August 2020, he served as the secretary to the Party Committee and chairman of China Railway Construction Corporation. Since September 2020, he served as the secretary to the Party Committee and chairman of China Railway Construction Corporation, and the secretary to the Party Committee of China Railway Construction Corporation Limited. Since October 2020, he served as the secretary to the Party Committee and the chairman of China Railway Construction Corporation, the secretary to the Party Committee and chairman of China Railway Construction Corporation Limited. Mr. WANG graduated from the Department of Electrical Engineering of Xi'an Jiaotong University, majoring in electric power system and automation, with a bachelor's degree in engineering. He is a professor-level senior engineer, and is granted special allowance by the State Council.

Mr. ZHUANG Shangbiao, aged 59, a Chinese with no right of abode overseas, is currently the president and executive director and deputy secretary to the Party Committee of China Railway Construction Corporation Limited, as well as general manager, director and deputy secretary to the Party Committee of China Railway Construction Corporation. Mr. ZHUANG has served as the deputy general manager of the finance department of China Road and Bridge Construction Corporation, the deputy general manager, executive deputy general manager and the chief accountant of China Road and Bridge Group (H.K.) Limited, the chief accountant and general legal counsel, chief accountant, a member of the standing committee of the Party Committee and general legal counsel, secretary to the Party Committee and director, general manager, deputy secretary to the Party Committee and director of China Railway Construction Corporation, and the chief accountant, a member of the standing committee of the Party Committee, general legal counsel, vice president, chief accountant, a member of the standing committee of the Party Committee, the general legal counsel, the vice president, a member of the standing committee of the Party Committee, a general legal counsel, an executive director, the vice president, a member of the standing committee of the Party Committee, the general legal counsel, an executive director, vice president (presided the work of manager level), a member of the standing committee of the Party Committee, general legal counsel, the president, the deputy secretary to the Party Committee, an executive director, the general legal counsel, the president, the deputy secretary to the Party Committee and an executive director of China Railway Construction Corporation Limited. In December 2017, he served as the general manger, the deputy secretary to the Party Committee and a director of China Railway Construction Corporation, the president, the deputy secretary to the Party Committee and an executive director of China Railway Construction Corporation Limited. Mr. ZHUANG graduated from Changsha Communications University, majoring in engineering and financial accounting and obtained a bachelor's degree in engineering. He is a professor-level senior accountant and is granted special allowance by the State Council.

Mr. CHEN Dayang, aged 58, a Chinese with no right of abode overseas, is currently an executive director and the deputy secretary to the Party Committee of China Railway Construction Corporation Limited, as well as an employee representative director and deputy secretary to the Party Committee of China Railway Construction Corporation. Mr. CHEN served as the head of personnel department of China Railway Construction Corporation, as well as the head of personnel department (cadre department of the Party Committee), the head of human resources department (cadre department of the Party Committee), the assistant to the president and the head of human resources department (cadre department of the Party Committee) of China Railway Construction Corporation Limited, he has served as the deputy secretary to the Party Committee, the secretary of disciplinary committee and chairman of the labour union of CSR Group, the deputy secretary to the Party Committee, the secretary of disciplinary committee and the employee director of CSR Corporation Limited, he has served as the member of the standing committee of the Party Committee and the secretary of disciplinary committee of CRRC GROUP Co., Ltd., the member of the standing committee of the Party Committee and the secretary of disciplinary committee of CRRC Corporation Limited. In November 2018, he served as the deputy secretary to the Party Committee of China Railway Construction Corporation. In December 2018, he served as the deputy secretary to the Party Committee, the employee representative director of China Railway Construction Corporation, and the deputy secretary to the Party Committee of China Railway Construction Corporation Limited. In June 2019, he served as the deputy secretary to the Party Committee and the employee representative director of China Railway Construction Corporation, the deputy secretary to the Party Committee and executive director of China Railway Construction Corporation Limited. Mr. CHEN graduated from Shijiazhuang Tiedao University, majoring in Railway Engineering and obtained a master's degree in Business Administration. He is a senior engineer.

Mr. LIU Ruchen, aged 58, a Chinese with no right of abode overseas, is currently an executive director, member of the standing committee of the Party Committee, general legal counsel, chief compliance officer of China Railway Construction Corporation Limited, as well as a member of the standing committee of the Party Committee of China Railway Construction Corporation. Mr. LIU served as the department deputy head, the head and the deputy head of the 19th Engineering Bureau of the Ministry of Railways, the general manager, vice president and deputy secretary to the Party Committee of China Railway 19th Bureau Group Co., Ltd., the chairman and the deputy secretary to the Party Committee, the chief representative of state-owned shares, the chairman, the deputy secretary to the Party Committee and the vice chairman (presided the work in the Board), the deputy secretary to the Party Committee, the chairman and the deputy secretary to the Party Committee of China Railway 16th Bureau Group Co., Ltd., member of the standing committee of the Party Committee of China Railway Construction Corporation, and member of the standing committee of the Party Committee and the vice president of China Railway Construction Corporation Limited. In December 2017, he served as a member of the standing committee of the Party Committee of China Railway Construction Corporation and an executive director and a member of the standing committee of the Party Committee of China Railway Construction Corporation Limited. Mr. LIU graduated from Southwest Jiaotong University with a master's degree in Management Science and Engineering and is a professor-level senior engineer.

Mr. GAO Lieyang, aged 56, a Chinese with no right of abode overseas, holds a master's degree, a Chartered Builder of The Chartered Institute of Building, U.K., and is currently a professional external director for state-owned enterprises, and serving as external director for China Poly Group Corporation Limited and external director for China Minmetals Corporation. He successively served as the associate chief officer of the design department of China State Construction Engineering Group Co., Ltd., deputy manager of engineering contracting department of China Construction Design and Consultancy Co., Ltd., deputy head of Fujian office of China State Construction Engineering Group Co., Ltd., general manager of the China Construction South Co., Ltd., deputy general manager of general contracting department of China State Construction Engineering Group Co., Ltd., general manager of decoration department of China State Construction Engineering Group Co., Ltd., general manager of the China Construction Decoration Engineering Co., Ltd., deputy general manager, director, general manager and deputy secretary to the Party Committee of China State Construction Development Co., Ltd., chairman and secretary to the Party Committee of China State Decoration Group Co., Ltd., assistant general manager of China State Construction Engineering Corporation Ltd., as well as chairman and secretary to the Party Committee of CSCEC Xinjiang Construction & Engineering (Group) Co., Ltd., and chairman of the supervisory committee and assistant general manager of China State Construction Engineering Corporation Ltd.

Mr. MA Chuanjing, aged 64, a Chinese with no right of abode overseas, holds a doctor's degree and is currently an external director of China International Engineering Consulting Corporation. Mr. MA Chuanjing was a teacher in the Beijing Chemical Industry Institute, and previously served as an editor of the economic editorial department of Qiushi (Hongqi) Journal, vice president and president of the economic editorial department and the head of the international department of Qiushi Journal, the vice president of the Comprehensive Research Department under the Research Office of the State Council, the vice president and president of Industry, Transportation and Trade Research Department under the Research Office of the State Council and a professional external director for central state-owned enterprises. He was an external director of Sinotrans & CSC Holdings Co., Ltd., an external director of Sinochem Group Co., Ltd., an external director of Xinxing Cathay International Group Co., Ltd. and an non-executive director of China Energy Engineering Group Co., Ltd.

Mr. ZHAO Lixin, aged 67, a Chinese with no right of abode overseas, holds a bachelor's degree, and is currently an independent non-executive director of China Energy Engineering Corporation Limited. Mr. ZHAO Lixin was deputy chief designer of the Design and Research Institute, the deputy head and head of the chief engineer office, the deputy chief engineer and head of the chief engineer office, deputy chief engineer and the chief production officer, the deputy secretary to the Party Committee, the secretary to the Party Committee and the deputy general manager of China First Heavy Industries Group Co., Ltd. He was an external director of China Grain Reserves Group Company Ltd.

Mr. XIE Guoguang, aged 61, a Chinese with no right of abode overseas, holds a bachelor's degree, a professor-level senior accountant, and is currently an external director of China National Coal Group Corporation. Mr. XIE Guoguang was an assistant accountant in the finance department of the Bureau of Administration of the Ministry of Construction, accountant of the Audit Bureau of the Ministry of Construction, accountant of the finance department of China Construction Technical Research Center, accountant of Witt Company, accountant, deputy director and director of the finance department of China Architecture Design & Research Group, chief accountant of China Architecture Design & Research Group, chief accountant and secretary to the board of directors of China Construction Technology Group Co., Ltd., chief accountant of China Construction Technology Co., Ltd., and a standing committee member of the Party Committee and chief accountant of China Energy Conservation and Environmental Protection Group.

Mr. TSIN Wai Lun, aged 54, with Chinese (Hong Kong) nationality and no right of abode overseas, has a doctor's degree, a master's degree in law, a master's degree in Science in Electronic Commerce and Internet Computing, and a master's degree in Business Administration. He currently serves as chairman and chief executive officer of CBHK Holdings Limited, chief executive officer of CMK lawyers, founder of the Hong Kong International Data Protection Society, founder of Greater Bay Area Hong Kong International Professional Services Association, member of the Small and Medium Law Firms Association of Hong Kong, and consultant of Chinese Bankers Club, Hong Kong. He previously served as head of department in the Bank of East Asia Limited, and vice president of Chinese Bankers Club, Hong Kong.

Biographical details of the proposed shareholder representative Supervisors of the fifth session of the Supervisory Committee are as follows:

Mr. ZHAO Wei, aged 53, a Chinese with no right of abode overseas, is currently a deputy chief economist, general manager of the corporate management department of the Company. Mr. ZHAO once served as assistant to general manager, general manager, deputy secretary of the Party Committee and director, secretary of the Party Committee, chairman and general manager, and secretary of the Party Committee and chairman of China Railway Construction Group Co., Ltd., the executive deputy head of the construction leading group of residential district of CRCC headquarters, and became deputy chief economist and general manager of the corporate management department of the Company in February 2021. Mr. ZHAO graduated from Beijing Institute of Technology with a doctor's degree, majoring in management science and engineering, and is a professor-level senior engineer.

Mr. LIU Zhengchang, aged 53, a Chinese with no right of abode overseas, currently serves as a supervisor, the chief auditor, and general manager of the audit and supervision department of the Company. Mr. LIU once served as chief accountant of the 5th department of the 19th Bureau of the Ministry of Railways, the director of the audit department and the head of the finance department of China Railway 19th Bureau Group Co., Ltd., a member of the Party Committee, the deputy general manager and the chief accountant of China Railway 15th Bureau Group Co., Ltd., a member of the Party Committee, the deputy general manager and the chief accountant of China Railway 16th Bureau Group Co., Ltd. He became the chief of the audit and supervision bureau of the Company in May 2016, a supervisor of the Company in December 2017, a supervisor, the chief auditor, chief of the audit and supervision bureau of the Company in January 2019 and the chief auditor, a supervisor, general manager of the audit and supervision department of the Company in December 2019. Mr. LIU graduated from Dongbei University of Finance and Economics with a major in business administration, and obtained a master's degree in Business Administration. He is a professor-level senior accountant and elected as a member of the national training programme for leaders in the accounting profession.

Chapter I General Provisions

Article 1 These measures (hereinafter referred to as these “Measures”) are hereby formulated to regulate the management of provision of external guarantees by China Railway Construction Corporation Limited (hereinafter referred to as the “Company”), to strictly control the debt risk arising from the Company’s external guarantees and to protect the legal rights and interests of the shareholders or other stakeholders, in accordance with the Civil Code of the People’s Republic of China, the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. (hereinafter referred to as the “Listing Rules of the Stock Exchange”, the “SSE Listing Rules” and “Listing Rules of the Stock Exchange” collectively referred to as the “Rules Governing the Listing of Stock”), Application Guidelines for Enterprise Internal Control 12 – Guarantee Business by the Ministry of Finance (Finance and Accounting [2010] No. 11) and other laws and regulations, relevant policies, as well as the Articles of Association of China Railway Construction Corporation Limited (hereinafter referred to as the “Articles of Association”), and in combination with the actual situation of the Company.

Article 2 For the purpose of these Measures, external guarantees refer to the Company as a third party to provide guarantees for debts borne by the debtor. When the debtor fails to perform the debt due or the circumstances agreed upon by the parties happen, the Company will perform the debt or assume the liability. Forms of guarantees include guarantees, security and pledge and issuance of undertaking or documents with the nature of guarantees and other forms.

Where the Company provides counter-guarantees, provides guarantees for warrantees to conduct non-financing credit business such as letters of credit, bank acceptances, non-financing guarantees and credit certificates from financial institutions, and provides bid guarantees, performance guarantees and advance payment guarantees as the parent company for overseas engineering contracting projects, these Measures shall apply.

Article 3 In terms of different warrantee, external guarantees are divided into inside guarantees and outside guarantees. Inside guarantees are guarantees provided for subsidiaries within the scope of the consolidated statements of the Company (hereinafter referred to as subsidiaries); outside guarantees are guarantees provided for entities beyond the scope of the consolidated statements of the Company.

Article 4 The Company shall observe the principle of legal compliance, fairness, integrity and caution when providing external guarantees. The external guarantees of the Company and its subsidiaries at all levels shall perform the approval procedures of listed companies and the disclosure of information in accordance with relevant laws and regulations and these Measures. The guarantee contracts signed by the Company and its subsidiaries which fail to perform the approval procedures and disclosure of information in accordance with the regulations shall not be effective for the Company and its subsidiaries, and the Company and its subsidiaries shall not bear the responsibility of guarantee or compensation.

Chapter II Review and Approval Procedures for Provision of External Guarantees

Article 5 The external guarantees of the Company and its subsidiaries include:

- (I) guarantee for subsidiaries;
- (II) guarantee for associated companies and joint ventures;
- (III) prevailing mortgage guarantee provided to the purchasers of commercial housing for real estate development business;
- (IV) other circumstances where guarantees are required due to legal regulations or business requirements.

Article 6 The warrantees shall have no great operational or financial risks. In any of the following cases, the warrantee shall not be provided guarantees:

- (I) The materials provided by the warrantee contain false or misleading statements or material omissions;
- (II) The debts to be guaranteed by the Company and its subsidiaries are obtained by the warrantee in violation of laws or regulations;
- (III) The Company and its subsidiaries used to provide a guarantee for the warrantee, and the warrantee failed to pay back the debts and/or principal concerned within due time, causing losses to the Company and its subsidiaries;
- (IV) The operational or financial status of the warrantee has deteriorated or the deterioration can be foreseen;
- (V) The warrantee for which the outside guarantees are provided incurred considerable losses during the previous year or it is predicted that the warrantee will incur considerable losses in the current year;

- (VI) The warrantee commits fraudulent acts when applying for the guarantee, or the warrantee, counter guarantee provider and the creditor act in collusion and bad faith;
- (VII) The counter guarantee provided by the warrantee is not adequate or is non-transferable according to laws and regulations;
- (VIII) There is any significant action, arbitration against the warrantee, pending or foreseeable, which may affect its ability to repay the debts;
- (IX) Other circumstances where the General Meeting or the Board of Directors believes that a guarantee shall not be provided.

Article 7 The Finance and Treasury Department of the Company is the management department of the guarantee business, responsible for accepting and organizing relevant departments to review applications for guarantees, as well as the daily management and supervision of guarantees. The office of the Board of Directors is responsible for the organization of the meetings for the Board of Directors or the General Meeting and information disclosure. The Legal Compliance Department and other business departments are responsible for relevant review and other departmental duties. The subsidiaries are responsible for the management and control of their own guarantee business, including the auditing and risk assessment of the guarantee business, fulfilling the obligations of reporting for approval and filing, as well as implementing full-cycle management and continuous risk control for their own guarantee business.

Article 8 Annual budget management shall be adopted for the inside guarantee business of the Company and its subsidiaries, and the prevailing mortgage guarantee business provided by the subsidiaries for real estate development business to the purchasers of commercial housing. The subsidiaries apply for guarantee business development plans on an annual basis according to their business requirements, including applying for the guarantee plan to the Company, providing the guarantee plan for the subsidiaries, and providing the prevailing mortgage guarantee plan for the purchasers of commercial housing. When submitting the annual inside guarantee plan, the submitted materials shall include the basic information of the warrantee, the information of the principal debts to be guaranteed, the type and duration of the guarantee, the main terms and conditions of the guarantee agreement, etc., as well as other materials as deemed necessary by the Company. When submitting the prevailing mortgage guarantee plan, the submitted materials shall include the guarantee quota plan and the relevant basis, and other materials as deemed necessary by the Company.

Article 9 The provision of outside guarantees by the Company and its subsidiaries (excluding prevailing mortgage guarantee provided to the purchasers of commercial housing) shall be conducted on a case-by-case basis to clearly define the guarantee items such as warrantee, the main debt of the guarantee, the amount guaranteed, the method and the duration. When submitting the outside guarantee application report, it is also necessary to provide the schedule and sources of capital for repayment of the guaranteed debts by the warrantee, the statements indicating that there is no significant action, arbitration or administrative punishment, the copy of the business license of the warrantee after the latest annual inspection, the audited financial statements of the warrantee for the most recent year and period, the principal debt contract related to the guarantee, the guarantee contract form provided by the creditor, and other materials as deemed necessary by the Company. The approved outside guarantees shall be included in the annual budget management of the guarantee.

Article 10 After entertaining the application, the Finance and Treasury Department organizes relevant departments to review the guarantee matters, comprehensively analyzes the necessity of the guarantee and the operation, financial and credit status of the warrantee, etc. and evaluate the risks in providing guarantees, the actual ability of the counter guarantee provider to provide guarantees and the enforceability of the counter guarantee, further work out a written guarantee report and submit to the chief accountant and the president for review. After fulfilling the decision procedure of the meeting of the president's office meeting, the guarantee proposal shall be delivered to the office of the Board of Directors. The office of the Board of Directors shall make arrangements to go through the process for approval by the Board of Directors or the General Meeting, in accordance with the Articles of Association, these Measures and other relevant normative documents.

Article 11 The outside guarantees of the Company and its subsidiaries shall be considered by the Board of Directors or the General Meeting of the Company, and subject to the supervision of the Board of Supervisors.

Article 12 Guarantees to be provided that are subject to consideration and approval by the General Meeting of the Company include but not limited to the following:

- (I) Any guarantee granted after the total amount of external guarantees provided by the Company and the holding subsidiaries exceeds 50% of the net assets most recently audited;
- (II) Any guarantee provided for any warrantee with a debt to assets ratio of over 70%;
- (III) A single guarantee of the amount exceeding 10% of the net assets in most recently audited consolidated statement;
- (IV) Guarantees provided for shareholders, the actual controller or their related parties;

- (V) Guarantees exceeding 30% of the total assets in most recently audited consolidated statement of the Company when being aggregated with guarantees incurred in the preceding 12 consecutive months;
- (VI) Guarantees exceeding 50% of the net assets in most recently audited consolidated statement when being aggregated with guarantees incurred in the preceding 12 consecutive months and the absolute amount of which exceeds RMB50 million;
- (VII) Annual inside guarantee plan of the Company and its subsidiaries;
- (VIII) Annual plan of prevailing mortgage guarantee provided by the subsidiaries to the purchasers of commercial housing for real estate development business;
- (IX) Guarantees subject to approval by the General Meeting under the relevant provisions under the Listing Rules of the Stock Exchange, in particular the provisions in Chapters 13, 14, 14A and 19A.

When the General Meeting considers any guarantee stated in Paragraph. (IV) of this article, the shareholder concerned or the shareholder controlled by the actual controller shall not vote on such guarantee and the guarantee shall not be approved unless more than a half of the voting rights held by the other shareholders present at the meeting vote for it.

Any guarantee exceeding 30% of the total assets in most recently audited consolidated statement of the Company when being aggregated with guarantees incurred in the preceding 12 consecutive months shall be approved by more than two-thirds of the voting rights held by shareholders present at the meeting.

Article 13 Guarantees subject to consideration and approval by the General Meeting shall not be submitted to the General Meeting for consideration and approval unless being approved by more than a half of all the directors.

Article 14 All external guarantees other than those stated in Article 12 hereof shall be subject to consideration and approval by the Board of Directors.

For external guarantees subject to consideration and approval by the Board of Directors, the resolution cannot be made unless obtaining the approval of more than a half of all the directors and being signed and agreed by more than two-thirds of the directors attending the meeting of the Board of Directors.

Article 15 When considering the application for guarantee provided by a warrantee, the General Meeting or the Board of Directors shall act prudently and strictly control the risk of liability in providing external guarantees, carefully analyse the financial and operational status, industrial prospects and credit status of the warrantee, and make decisions prudently in accordance with laws. If necessary, external professional institutions may be engaged to evaluate the risks in providing external guarantees and such evaluation shall be used as the basis for decision making.

Article 16 Independent non-executive directors of the Company shall express independent opinions in respect of external guarantees when it is in consideration and review of the Board of Directors, and they may engage accounting firms to review the accumulated and current external guarantees of the Company. If there is any abnormality, a report shall be made to the Board of Directors and the supervision and management departments and an announcement shall be issued timely as required.

Article 17 The Company and its subsidiaries shall provide guarantees in strict proportion to their shareholding ratio. It is strictly forbidden to provide outside guarantees more than the shareholding ratio. The inside guarantee shall be submitted to the Board of Directors of the Company for approval if it is necessary to provide guarantee more than the shareholding ratio. At the same time, other shareholders of the warrantee or the third party recognized by the Board of Directors of the Company shall provide sufficient counter-guarantees with realizable value for the amount of guarantee exceeding the shareholding ratio. When providing guarantees more than the shareholding ratio and the counter-guarantee cannot be obtained for holding listed company or holding companies where minority shareholders hold employee shareholding plan or holding companies of equity fund, after the approval of the Board of Directors and subject to regulatory requirements, measures such as charging reasonable guarantee fees from the warrantee shall be adopted to guard against the risk of compensation.

Article 18 When the Company and its subsidiaries provide guarantees for enterprise abroad, in addition to fulfilling the internal approval procedures, the Company and its subsidiaries shall report to the foreign regulatory authorities for registration or filing in accordance with the foreign exchange management policy.

Chapter III Implementation and Information Disclosure of External Guarantees

Article 19 The Company and its subsidiaries shall enter into written guarantee contracts and counter-guarantee contracts for the provision of guarantees, and contractual review procedures shall be carried out before as required by the Company.

Article 20 The Company and its subsidiaries shall complete the relevant legal procedures when accepting counter-guarantee mortgage and pledge, in particular, the registration of mortgage or pledge in a timely manner.

Article 21 The Company charges a fee for external guarantees in accordance with the content of guarantees, and the specific guarantee fee rate shall be set by the Company as a whole.

Article 22 The Company shall disclose information in a timely manner after the resolutions in respect of the Company's external guarantees have been made by the Board of Directors, pursuant to requirements of the Administrative Measures for Information Disclosure of Listed Companies, Rules Governing the Listing of Stock and other regulatory documents.

Article 23 Information disclosure of external guarantees includes but not limited to the Board of Directors' advice, the aggregate amount of external guarantees by the Company and its controlling subsidiaries, the aggregate amount of guarantees to controlling subsidiaries by the Company and the proportion of the abovementioned amounts to the latest audited net assets of the Company.

Article 24 The annual plan for the inside guarantees of the Company and its subsidiaries is within the limits and scope of the plan of external announcement as considered and approved by the General Meeting of the Company, and shall be dealt with pursuant to the authorized approval by the General Meeting and the Board of Directors, and shall be disclosed in accordance with the requirements of the Administrative Measures for Information Disclosure of Listed Companies, the Listing Rules of the Stock Exchange and other regulatory documents.

Article 25 External guarantees of the Company and its subsidiaries shall be dealt with after the review and approval by the Board of Directors or General Meeting of the joint stock company as well as external announcement. If the specific guarantee information is yet to be determined when guarantee business is approved by the Board of Directors, relevant information shall be reported to the joint stock company and announced to the public in a timely manner after the confirmation of the guarantee contract.

Article 26 For the disclosed external guarantees, the disclosure obligation shall be fulfilled in a timely manner when the following circumstances arise:

- (I) the guaranteed party fails to settle the debts within 15 working days after the debts become due;
- (II) where the guaranteed party enters into bankruptcy or liquidation or other situations that seriously affect its solvency.

Article 27 The independent directors of the Company shall provide special description of the accumulated external guarantees and external guarantees for the current period and implementation of abovementioned provisions as well as their independent opinions in the annual report.

Chapter IV Daily Management and Risk Control of External Guarantees

Article 28 The Company and its subsidiaries undertake daily management for guarantees. The specific content shall include:

- (I) Establishment of guarantee business files as well as proper keeping and management of all relevant documents in respect of external guarantees of the Company and its subsidiaries, including relevant contracts, review and approval decision procedures, relevant implementation stage documents, etc.
- (II) Continuous attention to the guarantor and collection on the guarantor's operation, financial status and debts repayment on a quarterly basis. Subsidiaries shall conduct accurate statistics on the actual guarantee, and aggregate and report the guarantee report and statistical statement within 5 working days at the end of each quarter.
- (III) If material circumstances such as serious deterioration in business condition of the guarantor or dissolution or spin off of the Company and other circumstances that have or may have material adverse changes on the guarantor's ability of debt repayment, they shall be reported to the Finance Capital Department of the joint stock company.

Article 29 If the guaranteed debt expires and needs to be extended, or if the guarantor requests the change in guarantee, or if the additional inside guarantees limits of the Company and its subsidiaries exceed the amount of the annual guarantee scheme or the scope of the guarantee, the Company shall re-perform the review, approval and disclosure procedures.

Article 30 In the event that the guarantor fails to perform and the creditor asserts a claim against the Company and its subsidiaries, the applicant for the guarantee should request the Company to initiate counter-guarantee recovery procedures immediately.

Article 31 When the Company and its subsidiaries act as general guarantors, the Company and its subsidiaries shall not be liable for guarantees to the debtor until the dispute over the guarantee contract has been adjudicated or arbitrated, and the debtor's properties have been legally enforced but the debtor is still unable to meet its obligations.

Article 32 After the People's Court has accepted the debtor's bankruptcy case, if the creditor has not declared his claim, the applicant for guarantee should propose the Company to participate in the bankruptcy distribution and exercise the right of recovery in advance.

Chapter V Legal Liabilities for External Guarantees

Article 33 All directors of the Company shall review the Company's external guarantees strictly in accordance with the provisions under these Rules, relevant laws and regulations and regulatory documents and shall legally assume joint and several liabilities for any losses incurred as a result of irregular or inappropriate external guarantees.

Article 34 In case of any actual loss or adverse effects incurred by the Company as a result of unauthorized approval and signing of external guarantee contracts or neglect of duty by the relevant review departments and personnel or other senior management members of the Company involved in these Rules due to their failure to comply with the prescribed procedures, the Company shall pursue liability against the responsible person and take disciplinary action depending on the actual circumstances.

Chapter VI Supplementary Provisions

Article 35 These Rules shall apply to both the joint stock company and its subsidiaries. Subsidiaries shall, in accordance with the general requirements and principles of these Rules, draw up rules and regulations for the management of external guarantee business and submit them to the joint stock company for record.

Article 36 Matters uncovered herein shall be subject to the relevant provisions of the national laws and regulations, the relevant policies, Listing Rules of the Stock Exchange, other regulatory documents and the Articles of Association. The relevant provisions of the national laws and regulations, Listing Rules of the Stock Exchange, other regulatory documents and the Articles of Association shall prevail in the event of any discrepancy with these Rules.

Article 37 These Rules shall come into force and be implemented on the date of approval by the General Meeting of the Company and since shall replace any previous administrative rules for guarantees of the Company.

Article 38 The Board shall be responsible for the interpretations of these Rules.

NOTICE OF EGM



中国铁建
中國鐵建股份有限公司
China Railway Construction Corporation Limited
(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1186)

NOTICE OF 2021 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 second extraordinary general meeting (the “EGM”) of China Railway Construction Corporation Limited (the “Company”) will be held at the CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Tuesday, 21 December 2021 for the purpose of considering, and if thought fit, passing the following resolutions:

SEPARATE ORDINARY RESOLUTIONS

1. The resolution in relation to the election of executive directors and non-executive directors of the fifth session of the Board of the Company:
 - 1.1 the resolution in relation to the re-election of Mr. WANG Jianping as an executive director of the fifth session of the Board of the Company
 - 1.2 the resolution in relation to the re-election of Mr. ZHUANG Shangbiao as an executive director of the fifth session of the Board of the Company
 - 1.3 the resolution in relation to the re-election of Mr. CHEN Dayang as an executive director of the fifth session of the Board of the Company
 - 1.4 the resolution in relation to the re-election of Mr. LIU Ruchen as an executive director of the fifth session of the Board of the Company
 - 1.5 the resolution in relation to the appointment of Mr. GAO Lieyang as a non-executive director of the fifth session of the Board of the Company

NOTICE OF EGM

2. The resolution in relation to the election of independent non-executive directors of the fifth session of the Board of the Company:
 - 2.1 the resolution in relation to the appointment of Mr. MA Chuanjing as an independent non-executive director of the fifth session of the Board of the Company
 - 2.2 the resolution in relation to the appointment of Mr. ZHAO Lixin as an independent non-executive director of the fifth session of the Board of the Company
 - 2.3 the resolution in relation to the appointment of Mr. XIE Guoguang as an independent non-executive director of the fifth session of the Board of the Company
 - 2.4 the resolution in relation to the appointment of Mr. TSIN Wai Lun as an independent non-executive director of the fifth session of the Board of the Company
3. The resolution in relation to the election of shareholder representative supervisors of the fifth session of the supervisory committee of the Company:
 - 3.1 the resolution in relation to the appointment of Mr. ZHAO Wei as a shareholder representative supervisor of the fifth session of the supervisory committee of the Company
 - 3.2 the resolution in relation to the re-election of Mr. LIU Zhengchang as a shareholder representative supervisor of the fifth session of the supervisory committee of the Company

ORDINARY RESOLUTION

4. The resolution in relation to the amendments to Administrative Measures for External Guarantees of China Railway Construction Corporation Limited

By order of the Board
China Railway Construction Corporation Limited
WANG Jianping
Chairman

Beijing, the PRC
1 December 2021

NOTICE OF EGM

Notes:

- (a) Unless otherwise specified, details of the resolution are set out in the circular of the Company dated 1 December 2021 (the “**Circular**”). Terms defined in the Circular shall have the same meanings when used in this notice unless the context otherwise requires.
- (b) The H Share register of members of the Company will be temporarily closed from Thursday, 16 December 2021 to Tuesday, 21 December 2021 (both days inclusive), during which period no transfer of H Shares will be registered. Any H Shareholders, whose names appear on the Company’s register of members at the close of business on Wednesday, 15 December 2021, are entitled to attend and vote at the EGM after completing the registration procedures for attending and voting at the EGM. For unregistered H Shareholders of the Company who intend to attend the EGM, all share certificates and the relevant transfer documents must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited not later than 4:30 p.m. on Wednesday, 15 December 2021.

The address of Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, is as follows:

Shops 1712–1716
17/F, Hopewell Centre
183 Queen’s Road East
Wan Chai, Hong Kong

- (c) A Shareholders or H Shareholders of the Company, who intend to attend the EGM, must complete the reply slips for attending the EGM and return the same to the Office of the Board of the Company not later than 2 business days before the date of the EGM, i.e. on or before Friday, 17 December 2021.

Details of the Office of the Board of the Company are as follows:

East, No. 40 Fuxing Road
Haidian District
Beijing
The People’s Republic of China
Postal code: 100855
Fax: (8610) 5268 8302

- (d) Each H Shareholder who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. A proxy of a Shareholder who has appointed more than one proxy shall only vote on a poll.
- (e) The instrument appointing a proxy by the Shareholders must be signed by the person appointing the proxy or an attorney duly authorised by such person in writing. If the instrument is signed by an attorney of the person appointing the proxy, the power of attorney authorising to sign, or other documents of authorisation, shall be notarially certified.
- (f) To be valid, for H Shareholders, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, the address of which is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof.

NOTICE OF EGM

- (g) Each A Shareholder is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. Notes (d) and (e) also apply to A Shareholders, only that the proxy form or other documents of authorisation must be delivered to the Office of the Board of the Company, the address of which is set out in Note (c) above, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (h) If a proxy is authorised to attend the EGM on behalf of a Shareholder, such authorised proxy shall produce his identification document and the instrument or document signed by the appointer or his legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints a corporate representative to attend the EGM, such representative shall produce his identification document and the notarised copy of the resolution passed by the board of directors or other authority or other notarised copy of the license issued by such legal person Shareholder.
- (i) Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.
- (j) The cumulative voting method shall be adopted for the voting of resolutions No. 1, No. 2 and No. 3. The cumulative voting method refers to the voting for the election of executive directors, non-executive directors or independent non-executive directors or shareholder representative supervisors at general meetings where each share is entitled to the same number of votes which equals to the total number of executive directors, non-executive directors or independent non-executive directors or shareholder representative supervisors to be elected, and the entire votes, represented by the shares held by each Shareholder, can be equally cast for each candidate or can be consolidated to vote for one or certain candidate(s). For example, if a Shareholder holds 100 Shares, then he/she is entitled to 500 votes, 400 votes and 200 votes for resolutions No. 1, No. 2 and No. 3, respectively. He/she may cast his/her respective votes equally to each of the candidates of executive directors, non-executive directors or independent non-executive directors or shareholder representative supervisors with 100 votes for each; or cast respective votes entirely for one or certain candidate(s) of executive directors, non-executive directors or independent non-executive directors or shareholder representative supervisors.

Please note with particular attention that the sum of your votes cast for all candidates of executive directors, non-executive directors or independent non-executive directors or shareholder representative supervisors shall not exceed the entire votes represented by the shares held by each Shareholder. That is, if the total votes a Shareholder cast for one, certain or all candidate(s) of executive directors, non-executive directors or independent non-executive directors or shareholder representative supervisors exceed his/her entire votes represented by the shares held by him/her, then all the votes will be invalid; if the total votes a Shareholder cast for one, certain or all candidate(s) of executive directors, non-executive directors or independent non-executive directors or shareholder representative supervisors are fewer than his/her entire votes represented by the shares held by him/her, then the votes cast by him/her shall be valid, and the votes not cast shall be deemed to have been waived by him/her. If a candidate of executive directors, non-executive directors or independent non-executive directors or shareholder representative supervisors obtains more than half of the votes representing total number of shares with voting rights (assuming the cumulative voting has not been adopted) from the Shareholders attending the EGM, he/she will be deemed as elected.