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中国铁建
CRCC High-Tech Equipment Corporation Limited
中國鐵建高新裝備股份有限公司

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

(Stock Code: 1786)

NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 second extraordinary general meeting (the “**EGM**”) of CRCC High-Tech Equipment Corporation Limited (the “**Company**”) will be held at the office building of the Company at No. 384, Yangfangwang, Jinma Town, Kunming City, Yunnan Province, the PRC at 9:00 a.m. on Friday, 13 December 2024 for the purpose of considering, and if thought fit, passing the following ordinary resolution:

To consider and approve the resolution in relation to the proposed change of auditor of the Company for the year 2024 and the authorization to the Board to fix the remuneration thereof.

The full text of the ordinary resolution is set out below:

Reference is made to the announcement of the Company dated 18 November 2024 in relation to the proposed change of auditor.

Reference are made to the circular dated 7 June 2024 and the announcement dated 28 June 2024 of the Company in relation to, among other things, the re-appointment of BDO China SHU LUN PAN Certified Public Accountants LLP (“**BDO**”) as the auditor of the Company for the year 2024 to carry out auditing for the financial statements of the Company for the year 2024 and to review its 2024 interim financial statements according to the China Accounting Standards for Business Enterprises, with the term of office expiring on the date of the conclusion of the 2024 annual general meeting.

The board of directors of the Company (the “**Board**”) hereby announces that as BDO has served as the audit service agency of China Railway Construction Group Corporation (中國鐵道建築集團有限公司), a controlling shareholder of the Company, for eight years, in accordance with the relevant requirements under the Administrative Measures for the Appointment of Accounting Firms by State-owned Enterprises and Listed Companies (Cai Kuai [2023] No. 4) (《國有企業、上市公司選聘會計師事務所管理辦法》(財會[2023]4號)), the Company proposes to change the auditor for the year 2024 to maintain the independence of the audit agency.

On 18 November 2024, upon consideration and approval by the audit and risk management committee under the Board of the Company (the “**Audit and Risk Management Committee**”) and the Board, the Board proposes to appoint Grant Thornton Zhitong Certified Public Accountants LLP (“**Grant Thornton**”) as the auditor of the Company for the year 2024 to carry out auditing for the financial statements of the Company for the year 2024 according to the China Accounting Standards for Business Enterprises. The Audit and Risk Management Committee and the Board have taken into account a number of factors in assessing the qualifications and suitability of appointing Grant Thornton as the Company’s auditor for the year 2024, including but not limited to:

1. a good reputation and influence of Grant Thornton in the capital markets;
2. the professional expertise, technical competence, and relevant resources of Grant Thornton, including its experience in providing audit work for companies listed on The Stock Exchange of Hong Kong Limited, as well as its familiarity with the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and China Accounting Standards for Business Enterprises;
3. the independence and objectivity of Grant Thornton;
4. the resources and capabilities of Grant Thornton to complete the audit work within a stipulated schedule; and
5. the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors (《審計委員會有效運作指引－甄選、委任及重新委任核數師》) published by the Accounting and Financial Reporting Council of Hong Kong.

Based on the above, the Audit and Risk Management Committee has assessed and believes that Grant Thornton is independent, suitable, and competent (including in terms of manpower, professional expertise, time, and other resources) to serve as the auditor of the Company for the year 2024, and has recommended the Board to appoint Grant Thornton as the auditor of the Company for the year 2024. The Audit and Risk Management Committee and the Board are of the view that the change of auditor will not have any material impact on the Company and is in the interests of the Company and the shareholders as a whole.

According to the requirements of the Company’s articles of association, the engagement, dismissal, or non-renewal of engagement of an accounting firm shall be decided upon by the general meeting. The above proposal of change of auditor shall subject to discussion and consideration at the EGM, and shall take effect from the date of consideration and approval at the EGM. The term of Grant Thornton will commence from the date of consideration and approval at the EGM and end on the date of the conclusion of the 2024 annual general meeting of the Company.

The Company has fully communicated with BDO regarding the matters related to the change of auditor. BDO has provided a written confirmation to the Board that it is expressly aware of the matters related to the change of auditor, and save as set out in this notice, there are no other matters that need to be brought to the attention of the shareholders of the Company, and there are no disagreements or outstanding issues between BDO and the Company. The Audit and Risk Management Committee and the Board have also confirmed that there are no disagreements or outstanding issues between BDO and the Company, and save as set out in this notice, there are no other matters related to the change of auditor that need to be brought to the attention of the shareholders of the Company.

The Audit and Risk Management Committee and the Board have further confirmed that BDO has not yet commenced any audit work on the Company's consolidated financial statements for the financial year ending 31 December 2024. Therefore, the change of auditor is not expected to have any significant impact on the annual audit for the year ending 31 December 2024.

The Board also proposes the EGM to authorise the Board of the Company to determine the audit fees for Grant Thornton, and to authorise the management of the Company to appoint auditors for the audit of the overseas subsidiaries (if necessary) during the year as appropriate and determine the audit fees.

By Order of the Board
CRCC High-Tech Equipment Corporation Limited
Tong Pujiang
Chairman

Kunming, the PRC, 25 November 2024

As at the date of this notice, the Board of the Company comprises Mr. Tong Pujiang, Mr. Xiang Daqiang, Mr. Chen Yongxiang and Mr. Mo Bin, as executive directors; Mr. Lyu Jing and Mr. Xie Huagang, as non-executive directors; and Mr. Wu Yuntian, Mr. Na Pengjie and Ms. Chu Ching, as independent non-executive directors.

Notes:

- (a) The H share register of members of the Company will be closed from Tuesday, 10 December 2024 to Friday, 13 December 2024 (both days inclusive), during which period no transfer of H shares of the Company will be registered. In order to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 9 December 2024. Any holders of H shares and domestic shares, whose names appear on the Company's register of members on Friday, 13 December 2024 are entitled to attend and vote at the EGM after completing the registration procedures for attending the EGM.

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

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

- (b) Holders of H shares and domestic shares of the Company, who intend to attend the EGM, must complete the reply slip for attending the EGM and return the same to the office of the Board on or prior to Monday, 9 December 2024.

Details of the office of the Board are as follows:

No. 384, Yangfangwang
Jinma Town, Kunming City
Yunnan Province
PRC
Postal code: 650215
Fax: +86 871 6383 1000

- (c) Each holder of H shares of the Company who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his/her/its behalf at the EGM.
- (d) 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 the attorney to sign, or other documents of authorisation, shall be notarially certified.
- (e) To be valid, for holders of H shares of the Company, the form of proxy, and if the form of proxy 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 authorisation documents, must be delivered to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM (i.e. 9:00 a.m. on Thursday, 12 December 2024) or any adjournment thereof.
- (f) Each holder of domestic shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his/her/its behalf at the EGM. Notes (c) and (d) also apply to holders of domestic shares, only that the form of proxy 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 (b) above, not less than 24 hours before the time fixed for holding the EGM (i.e. 9:00 a.m. on Thursday, 12 December 2024) or any adjournment thereof in order for such documents to be valid.
- (g) If a proxy attends the EGM on behalf of a shareholder, he/she/it shall produce his/her/its identification document and the instrument or document signed by the appointer or his/her/its legal representative specifying the date of its issuance. If a legal person shareholder appoints a corporate representative to attend the EGM, such representative shall produce his/her/its 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.
- (h) Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.