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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)

## **NOTICE OF 2017 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2017 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 Friday, 22 December 2017 for the purposes of considering, and if thought fit, passing the following resolutions:

### **SPECIAL RESOLUTIONS**

1. To consider and approve the proposal on the satisfaction of the conditions of the public issuance of A share convertible bonds;
2. To consider and approve the proposal on the proposed issuance of A share convertible bonds;
  - 2.1 Type of securities to be issued
  - 2.2 Size of issuance
  - 2.3 Par value and issue price
  - 2.4 Term
  - 2.5 Interest rate

- 2.6 Method and timing of interest payment
- 2.7 Conversion period
- 2.8 Determination and adjustment of the conversion price
- 2.9 Terms of downward adjustment to conversion price
- 2.10 Method for determining the number of shares for conversion
- 2.11 Entitlement to dividend in the year of conversion
- 2.12 Terms of redemption
- 2.13 Terms of sale back
- 2.14 Method of issuance and target investors
- 2.15 Subscription arrangement for the existing shareholders
- 2.16 A share convertible bond holders and A share convertible bond holders' meetings
- 2.17 Use of proceeds
- 2.18 Rating
- 2.19 Guarantee and security
- 2.20 Deposit account for proceeds raised
- 2.21 Validity period of the resolution
- 2.22 Authorizations

3. To consider and approve the proposal on the preliminary plan of the proposed issuance of A share convertible bonds;
4. To consider and approve the proposal on the dilution of immediate returns by the proposed issuance of A share convertible bonds and the remedial measures to be adopted;
  - 4.1 The dilution of immediate returns by the proposed issuance of A share convertible bonds and the remedial measures to be adopted
  - 4.2 Undertaking letter of China Railway Construction Corporation in relation to practical performance of remedial and return measures
  - 4.3 Undertaking letter of directors and senior management of the Company in relation to practical performance of remedial and return measures
5. To consider and approve the proposal on the feasibility report on the use of proceeds raised from the proposed issuance of A share convertible bonds;
6. To consider and approve the proposal on the status of use of previously raised proceeds;
7. To consider and approve the proposal on rules for A share convertible bond holders' meeting;
8. To consider and approve the proposal on the shareholders' return plan for three years of 2018 to 2020;

### **ORDINARY RESOLUTIONS**

9. To consider and approve the proposal on the connected transaction in relation to the possible subscription for A share convertible bonds by China Railway Construction Corporation;
10. To consider and approve the proposal on the special self-inspection report of real estate development business;

11. To consider and approve the proposal on the undertakings on compliance of relevant real estate enterprises by the controlling shareholder, directors, supervisors and senior management of the Company.

11.1 Undertaking of China Railway Construction Corporation on compliance of relevant real estate enterprises;

11.2 Undertaking of directors, supervisors and senior management of the Company on compliance of relevant real estate enterprises.

By order of the Board  
**China Railway Construction Corporation Limited**  
**MENG Fengchao**  
*Chairman*

Beijing, the PRC  
7 November 2017

*As at the date of this notice, the Board comprises Mr. MENG Fengchao (Chairman and Executive Director), Mr. ZHUANG Shangbiao (President and Executive Director), Mr. GE Fuxing (Non-executive Director), Mr. WANG Huacheng (Independent Non-executive Director), Mr. Patrick SUN (Independent Non-executive Director), Mr. CHENG Wen (Independent Non-executive Director) and Ms. Amanda Xiao Qiang LU (Independent Non-executive Director).*

*Notes:*

- (a) A circular containing details of the resolutions as set out in the notice will be dispatched to the shareholders in due course.
- (b) The H Share register of members of the Company will be temporarily closed from Wednesday, 22 November 2017 to Friday, 22 December 2017 (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 Tuesday, 21 November 2017, 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 Tuesday, 21 November 2017.

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  
Wanchai, 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 Secretariat of the Board of the Company not later than 20 days before the date of the EGM, i.e. on or before Saturday, 2 December 2017.

Details of the Secretariat 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 authorizing to sign, or other documents of authorization, 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, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof.
- (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 authorization must be delivered to the Secretariat 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 notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of the license issued by such legal person Shareholder.
- (i) Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.