
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 form of proxy 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.

The Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 DISTRIBUTION OF THE FINAL DIVIDEND FOR 2018;
PROPOSED DETERMINATION OF THE CAPS FOR GUARANTEES FOR WHOLLY-
OWNED SUBSIDIARIES OF THE COMPANY FOR 2019;
PROPOSED PAYMENT OF 2018 AUDIT FEE AND APPOINTMENT OF EXTERNAL
AUDITORS FOR 2019;
PROPOSED APPROVAL OF REMUNERATION OF DIRECTORS AND SUPERVISORS
FOR 2018;
PROPOSED AMENDMENTS TO THE MEASURES FOR THE MANAGEMENT OF
REMUNERATION OF DIRECTORS AND SUPERVISORS OF CHINA RAILWAY
CONSTRUCTION CORPORATION LIMITED;
PROPOSED APPOINTMENT OF A DIRECTOR;
PROPOSED INCREASE OF ISSUANCE SIZE OF DOMESTIC AND OVERSEAS BONDS;
PROPOSAL FOR GENERAL MANDATE TO ISSUE SHARES;
AND
NOTICE OF AGM**

A notice convening the AGM 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, 18 June 2019 is set out at the end of this circular.

A reply slip and a proxy form to be used at the AGM 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 AGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon on or before Tuesday, 28 May 2019. Shareholders who intend to appoint a proxy to attend the AGM 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 AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the AGM or any adjournment thereof and voting in person if you so wish.

30 April 2019

CONTENTS

	<i>Page</i>
Definitions	ii
Letter from the Board	1
1. Proposed distribution of the final dividend for 2018	3
2. Proposed determination of the caps for guarantees for wholly-owned subsidiaries of the Company for 2019	5
3. Proposed payment of 2018 audit fee and appointment of external auditors for 2019 . . .	7
4. Proposed approval of remuneration of Directors and Supervisors for 2018	8
5. Proposed amendments to the Measures for the Management of Remuneration of Directors and Supervisors of China Railway Construction Corporation Limited	8
6. Proposed appointment of a Director	9
7. Proposed increase of issuance size of domestic and overseas bonds	10
8. Proposal for general mandate to issue shares	13
9. AGM	13
10. Recommendations	14
Appendix I – Work Report of the Supervisory Committee for 2018	15
Appendix II – Measures for the Management of Remuneration (Remuneration, Work Subsidy) of Directors and Supervisors of China Railway Construction Corporation Limited	23
Notice of AGM	25

DEFINITIONS

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

“A Share(s)”	means the domestically-listed share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange
“AGM”	means the 2018 annual 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, 18 June 2019
“Articles of Association”	means the Articles of Association of China Railway Construction Corporation Limited
“A Shareholder(s)”	means holder(s) of A Share(s)
“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
“Company Law”	means the Company Law of the People’s Republic of China
“CSRC”	means China Securities Regulatory Commission
“Director(s)”	means the director(s) of the Company
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“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 Stock Exchange of Hong Kong Limited, as amended from time to time
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited

DEFINITIONS

“H Share(s)”	means the overseas-listed foreign invested share(s) 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)
“Latest Practicable Date”	means 23 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“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
“Shareholder(s)”	means the shareholder(s) of the Company, including A Shareholder(s) and H Shareholder(s)
“Share(s)”	means the share(s) of the Company with a nominal value of RMB1.00 each, including A Share(s) and H Share(s)
“%”	means percentage

LETTER FROM THE BOARD



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)

Directors:

Mr. CHEN Fenjian (*Chairman and Executive Director*)
Mr. ZHUANG Shangbiao (*President and Executive Director*)
Mr. LIU Ruchen (*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*)
Ms. Amanda Xiao Qiang LU (*Independent Non-executive Director*)

Registered office:

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

*Principal place of business in
Hong Kong:*

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

30 April 2019

To H Shareholders

Dear Sir or Madam,

**PROPOSED DISTRIBUTION OF THE FINAL DIVIDEND FOR 2018;
PROPOSED DETERMINATION OF THE CAPS FOR GUARANTEES FOR WHOLLY-
OWNED SUBSIDIARIES OF THE COMPANY FOR 2019;
PROPOSED PAYMENT OF 2018 AUDIT FEE AND APPOINTMENT OF EXTERNAL
AUDITORS FOR 2019;
PROPOSED APPROVAL OF REMUNERATION OF DIRECTORS AND SUPERVISORS
FOR 2018;
PROPOSED AMENDMENTS TO THE MEASURES FOR THE MANAGEMENT OF
REMUNERATION OF DIRECTORS AND SUPERVISORS OF CHINA RAILWAY
CONSTRUCTION CORPORATION LIMITED;
PROPOSED APPOINTMENT OF A DIRECTOR;
PROPOSED INCREASE OF ISSUANCE SIZE OF DOMESTIC AND OVERSEAS BONDS;
PROPOSAL FOR GENERAL MANDATE TO ISSUE SHARES;
AND
NOTICE OF AGM**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the information regarding, among others, the following resolutions to be proposed at the AGM so that you may make informed decisions on whether to vote in favour of or against such resolutions at the AGM:

- (1) Proposed distribution of the final dividend for 2018;
- (2) Proposed determination of the caps for guarantees for wholly-owned subsidiaries of the Company for 2019;
- (3) Proposed payment of 2018 audit fee and appointment of external auditors for 2019;
- (4) Proposed approval of remuneration of Directors and Supervisors for 2018;
- (5) Proposed amendments to the Measures for the Management of Remuneration of Directors and Supervisors of China Railway Construction Corporation Limited;
- (6) Proposed appointment of a Director;
- (7) Proposed increase of issuance size of domestic and overseas bonds; and
- (8) Proposal for general mandate to issue shares.

The above resolutions (7) and (8) will be resolved by way of special resolutions and the remaining resolutions will be resolved by way of ordinary resolutions.

In accordance with relevant regulatory requirements and the provisions of the Articles of Association, the Supervisory Committee of the Company prepared the work report of the Supervisory Committee for 2018, details of which are set out in Appendix I to this circular.

Furthermore, Shareholders will listen to the 2018 work report of the independent non-executive Directors at the AGM, which will not require Shareholders' resolution.

LETTER FROM THE BOARD

1. PROPOSED DISTRIBUTION OF THE FINAL DIVIDEND FOR 2018

Pursuant to the audited financial report of the Company for 2018, the undistributed profit of the parent company was RMB10,900,866,035.34 as at the beginning of 2018, plus a net profit of RMB3,394,437,790.53 realised by the parent company in the year, less the cash dividend of RMB2,444,317,470.00 for 2017, and the distribution of renewable corporate bonds and expense of the renewable loans of RMB866,982,777.79 due to the trigger for mandatory interest payment, the distributable profit of the parent company by the end of year amounted to RMB10,984,003,578.08.

The profit available for distribution by the parent company for 2018 shall be appropriated in the order set out below according to the Company Law and the Articles of Association:

- (1) The distributable profit of the parent company for the year was RMB10,644,559,799.03, after the statutory surplus reserve fund of RMB339,443,779.05 withdrawn based on a 10% of net profit of the parent company realised for year 2018;
- (2) A cash dividend of RMB0.21 (tax inclusive) per Share will be distributed, based on the total issued share capital of 13,579,541,500 Shares as at 31 December 2018, totaling RMB2,851,703,715.00. Upon such distribution, the remaining undistributed profit of the parent company will amount to RMB7,792,856,084.03, which will be carried forward to the next year.
- (3) The Chairman was authorized to handle matters and sign legal documents in relation to the dividend distribution.

The aforementioned distribution plan was considered and approved at the eighteenth meeting of the fourth session of the Board of the Company, to which the independent Directors of the Company gave their independent consent, and will be put forward for Shareholders' approval at the AGM as an ordinary resolution. If approved, the Company will further announce the arrangement for the distribution of the final dividend, including the record date for distribution of the dividend, the closure of the register of members and other relevant matters.

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (which was effective from 29 December 2018) and the relevant implementation rules, the Company has the obligation to withhold and pay the enterprise income tax at a rate of 10% before the distribution of the final dividend for 2018 to the non-resident enterprise Shareholders. Any H Shares registered under the names of non-individual Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organisations and groups are deemed to be held by non-resident enterprise Shareholders. The Company will distribute the final dividend to such non-individual Shareholders after withholding the enterprise income tax at a rate of 10%.

LETTER FROM THE BOARD

According to Guo Shui Han [2011] No. 348 issued by the State Administration of Taxation, the Company shall withhold and pay the individual income tax for dividend payable to the individual H Shareholders. The individual H Shareholders are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties between the countries where they are residents and China or the tax arrangements between mainland China and Hong Kong (Macau). If the individual H Shareholders are Hong Kong or Macau residents or residents of the countries having an agreed dividend tax rate of 10% with China, the Company shall withhold and pay the individual income tax at a rate of 10%. Should the individual H Shareholders be residents of the countries having an agreed dividend tax rate of less than 10% with China, the Company would apply for entitlement of the relevant agreed preferential tax treatment on their behalf in accordance with the Announcement of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-resident Taxpayers under Tax Treaties (Announcement of the State Administration of Taxation No. 60 issued in 2015) (《國家稅務總局關於發布〈非居民納稅人享受稅收協定待遇管理辦法〉的公告》(國家稅務總局公告2015年第60號)). Should the individual H Shareholders be residents of the countries having an agreed dividend tax rate exceeding 10% but lower than 20% with China, the Company shall withhold and pay the individual income tax at the actual agreed rate. In case the individual H Shareholders are residents of the countries having not entered into any tax treaty with China, or having an agreed dividend tax rate with China of 20% or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

LETTER FROM THE BOARD

In accordance with the relevant requirements of the Notice on Issues Regarding the Different Individual Income Tax Policies on Dividends and Bonus of Listed Companies (《關於上市公司股息紅利差別化個人所得稅政策有關問題的通知》) (Cai Shui [2015] No. 101), for shares of listed companies obtained by individuals from public offerings or the market, where the holding period is within one month (inclusive), dividends received are fully recorded as taxable income; where the holding period is more than one month but less than one year (inclusive), 50% of dividends received are recorded as taxable income on a provisional basis. All of the incomes above are subject to an individual income tax rate of 20%. For shares of listed companies obtained by individuals from public offerings or the market, when the holding period exceeds one year, dividends received are exempt from individual income tax on a provisional basis.

The Company assumes no liability in respect of any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders, or any disputes over the mechanism of withholding and payment.

2. PROPOSED DETERMINATION OF THE CAPS FOR GUARANTEES FOR WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY FOR 2019

The total amount of guarantees provided by the Company to its wholly-owned subsidiaries for 2019 is set to be RMB80 billion, of which, the specific subsidiaries and relevant caps of guarantees for various business segments are as follows:

Business segments	Wholly-owned subsidiaries	The amount of guarantees for companies of the same segment <i>(unit: RMB billion)</i>
Construction operations, logistics and materials trading	China Civil Engineering Construction Corporation, China Railway 11th Bureau Group Co., Ltd., China Railway 12th Bureau Group Co., Ltd., China Railway Construction Bridge Engineering Group Co., Ltd., China Railway 14th Bureau Group Co., Ltd., China Railway 15th Bureau Group Co., Ltd., China Railway 16th Bureau Group Co., Ltd., China Railway 17th Bureau Group Co., Ltd., China Railway 18th Bureau Group Co., Ltd., China Railway 19th Bureau Group Co., Ltd., China Railway 20th Bureau Group Co., Ltd., China Railway 21st Bureau Group Co., Ltd., China Railway 22nd Bureau Group Co., Ltd., China Railway 23rd Bureau Group Co., Ltd., China Railway 24th Bureau Group Co., Ltd., China Railway 25th Bureau Group Co., Ltd., China Railway Construction Group Ltd., China Railway Electrification Bureau Group Co., Ltd., China Railway Construction and Waterway Bureau Co., Ltd., CRCC Urban Engineering Co., Ltd., China Railway Goods and Materials Co., Ltd., China Railway Construction International Group Co., Ltd., CRCC Huanan Construction Co., Ltd. (中鐵建華南建設有限公司) and China Railway Strait Construction Group Co., Ltd. (中鐵海峽建設集團有限公司)	40

LETTER FROM THE BOARD

Business segments	Wholly-owned subsidiaries	The amount of guarantees for companies of the same segment <i>(unit: RMB billion)</i>
Survey, design and consultancy, manufacturing	China Railway First Survey and Design Institute Group Co., Ltd., China Railway Fourth Survey and Design Institute Group Co., Ltd., China Railway Fifth Survey and Design Institute Group Co., Ltd., China Railway Shanghai Design Institute Group Co., Ltd., and China Railway Construction Heavy Industry Co., Ltd.	1
Real estate and capital operation	China Railway Real Estate Group Co., Ltd., China Railway Construction Investment Group Co., Ltd., China Railway Construction Kunlun Investment Group Co., Ltd., China Railway Construction North China Investment Co., Ltd., China Railway Construction South Construction Investment Co., Ltd., CRCC Chongqing Investment Group Co., Ltd., China Railway Maglev Transportation Investment and Construction Co., Ltd., CRCC North Bay Construction and Investment Co., Ltd., CRCC Northwest Investment and Construction Co., Ltd. and CRCC Urban Construction and Investment Group Co., Ltd.	24
Others	China Railway Construction Business Management Co., Ltd., Chenghe Insurance Brokers Co., Ltd., CRCC Assets Management Co., Ltd., CRCC Yuxiang Limited, CRCC Yupeng Limited and CRCC Cyber Information Technology Co., Ltd.	15
	Total	80

- (1) Within the total amount of guarantees, the Company could adjust the caps for guarantees among different segments, according to the actual business needs of the Company.
- (2) The Board proposes to be authorized to consider and approve matters relating to guarantees to the wholly-owned subsidiaries (including newly established wholly-owned subsidiaries) within the approved total amount of guarantees.
- (3) The validity period of the caps for guarantees shall commence on the date of the resolution of general meeting of the year being publicized and shall end on the date of the resolution of general meeting of next year being publicized.

This proposal was considered and approved at the eighteenth meeting of the fourth session of the Board of the Company, for which the independent Directors of the Company gave their independent consent. Pursuant to the relevant requirements of regulatory authorities and relevant stipulations of the Company, this proposal will be put forward at the AGM as an ordinary resolution for Shareholders' approval.

LETTER FROM THE BOARD

3. PROPOSED PAYMENT OF 2018 AUDIT FEE AND APPOINTMENT OF EXTERNAL AUDITORS FOR 2019

Subject to the approval at 2017 annual general meeting, the Company appointed Deloitte Touche Tohmatsu CPA LLP (“**Deloitte CPA**”) as the external auditors for 2018 and appoint Deloitte CPA as the internal control auditors for 2018.

Subject to the negotiation of the management of the Company with Deloitte CPA, the Company proposed to pay the review and audit service fee for the financial statements of RMB25.38 million and audit service fee for internal control of RMB2.16 million, totalling RMB27.54 million.

As both parties have been maintaining stable cooperation, the Company intends to re-engage Deloitte CPA as the external auditors for 2019 to carry out the audit work for the financial statements of the Company for 2019 and to review its interim financial statements for 2019, and to appoint Deloitte CPA as the internal control auditors for 2019. The relevant service charge shall be reported to and reviewed by the Board subsequent to the negotiation between the management and Deloitte CPA as commissioned by the Board.

This proposal was considered and approved at the tenth meeting of the Audit and Risk Management Committee of the fourth session of the Board and the eighteenth meeting of the fourth session of the Board of the Company, to which the independent Directors of the Company gave their independent consent, and will be put forward at the AGM as an ordinary resolution for Shareholders’ approval.

LETTER FROM THE BOARD

4. PROPOSED APPROVAL OF REMUNERATION OF DIRECTORS AND SUPERVISORS FOR 2018

Details of the remuneration of the Directors and Supervisors of the Company for 2018 were set out in the Section IX “Directors, Supervisors, Senior Management and Staff” in the 2018 annual report of the Company. Relevant remuneration was considered and approved at the fifth meeting of the Remuneration and Evaluation Committee of the fourth session of the Board and the eighteenth meeting of the fourth session of the Board of the Company, to which the independent Directors of the Company gave their independent consent, and will be put forward at the AGM as an ordinary resolution for Shareholders’ approval.

5. PROPOSED AMENDMENTS TO THE MEASURES FOR THE MANAGEMENT OF REMUNERATION OF DIRECTORS AND SUPERVISORS OF CHINA RAILWAY CONSTRUCTION CORPORATION LIMITED

In order to improve the corporate governance of the Company, as well as to enhance and regulate the management of the remuneration of the Directors and the Supervisors of the Company, the Company intended to revise the Measures for the Management of Remuneration of Directors and Supervisors of China Railway Construction Corporation Limited in accordance with the relevant regulations and the Articles of Association, and based on the actual conditions of the Company.

Please refer to Appendix II in this circular for the revised version of the Measures for the Management of Remuneration of Directors and Supervisors of China Railway Construction Corporation Limited.

This resolution was considered and approved at the fifth meeting of the Remuneration and Evaluation Committee of the fourth session of the Board, and the eighteenth meeting of the fourth session of the Board, to which the independent Directors of the Company gave their independent consent. This proposal will be put forward at the AGM as an ordinary resolution for Shareholders’ approval.

LETTER FROM THE BOARD

6. PROPOSED APPOINTMENT OF A DIRECTOR

As recommended by China Railway Construction Group Co., Ltd., the controlling Shareholder of the Company, and as considered and approved by the Nomination Committee of the Board of the Company, Mr. CHEN Dayang was nominated as a candidate for executive Director of the Company. The term of office of Mr. CHEN Dayang will be effective from the date of his election at the general meeting, the same as that of the fourth session of the Board of the Company (except for re-election).

The biographical details of Mr. CHEN is set out as follows:

Mr. CHEN Dayang, aged 56, a Chinese with no right of abode overseas, is currently the deputy secretary to the Party Committee of the Company and the employee representative director and the deputy secretary to the Party Committee of China Railway Construction Group Co., Ltd. Mr. CHEN joined the workforce in October 1981, and successively served as the director at the Talent Exchange Center, the deputy head of human resources department (cadre department) and the director at the Talent Exchange Center of China Railway Construction Corporation. From December 2005 to July 2011, he successively served as the head of human resources department of China Railway Construction Corporation, the head of human resources department of the Company and the head of human resources department of the Company (cadre department of the Party Committee), the assistant to the president and the head of human resources department of the Company (cadre department of the Party Committee). From July 2011 to November 2018, he successively 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 representative director of CSR Corporation Limited; the deputy secretary to the Party Committee and the secretary of disciplinary committee of CSR Group; the member of the standing committee of the Party Committee and the secretary of disciplinary committee of CRRC Corporation Limited; 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. He has served as the deputy secretary to the Party Committee of China Railway Construction Co., Ltd. since November 2018. He has served as the employee representative director, the deputy secretary to the Party Committee of China Railway Construction Co., Ltd. and the deputy secretary to the Party Committee of the Company since December 2018. Mr. CHEN graduated from Shijiazhuang Tiedao Institute, majoring in Railway Engineering, and obtained a master degree of business management. He is a senior engineer.

Upon shareholders' approval coming into effect of the appointment of Mr. CHEN, the Company will enter into a director's service contract with Mr. CHEN. His remuneration as an executive Director of the Company will be determined based on the remuneration policy for executive Directors of the Company and subject to the approval at the general meeting.

LETTER FROM THE BOARD

As of the Latest Practicable Date, Mr. CHEN does not have nor is deemed to have any interest or short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed in this circular, as of the Latest Practicable Date, Mr. CHEN had not held any other positions in the Company or any of its subsidiaries in the last three years, nor any directorship in other listed public companies. As of the Latest Practicable Date, Mr. CHEN had no connected relationship with any directors, senior management, substantial shareholders or controlling shareholder of the Company. There is no information relating to Mr. CHEN 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 had been no other matter relating to Mr. CHEN's appointment that needs to be brought to the attention of the Shareholders.

This resolution was considered and approved at the fourteenth meeting of the fourth session of the Board, and the fifth meeting of the Nomination Committee of the fourth session of the Board of the Company, to which the independent Directors of the Company gave their independent consent. This proposal will be put forward at the AGM as an ordinary resolution for Shareholders' approval.

7. PROPOSED INCREASE OF ISSUANCE SIZE OF DOMESTIC AND OVERSEAS BONDS

To broaden the financing channels, improve financing structure, reduce financing cost, meet the funding requirements of domestic and overseas projects of the Company, after taking into consideration of the operation of the Company and conditions of domestic and overseas bond markets, the Company proposes to increase the issuance size of domestic and overseas bonds.

(1) The major terms of the proposed increase of the issuance size of domestic and overseas bonds are set out as follows:

- (a) The application for the issuance size of domestic and overseas bonds. To ensure the demand for domestic and overseas funds, the Company is required to increase the issuance size of domestic and overseas bonds, proposing to apply for the additional issuance with a principal amount of not more than RMB30 billion (or equivalent amount in RMB) in domestic and overseas bond markets.
- (b) The major terms of the issuance of domestic and overseas bonds:
 - (i) The application for domestic and overseas bonds with additional issuance size, including but not limited to super short-term commercial paper, short-term commercial paper, medium-term notes (including perpetual medium-term notes), corporate bonds, debentures (including renewable corporate bonds), offshore USD bonds (including perpetual USD bonds), A share or H share convertible bonds, can be issued either one-off or in tranches within the validity period;

LETTER FROM THE BOARD

- (ii) If convertible bonds are to be issued, the size of each single issuance shall not exceed USD1 billion (or equivalent amount in RMB) in principal amount, and upon the request of share conversion applied by holders of convertible bonds, the converted new A or H shares may be issued under the relevant general mandate considered and approved at the Company's general meeting;
- (iii) The currency of issuance shall be determined based on the review and approval results of bond issuance and the domestic and overseas bond market conditions at the time of the bond issuance, which may be RMB bonds or foreign currency bonds;
- (iv) The method of issuance shall be determined based on the review and approval results of bond issuance and the domestic and overseas bond market conditions at the time of the bond issuance;
- (v) The term and interest rate of issuance shall be determined based on the domestic and overseas bond market conditions at the time of the bond issuance;
- (vi) The use of proceeds from the domestic and overseas bond issuance will be principally used for domestic and overseas projects investment, merger and acquisition, capital contribution and replenishment of working capital for domestic and overseas construction projects, as well as replenishment of cash flow of the Company and repayment of bank loans;
- (vii) The issuer is the Company or a domestic or overseas wholly-owned subsidiary of the Company;
- (viii) If the issuer is a domestic or overseas wholly-owned subsidiary of the Company, the Company may provide corresponding guarantee where necessary;
- (ix) The domestic and overseas bonds to be issued are proposed to be listed on the Shanghai Stock Exchange, the Hong Kong Stock Exchange or other domestic or foreign exchanges;
- (x) The resolution in relation to the domestic and overseas bond issuance shall be valid within 48 months after the date of the passing of the resolution at the Company's general meeting.

LETTER FROM THE BOARD

(2) Authorization to handle matters in relation to the increase of issuance size of domestic and overseas bonds:

According to the requirements of the Articles of Association and relevant regulatory documents, it is proposed to authorize the Board of the Company and the Board to delegate the authorization to the Chairman of the Board and the persons authorized by the Chairman of the Board, in accordance with the relevant laws and regulations and the opinions and suggestions of the regulatory authorities as well as in the best interest of the Company, to determine in their absolute discretion and deal with all matters in respect of the domestic and overseas bond issuance within the validity of the resolution, including but not limited to:

- (a) determining and implementing the specific proposal of the domestic and overseas bond issuance based on the specific situation, including but not limited to the establishment and determination of the appropriate issuer, the timing of the issuance, the type of the bonds to be issued, the method of the issuance, currency, the nominal value of the bonds, the price, the size of the issuance, the markets for issuance, the term of the issuance, the number of tranches, interest rate of the issuance, use of proceeds, guarantees, listing of the bonds and all matters in respect of the proposal for domestic and overseas bond issuance;
- (b) other matters in relation to the domestic and overseas bond issuance, including but not limited to engaging rating agencies, rating advisors, bond trustee, underwriter(s) and other intermediaries, dealing with the matters with approving authorities for the application of the domestic and overseas bond issuance, including but not limited to dealing with the bond issuance, reporting, trading and listing issues, executing necessary agreements and legal documents (including underwriting agreements, security agreements, bond indentures, agency agreements, offering memoranda of the bonds, reporting and listing documents for the bond issuance, and other relevant agreements and documents);
- (c) according to relevant laws and regulations, opinions and suggestions of regulatory authorities, and actual situation, to prepare, revise and submit relevant applications and filing materials, and to handle the matters of information disclosure in relation to the domestic and overseas bond issuance according to the requirements of the regulatory authorities;

LETTER FROM THE BOARD

- (d) to revise the details of the proposal for the issuance of the domestic and overseas bonds in the event that there are changes in the applicable laws and regulations, other regulatory documents and policies relating to the issuance of domestic and overseas bonds by the regulatory authorities or changes in prevailing market conditions, except for those revisions that require re-approval at the general meeting pursuant to the relevant laws, regulations and the Articles of Association;
- (e) to deal with other specific matters in relation to the issuance of domestic and overseas bonds.

This proposal was considered and approved at the eighteenth meeting of the fourth session of the Board of the Company, and will be put forward at the AGM as a special resolution for Shareholders' approval.

8. PROPOSAL FOR GENERAL MANDATE TO ISSUE SHARES

To maintain the flexibility and discretion of the Board to issue new Shares, a special resolution (details are set out in the notice of the AGM) will be proposed by the Company at the AGM to grant a general mandate to the Board to issue, allot and/or deal with new Shares not exceeding 20% of the respective number of the issued A Shares and/or H Shares as at the date of the passing of the relevant special resolution.

This proposal was considered and approved at the eighteenth meeting of the fourth session of the Board of the Company, and will be put forward at the AGM as a special resolution for Shareholders' approval.

9. AGM

The notice convening the AGM to be held at the CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing, the PRC at 9:00 a.m. on Tuesday, 18 June 2019 is set out at the end of this circular.

A reply slip and a proxy form to be used at the AGM 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 AGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon on or before Tuesday, 28 May 2019.

LETTER FROM THE BOARD

Shareholders who intend to appoint a proxy to attend the AGM 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 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM 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 Sunday, 19 May 2019 to Tuesday, 18 June 2019 (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 Friday, 17 May 2019, are entitled to attend and vote at the AGM after completing the registration procedures for attending the AGM. For unregistered holders of H Shares of the Company who intend to attend the AGM, 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 Friday, 17 May 2019.

10. RECOMMENDATIONS

The Directors consider that all of the 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 of the said resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

China Railway Construction Corporation Limited

CHEN Fenjian

Chairman

WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2018

Dear Shareholders and representatives of Shareholders,

During the reporting period, the Supervisory Committee followed requirements of the Company Law, the Articles of Association and the Rules of Procedures for the Supervisory Committee, and improved the work system. While standardizing practical workflow, consolidating supervision resources and enhancing supervision capability, the Supervisory Committee developed new working mode, strengthened the application of such new mode and focused on exchange and learning to improve its performance levels, thereby safeguarding the interest of Shareholders, the Company and the staff. The work report of the Supervisory Committee for 2018 is as follows:

I. OPERATION AND MANAGEMENT AND PERFORMANCE EVALUATION

The Supervisory Committee is of the view that during the reporting period, the Company confronted both complex and grim internal and external environment with an arduous and strenuous mission for reform and development, adhered to the theme of “steady growth, high quality”, exerted all efforts to control accounts receivable and inventory and reduce liabilities, overcame hardship and difficulties, braved ahead, and achieved every target mission throughout the year satisfactorily. As the Directors and senior management conscientiously performed their duties and were diligent and responsible. No misconduct with prejudice to the interests of the Shareholders and the Company was identified.

In addition, the Supervisory Committee is of the view that the management of the Company shall continuously improve the efficiency of economic operation, enhance management and control of overseas projects, and fully implement the relevant requirements of “Quality Railway Construction”.

II. WORK OF THE SUPERVISORY COMMITTEE

During the reporting period, the Supervisory Committee was committed to performing their supervision duties and actively conducted supervision and inspection.

1. Diligently supervised the performance of Directors and senior management pursuant to the law

During the reporting period, three Supervisors of the Company proactively attended or sat in the general meetings, Board meetings, president's office meetings and other meetings, and supervised "Three Important and One Large" decision-making procedures pursuant to the law. The Supervisors participated in discussions of material decisions of the Company through attending or sitting in various important meetings, supervised previous Board deliberations, proposals, procedures of convening meetings and decision-making procedures of previous Board meetings according to law. The three Supervisors of the Company have proactively participated in the annual (mid-term) work meeting, the employees' representative meeting, extended meeting of the Party Committee and special meeting for building a culture of integrity in the Party of the Company, received earnestly the work reports by the Board and the management, reviewed the duties and integrity reports by Directors and senior management of the Company and timely perceived the performance status of Directors and senior management.

2. Ascertained the mechanism for optimization of work system procedures

During the reporting period, the Supervisory Committee formulated and issued the Working Rules of the Supervisory Committee of China Railway Construction Corporation Limited (《中國鐵建股份有限公司監事會工作細則》). The measures further clarified the functions of supervision, approaches to perform duties, content of the meetings, form of report and requirements of the rectification for problems identified by the Supervisory Committee. At the same time, the Supervisory Committee ascertained relevant requirements for each department and each affiliated unit of the Company to coordinate with the commencement of work by the Supervisory Committee, which covered a series of mechanism for reply of messages, communication and liaison on a daily basis such as the notice of attending important meetings, report on critical situations and dispatch of messages and information. The Supervisory Committee has laid a solid foundation for standardized operations, effective performance of the Supervisory Committee for a period of time in the future.

3. Reviewed the financial report of the Company in a conscientious and responsible approach

During the reporting period, the Supervisory Committee attended designated presentations by the Company's financial person-in-charge regularly, reviewed the Company's annual (quarterly) financial reports, performed random inspection on and supervision on the Company's financial operations and the procedures of preparation, review and disclosure of financial reports, effectively ensured the truthfulness, accuracy and completeness of the accounting information. It also expressed independent and objective opinions on financial matters such as provision for impairment of the Company's assets, connected transactions, change in accounting estimates and accounting policies in accordance with the regulatory requirements for listed companies. With focus on the usage of the Company's "accounts receivable and inventory", as well as continuous increase in the scale of interest-bearing liabilities, the Supervisory Committee proposed to further put efforts on the reduction of "accounts receivable and inventory", while enforcing stringent control on liability risks.

4. Carried out research and inspection on designated topics in innovative ways

During the reporting period, the Supervisory Committee of the Company persistently improved its work approaches to continuously enhance the effectiveness of supervision. Firstly, members of the Supervisory Committee fully integrated their assignment of responsibilities by utilizing opportunities of in-depth frontline and grass-roots review and inspection, commenced investigation of the Supervisory Committee and inspection upon problems regarding rights and benefits of employees, provided evidence for objective evaluation on the operation and management of the Company as well as supervision of the performance of senior management. Secondly, a team led by the chairman of the Supervisory Committee fully integrated the internal supervisory resources, utilized in succession the organization to commence designated audit inspection on system-wide property projects, "accounts receivable and inventory", as well as work opportunities such as the reduction, control and supervision of "accounts receivable and inventory", effectively combined the investigation and audit survey of the Supervisory Committee with the supervision of "accounts receivable and inventory", further emphasized the characteristics of the supervision of the Supervisory Committee, conserved supervisory resources, and improved supervision efficiency.

The investigation report is highly appraised by the management of the Company and relevant units. Relevant opinions and proposals have drawn the concerns and have been adopted by the management.

5. Focused on rectification and promoted the building of the internal control system

During the reporting period, while conscientiously considering the options for implementation of internal control inspection and the evaluation reports, the Supervisory Committee has also requested comprehensive rectification of problems, worked with functional departments of the Company to jointly organize rectification and supervision work for problems. Such arrangements required that, on the basis of audit reviews of the National Audit Office, the SASAC and intermediaries, all units should check the problems discovered by the Supervisory Committee and during the internal auditing and internal inspection, conduct a second review on the rectification, further clarify the origin of problems, draw inferences about other cases, seek for both temporary and permanent solutions, seriously examine the outcome of rectification and execute strict accountability.

6. Strengthened exchange and comprehensively raised performance capabilities

During the reporting period, the Supervisory Committee of the Company stressed its serious concerns of the exchange work for learning and training, and was dedicated to raising the performance capabilities of each of the Supervisors and staff. In 2018, as required by relevant regulations, members of the Supervisory Committee of the Company and the personnel of the office of Supervisory Committee participated in the special training events held by the SASAC, the CSRC, Beijing Securities Regulatory Bureau and the stock exchange of the place where the shares of the Company are listed, and earnestly studied the Guidance to the Work of Supervisory Committee of Listed Companies (《上市公司監事會工作指引》). The performance capabilities of the members of the Supervisory Committee were enhanced through extensive learning, training and exchange activities, laying a foundation for fulfilling the new requirements of the Supervisory Committee of listed companies in the new era.

APPENDIX I WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2018

III. PARTICULARS OF MEETINGS OF THE SUPERVISORY COMMITTEE

During the reporting period, a total of five meetings were convened by the Company, being the second to sixth meetings of the fourth session of the Supervisory Committee, respectively, during which 17 resolutions were considered and approved. The Supervisory Committee of the Company completed re-election of the employee representative supervisor on 6 September 2018. Mr. ZHANG Liangcai was replaced by Mr. KANG Fuxiang as employee representative supervisor. The convening and procedures of meetings held by the Supervisory Committee were in compliance with laws and regulations, had complete content and made disclosure in a timely manner. Details of meetings are set out in the table below:

No.	Means of convening	Time	Venue	Resolutions
Second meeting of the fourth session of the Supervisory Committee	On-site vote	29 March 2018	No. 2 Conference Room, 14/F, CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing	<ol style="list-style-type: none">1. Considered the Resolution on the 2017 Final Financial Report of the Company;2. Considered the Resolution on the Profit Distribution Plan of the Company for 2017;3. Considered the Resolution on the Special Report of the Deposit and the Use of Proceeds of the Company;4. Considered the Resolution on Provisions for Impairment of Assets of the Company;5. Considered the Resolution on the 2017 Annual Report of the Company and its Summary;6. Considered the Resolution on the 2017 Evaluation Report on Internal Control of the Company;7. Considered the Resolution on the appointment of 2018 External Auditors;8. Considered the Resolution on the amendments to the Articles of Association of China Railway Construction Corporation Limited;9. Considered the Report of the Supervisory Committee of China Railway Construction Corporation Limited for 2017;10. Considered the Resolution on the Working Focus of the Supervisory Committee of China Railway Construction Corporation Limited for 2018.

APPENDIX I WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2018

No.	Means of convening	Time	Venue	Resolutions
Third meeting of the fourth session of the Supervisory Committee	On-site vote	27 April 2018	No. 2 Conference Room, 14/F, CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing	1. Considered the Resolution regarding the First Quarterly Report of the Company for 2018; 2. Considered the Resolution on Change of Accounting Policy.
Fourth meeting of the fourth session of the Supervisory Committee	On-site vote	30 August 2018	No. 1 Conference Room, 15/F, CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing	1. Resolution on the 2018 Interim Report of the Company and its Summary.
Fifth meeting of the fourth session of the Supervisory Committee	On-site vote	30 October 2018	No. 2 Conference Room, 14/F, CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing	1. Considered the Resolution on the Report for Third Quarter of 2018; 2. Considered the Resolution on Implementation Plan for Evaluation and Assessment of the Internal Control for 2018.
Sixth meeting of the fourth session of the Supervisory Committee	On-site vote	13 December 2018	No. 2 Conference Room, 14/F, CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing	1. Considered the “Proposal in Relation to the Renewal of the Financial Services Agreement” and the Proposed Cap for the Continuing Connected Transactions for 2019–2021; 2. Considered the renewal of the Services Provision Framework Agreement and the Proposed Cap for the Continuing Connected Transactions for 2019–2021.

IV. INDEPENDENT OPINIONS OF THE SUPERVISORY COMMITTEE ON RELEVANT MATTERS OF THE COMPANY

1. Legal compliance of the Company’s operations

During the reporting period, the Company operated in accordance with the Company Law, the Articles of Association and the relevant laws and regulations and decision-making procedures were lawful and valid. No violation of laws, regulations and Articles of Association nor any action with prejudice to the interests of the Company and the Shareholders was found in discharging the duties of Directors and senior management.

2. Financial status of the Company

During the reporting period, the preparation of the Company's financial statements complied with the relevant requirements of the Accounting Systems for Business Enterprises and Accounting Standards for Business Enterprises, and the Company's 2018 financial report truthfully reflected the financial position and operating results of the Company. The opinion given in the auditor's standard unqualified audit report issued by Deloitte Touche Tohmatsu CPA LLP was fair and objective.

3. Actual application of the proceeds raised by the Company

Not applicable.

4. Acquisition and disposal of assets by the Company

During the reporting period, no material acquisition or disposal of assets was conducted by the Company. The Supervisory Committee was of the view that, the acquisition or disposal of assets by the Company during the reporting period were conducted at fair price and in compliance with relevant procedures and no violation of the interests of the Shareholders or the Company was found.

5. Related party transactions of the Company

The related parties involved in related party transactions of the Company mainly include China Railway Construction Group Co., Ltd., the controlling Shareholder, and subsidiaries controlled by it. According to the verification of the related party transactions of the Company and the inspection of the actual occurrence of the related party transactions of the Company during the reporting period, the related party transactions including the property rental and deposit, etc. had not exceeded the levels stipulated in the relevant proposal. The Supervisory Committee was of the view that during the reporting period, the pricing of the related party transactions of the Company was fair, and no violation of the interests of the Shareholders or the Company was found.

6. Non-standard opinion from the accountants

Not applicable.

7. Opinion of relatively large difference between the actual and predicted profits of the Company

Not applicable.

8. Special explanation of 2018 Evaluation Report on Internal Control of the Company

During the reporting period, the Supervisory Committee had supervision on and focused on the construction of internal control system and the rectification of internal control test, and carefully reviewed the 2018 Evaluation Report on Internal Control of China Railway Construction Corporation Limited. The Supervisory Committee was of the view that the Company further refined its internal control mechanism and improved its risk control and management capabilities, offering guarantee for the safety and completeness of the Company's assets. In 2018, there was no violation of Guidelines for Internal Control of Listed Companies of the Shanghai Stock Exchange (上海證券交易所上市公司內部控制指引) or Basic Standard for Enterprise Internal Control (企業內部控制基本規範). The self-evaluation report of the Board on the internal control system gave an objective and true presentation of actual conditions of the Company's internal control system.

9. Changes in the accounting policies and estimation of the Company

During the reporting period, relevant decision-making procedures in respect of changes in the accounting policies were in compliance with relevant laws and regulations and the Articles of Association of the Company without prejudice to the interests of the Company and shareholders or material impact on the financial statements of the Company.

10. Supervision over the management system for insiders

During the reporting period, the Supervisory Committee supervised over implementation of the insider registration and management system. There were no situations of insiders using inside information to trade the Company's shares before the publication of material sensitive information that would affect the share price, nor were there any matters that were subject to any regulatory measures or administrative punishments by the regulatory authorities.

The above report has been considered and approved at the eighth meeting of the fourth session of the Supervisory Committee, and is now proposed for Shareholders' consideration.

**The Supervisory Committee of
China Railway Construction Corporation Limited**

**MEASURES FOR THE MANAGEMENT OF REMUNERATION
(REMUNERATION, WORK SUBSIDY) OF DIRECTORS AND SUPERVISORS OF
CHINA RAILWAY CONSTRUCTION CORPORATION LIMITED**

Article 1 These measures are formulated in order to improve the corporate governance system of China Railway Construction Corporation Limited (hereinafter referred to as the “**Company**”), reinforce and regulate the remuneration management of Directors and Supervisors of the Company pursuant to the PRC Company Law, the Code of Corporate Governance for Listed Companies and relevant regulations, and the Articles of Association of the Company in light of the actual circumstances of the Company.

Article 2 Directors and Supervisors as referred to in these measures shall include executive Directors, non-executive Directors, independent non-executive Directors, shareholder representative Supervisors and employee representative Supervisors.

Article 3 The remuneration standard of an executive Director who is not concurrently senior management shall be determined in accordance with relevant provisions on remuneration management of principals of the central enterprises required by the State-owned Assets Supervision and Administration Commission of the State Council (“SASAC”).

The remuneration of an executive Director who is concurrently senior management and who does not receive remuneration as a Director shall be determined based on one’s position and assessment in the senior management in accordance with relevant provisions of the remuneration management of principals of the centrally-controlled enterprises required by SASAC and the Measures for the Management of Remuneration of Senior Management of China Railway Construction Corporation Limited (《中國鐵建股份有限公司高級管理人員薪酬管理辦法》).

Article 4 The remuneration of an independent non-executive Director shall be determined with reference to provisions on the remuneration and treatment of external Directors of centrally-controlled enterprises issued by the SASAC.

The remuneration of independent non-executive Directors is mainly comprised of two parts, including the annual basic remuneration and the meeting allowance. The annual basic remuneration is the basic remuneration for independent non-executive Directors to participate in the work of the Board, which is monthly paid based on stipulated standards. The meeting allowance is the subsidy for independent non-executive Directors to participate in Board meetings and meetings of committees under the Board, which is granted according to the number of attendance at meetings based on stipulated standards.

Except for the annual basic remuneration and the meeting allowance, independent non-executive Directors shall not be entitled to any other income or benefits in any forms.

For principals of central enterprises who have left the current office and serve as independent non-executive Directors, the remuneration shall be determined with reference to the requirements of the SASAC on the relevant matters regarding the payment of work subsidies for principals of central enterprises who have left the current office and serve as external Director.

Article 5 The remuneration for non-executive Directors as recommended by the SASAC shall be given with reference to the relevant requirements of the SASAC. The remuneration of a non-executive Director not holding a position within the Company shall be determined with reference to the standard of independent non-executive Directors.

As for a non-executive Director holding position within the Company, the non-executive Director does not receive remuneration from his/her position as a Director but is entitled to remuneration as determined in accordance with his/her position and performance at the Company, with reference to the regulations of the SASAC on the management of remuneration for principals of central enterprises, the Measures for the Management of Remuneration of Senior Management of China Railway Construction Corporation Limited and the remuneration management measures of the institutions of the headquarters.

Article 6 The remuneration of a full-time chairman of the Supervisory Committee who is within the leading group sequence management shall be determined in accordance with relevant provisions in relation to remuneration management of principals of central enterprises required by SASAC. The remuneration of a full-time chairman of the Supervisory Committee not included in the leading group sequence management of the Company shall be determined with reference to relevant regulations on the management of remuneration for secretary to the Board in the Measures for the Management of Remuneration of Senior Management of China Railway Construction Corporation Limited.

The remuneration of a full-time Supervisor who does not serve as the chairman of the Supervisory Committee and employee representative Supervisors shall be determined based on the positions or rank in accordance with remuneration management measures of the institutions of the headquarters.

Article 7 In case of any discrepancy between the requirements in these measures and the relevant requirements of laws and regulations and the superior position, the requirements of laws and regulations and the superior position shall prevail.

Article 8 These measures shall take effect after being considered and approved by the general meeting of Shareholders, upon which Measures for the Management of Remuneration of Directors and Supervisors of China Railway Construction Corporation Limited (Zhong Guo Tie Jian Dong [2009] No. 65) was abolished.

Article 9 The Remuneration and Evaluation Committee of the Board shall be responsible for explaining these measures.

NOTICE OF AGM



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 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting (the “AGM”) 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, 18 June 2019 for the purposes of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2018. (Please refer to the “Discussion and Analysis on Business Operations (Report of Directors)” in the 2018 annual report of the Company.)
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2018. (Please refer to the circular of the Company dated 30 April 2019 for details.)
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2018. (Please refer to the audited financial statements in the 2018 annual report of the Company.)
4. To consider and approve the profits distribution plan of the Company for the year ended 31 December 2018. (Please refer to the circular of the Company dated 30 April 2019 for details.)
5. To consider and approve the annual report of the Company for the year ended 31 December 2018 and its summary.

NOTICE OF AGM

6. To consider and approve the determination of the caps for guarantees for wholly-owned subsidiaries of the Company for 2019. (Please refer to the circular of the Company dated 30 April 2019 for details.)
7. To consider and approve the proposed payment of 2018 audit fee and the appointment of external auditors for 2019. (Please refer to the circular of the Company dated 30 April 2019 for details.)
8. To consider and approve the remuneration of Directors and Supervisors for 2018. (Please refer to Section IX “Directors, Supervisors, Senior Management and Staff” in the 2018 annual report of the Company for details.)
9. To consider and approve the Measures for the Management of Remuneration of Directors and Supervisors of China Railway Construction Corporation Limited. (Please refer to the circular of the Company dated 30 April 2019 for details.)
10. To consider and approve the appointment of Mr. CHEN Dayang as an executive Director of the Company.

SPECIAL RESOLUTIONS

11. To consider and approve the increase in issuance size of domestic and overseas bonds:

“THAT:

- (1) an authorization be granted to the Company for the issuance size and the additional issuance of domestic and overseas bonds in accordance with the following major terms:
 - (a) The application for the issuance size of domestic and overseas bonds. To ensure the demand for domestic and overseas funds, the Company is required to increase the issuance size of domestic and overseas bonds, proposing to apply for the additional issuance with a principal amount of not more than RMB30 billion (or equivalent amount in RMB) in domestic and overseas bond markets.

NOTICE OF AGM

- (b) The major terms of the issuance of domestic and overseas bonds:
- (i) The application for domestic and overseas bonds with additional issuance size, including but not limited to super short-term commercial paper, short-term commercial paper, medium-term notes (including perpetual medium-term notes), corporate bonds, debentures (including renewable corporate bonds), offshore USD bonds (including perpetual USD bonds), A share or H share convertible bonds, can be issued either one-off or in tranches within the validity period;
 - (ii) If convertible bonds are to be issued, the size of each single issuance shall not exceed USD1 billion (or equivalent amount in RMB) in principal amount, and upon the request of share conversion applied by holders of convertible bonds, the converted new A or H shares may be issued under the relevant general mandate considered and approved at the Company's general meeting;
 - (iii) The currency of issuance shall be determined based on the review and approval results of bond issuance and the domestic and overseas bond market conditions at the time of the bond issuance, which may be RMB bonds or foreign currency bonds;
 - (iv) The method of issuance shall be determined based on the review and approval results of bond issuance and the domestic and overseas bond market conditions at the time of the bond issuance;
 - (v) The term and interest rate of issuance shall be determined based on the domestic and overseas bond market conditions at the time of the bond issuance;
 - (vi) The use of proceeds from the domestic and overseas bond issuance will be principally used for domestic and overseas projects investment, merger and acquisition, capital contribution and replenishment of working capital for domestic and overseas construction projects, as well as replenishment of cash flow of the Company and repayment of bank loans;
 - (vii) The issuer is the Company or a domestic or overseas wholly-owned subsidiary of the Company;

NOTICE OF AGM

- (viii) If the issuer is a domestic or overseas wholly-owned subsidiary of the Company, the Company may provide corresponding guarantee where necessary;
 - (ix) The domestic and overseas bonds to be issued are proposed to be listed on the Shanghai Stock Exchange, the Hong Kong Stock Exchange or other domestic or foreign exchanges;
 - (x) The resolution in relation to the domestic and overseas bond issuance shall be valid within 48 months after the date of the passing of the resolution at the Company's general meeting.
- (2) an authorization be granted to the Chairman of the Board and other persons authorized by the Chairman of the Board, in accordance with the relevant laws and regulations and the opinions and suggestions of the regulatory authorities as well as in the best interest of the Company, to determine in their absolute discretion and deal with all matters in respect of the domestic and overseas bond issuance, including but not limited to:
- (a) determining and implementing the specific proposal of the domestic and overseas bond issuance based on the specific situation, including but not limited to the establishment and determination of the appropriate issuer, the timing of the issuance, the type of the bonds to be issued, the method of the issuance, currency, the nominal value of the bonds, the price, the size of the issuance, the markets for issuance, the term of the issuance, the number of tranches, interest rate of the issuance, use of proceeds, guarantees, listing of the bonds and all matters in respect of the proposal for domestic and overseas bond issuance;
 - (b) other matters in relation to the domestic and overseas bond issuance, including but not limited to engaging rating agencies, rating advisors, bond trustee managers, underwriter(s) and other intermediaries, dealing with the matters with approving authorities for the application of the domestic and overseas bond issuance, including but not limited to dealing with the bond issuance, reporting, trading and listing issues, executing necessary agreements and legal documents (including underwriting agreements, security agreements, bond indentures, agency agreements, offering memoranda of the bonds, reporting and listing documents for the bond issuance, and other relevant agreements and documents);

NOTICE OF AGM

- (c) according to relevant laws and regulations, opinions and suggestions of regulatory authorities, and actual situation, to prepare, revise and submit relevant applications and filing materials, and to handle the matters of information disclosure in relation to the domestic and overseas bond issuance according to the requirements of the regulatory authorities;
 - (d) to revise the details of the proposal for the issuance of the domestic and overseas bonds in the event that there are changes in the applicable laws and regulations, other regulatory documents and policies relating to the issuance of domestic and overseas bonds by the regulatory authorities or changes in prevailing market conditions, except for those revisions that require re-approval at the general meeting pursuant to the relevant laws, regulations and the Articles of Association;
 - (e) to deal with other matters in relation to the domestic and overseas bond issuance.
12. To consider and approve the grant of general mandate to the board of directors to issue Shares:

“THAT:

- (1) Subject to conditions below, to propose at the general meeting of the Company to grant the board of directors during the Relevant Period (as hereafter defined), an unconditional general mandate to issue, allot and/or deal with additional A Shares and/or H Shares, and to make or grant offers, agreements or options in respect thereof:
 - (i) such mandate shall not extend beyond the Relevant Period save that the board of directors may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers at or after the end of the Relevant Period;
 - (ii) the number of the A Shares and/or H Shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the board of directors shall not exceed 20% of the respective number of its issued A Shares and/or H Shares as at the date of the passing of this resolution at the general meeting;
 - (iii) the board of directors will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) or applicable laws, rules and regulations of any other government or regulatory bodies and only if all necessary approvals from CSRC and/or other relevant PRC government authorities are obtained.

NOTICE OF AGM

- (2) For the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution at the general meeting until the earliest of the following three items:
- (i) the conclusion of the next annual general meeting of the Company following the passing date of this resolution at the general meeting; or
 - (ii) the expiration of the 12-month period following the passing date of this resolution at the general meeting; or
 - (iii) the date on which the authority granted to the board of directors of the Company set out in this resolution is revoked or varied by a special resolution of the Shareholders of the Company in any general meeting.
- (3) Contingent on the board of directors resolving to issue A Shares and/or H Shares pursuant to paragraph (1) of this resolution, to propose at the general meeting of the Company to grant the board of directors to increase the registered capital of the Company to reflect the number of A Shares and/or H Shares to be issued by the Company pursuant to paragraph (1) of this resolution and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increase in the registered capital of the Company and to take other action and complete any formality required to effect the issuance of A Shares and/or H Shares pursuant to paragraph (1) of this resolution and the increase in the registered capital of the Company.”

Shareholders will listen to the 2018 work report of the independent non-executive Directors of the Company at the AGM (such report is not subject to voting and resolution).

By order of the Board
China Railway Construction Corporation Limited
CHEN Fenjian
Chairman

Beijing, the PRC
30 April 2019

NOTICE OF AGM

Notes:

- (a) Unless otherwise specified, details of the resolutions are set out in the circular of the Company dated 30 April 2019 (the “**Circular**”). Terms defined therein 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 Sunday, 19 May 2019 to Tuesday, 18 June 2019 (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 Friday, 17 May 2019, are entitled to attend and vote at the AGM after completing the registration procedures for attending the AGM. For unregistered holders of H Shares of the Company who intend to attend the AGM, 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 Friday, 17 May 2019.

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 Shareholder(s) or H Shareholder(s) of the Company, who intend to attend the AGM, must complete the reply slips for attending the AGM and return the same to the Secretariat of the Board of Directors of the Company not later than 20 days before the date of the AGM, i.e. on or prior to Tuesday, 28 May 2019.

Details of the Secretariat of the Board of Directors 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 holder of H Shares who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the AGM. A proxy of a Shareholder who has appointed more than one proxy shall only vote on a poll. Shareholders who wish to appoint one or more proxies shall refer to the Circular and the 2018 annual report of the Company first.
- (e) The instrument appointing a proxy by the Shareholders must be signed by the person appointing the proxy or an attorney duly authorized 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 authorization, shall be notarially certified.

NOTICE OF AGM

- (f) To be valid, for H Shareholder(s), 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 authorization documents, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at the 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the AGM 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 AGM. Notes (d) and (e) also apply to A Shareholder(s), only that the form of proxy or other documents of authorization must be delivered to the Secretariat of the Board, the address of which is set out in Note (c) above, not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (h) If a proxy attends the AGM on behalf of a Shareholder, he shall produce his identification document and the instrument or document signed by the appointer or his legal representative specifying the date of its issuance. If a legal person Shareholder appoints a corporate representative to attend the AGM, 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 AGM are responsible for their own transportation and accommodation expenses.