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If you have sold or transferred all your shares in 中國鐵建高新裝備股份有限公司 (**CRCC High-Tech Equipment Corporation Limited**), you should at once hand this circular to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中国铁建
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)

- (1) PROPOSED APPOINTMENT OF AUDITORS;**
(2) PROPOSED DISTRIBUTION OF FINAL DIVIDEND; AND
(3) NOTICE OF THE 2021 ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 6 of this circular.

The AGM 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 Thursday, 30 June 2022. Please refer to the notice of the AGM dated 13 May 2022 published on the Stock Exchange's website and the Company's website.

13 May 2022

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DEFINITIONS

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

“AGM”	the annual general meeting to be held by the Company 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 Thursday, 30 June 2022
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau and Taiwan
“Company”	CRCC High-Tech Equipment Corporation Limited (中國鐵建高新裝備股份有限公司), a joint stock limited company, whose H Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of the Company, with nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the share capital of our Company with nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Liu Feixiang (*Chairman*)

Mr. Tong Pujiang

Mr. Chen Yongxiang

Non-executive Directors:

Mr. Zhao Hui

Mr. Sha Mingyuan

Independent non-executive Directors:

Mr. Sun Linfu

Mr. Yu Jiahe

Mr. Wong Hin Wing

***Registered office and principal place of
business in the PRC:***

No. 384, Yangfangwang

Jinma Town

Kunming City

Yunnan Province

PRC

Principal place of business in Hong Kong:

23/F, Railway Plaza

39 Chatham Road South

Tsim Sha Tsui

Kowloon

Hong Kong

13 May 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF AUDITORS;
(2) PROPOSED DISTRIBUTION OF FINAL DIVIDEND; AND
(3) NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is, among other things, to provide you with more information in respect of: (i) proposed appointment of auditors; and (ii) proposed distribution of final dividend, to enable you to make an informed decision on whether to vote in favour of or against the relevant resolutions at the AGM.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF AUDITORS

1. To consider and approve the payment of audit fees for 2021

As approved by the Shareholders at the annual general meeting for 2020, the Company appointed Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors of the Company for 2021. After the negotiations between the Company and Deloitte Touche Tohmatsu Certified Public Accountants LLP, audit fees and relevant services for 2021 amounted to RMB2.78 million (excluding tax).

The proposal has been considered and approved at the twenty-fifth meeting of the second session of the Board and will be put forward at the AGM as an ordinary resolution for Shareholders' approval.

2. To consider and approve the appointment of auditors of the Company for 2022

In order to strengthen the construction of the internal control system of the Company, fulfil the regulatory requirement of capital market and ensure the objectivity and independence of auditor, after the tendering and bidding procedures in accordance with law, the Board intends to appoint BDO China SHU LUN PAN Certified Public Accountants LLP as the auditor of the Company for the year 2022 to carry out auditing for the financial statements of the Company for the year 2022 and to review its 2022 interim financial statements. The Board will propose to the Shareholders at the AGM to authorize the Board to determine their actual remunerations.

This proposal has been considered and approved at the twenty-fifth meeting of the second session of the Board and will be put forward at the AGM as an ordinary resolution for Shareholders' approval.

III. PROPOSED DISTRIBUTION OF FINAL DIVIDEND

As recommended by the Board, the profit available for distribution by the parent company for 2021 shall be appropriated in the order set out below according to the Company Law of the PRC and the Articles of Association of the Company:

- (1) the distributable profit of the Group for the year was RMB532.98 million after the statutory surplus reserve fund of RMB5.82 million withdrawn based on a 10% of net profit realised for year 2021; and
- (2) a cash dividend of RMB0.01 (tax inclusive) per Share will be distributed, based on the total issued share capital of 1,519,884,000 Shares as at 31 December 2021, totaling RMB15.20 million. Upon such distribution, the remaining undistributed profit will amount to RMB517.78 million, which will be carried forward to the next year.

If the profit distribution plan is approved by the Shareholders by way of an ordinary resolution at the AGM to be held on Thursday, 30 June 2022, the final dividend is expected to be distributed on or around Monday, 22 August 2022 to all Shareholders whose names appear on the register of members of the Company on Tuesday, 12 July 2022.

LETTER FROM THE BOARD

To determine the identity of the shareholders of the Company entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Thursday, 7 July 2022 to Tuesday, 12 July 2022 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged 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, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 6 July 2022.

Final dividend for holders of domestic shares of the Company will be declared and calculated in RMB, and paid in RMB whereas final dividend for holders of H shares of the Company will be declared and calculated in RMB, and paid in Hong Kong dollars. The exchange rate shall be determined by the average selling rates promulgated by People's Bank of China within one week before the date declaring to distribute the dividend.

As stipulated by the Notice on Issues Relating to Corporate Income Tax Withholding over Dividends Distributable to their H-share Shareholders who are Overseas Non-resident Enterprises by Chinese Resident Enterprises published by the State Administration of Taxation (Guoshuihan [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》)(國稅函[2008]897號), when Chinese resident enterprises distribute annual dividends for the year 2008 and years thereafter to their H-share shareholders who are overseas non-resident enterprises, corporate income tax shall be withheld at a uniform rate of 10%. According to this, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders of the Company whose names appear on the H share register of members of the Company at the close of business on Wednesday, 6 July 2022. Any shares registered in the name of the non-individual registered shareholders of the Company, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore their dividends receivables will be subject to the withholding of the corporate income tax.

Pursuant to the requirements of Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994] 020) (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》)(財稅字[1994]020號), foreign individuals are exempted from individual income tax on dividends and bonus received from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, thus the individual shareholders who hold the H Shares of the Company and whose names appear in the register of members of the H Shares of the Company at the close of business on Wednesday, 6 July 2022 are not required to pay the individual income tax of the PRC.

The Company assumes no liability whatsoever 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.

LETTER FROM THE BOARD

IV. AGM

At the AGM, the following ordinary resolutions, among other things, will be put forward for the Shareholders to consider and, if appropriate, to approve: (i) proposed appointment of auditors; and (ii) proposed distribution of final dividend.

The AGM 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 Thursday, 30 June 2022. Please refer to the notice of the AGM dated Friday, 13 May 2022 published on the Stock Exchange's website and the Company's website. Reply slips and proxy forms to be used at the AGM are also published on the Stock Exchange's website and the Company's website. If you are eligible and intend to attend the AGM, please complete the reply slip for attending the AGM and return the same to the office of the Board not later than 20 days before the date of the AGM, i.e. on or prior to Thursday, 9 June 2022.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the 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 closed from Saturday, 28 May 2022 to Thursday, 30 June 2022 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. Any holders of H Shares and Domestic Shares, whose names appear on the Company's register of members on Thursday, 30 June 2022, are entitled to attend and vote at the AGM after completing the registration procedures for attending the AGM.

V. VOTING BY WAY OF POLL

In accordance with the relevant provisions of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice convening the AGM will be voted by poll.

VI. RECOMMENDATION

The Directors, including independent non-executive Directors, are of the view that the resolutions set out in the notice of the AGM are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the other resolutions to be proposed at the AGM.

By Order of the Board
CRCC High-Tech Equipment Corporation Limited
Liu Feixiang
Chairman

NOTICE OF THE 2021 ANNUAL GENERAL MEETING



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 THE 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the “**AGM**”) 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 Thursday, 30 June 2022 for the purposes of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the 2021 annual report and annual results for the year ended 31 December 2021 of the Company.
2. To consider and approve the report of the board (the “**Board**”) of directors of the Company (“**Directors**”) for the year ended 31 December 2021. (Please refer to the “**Directors’ Report**” in the 2021 annual report of the Company for details.)
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2021. (Please refer to the “**Supervisory Committee’s Report**” in the 2021 annual report of the Company for details.)
4. To consider and approve the audited financial statements of the Company for the year ended 31 December 2021. (Please refer to the audited financial statements in the 2021 annual report of the Company for details.)
5. To consider and approve the proposed distribution of final dividend of the Company for the year ended 31 December 2021.
6. To consider and approve the remuneration standards of the directors and supervisors of the Company for 2021. (Please refer to the “**Notes to Financial Statements**” in the 2021 annual report of the Company for details.)

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

7. To consider and approve the payment of audit fees for 2021 and the proposed appointment of auditors for the year ending 31 December 2022 and the authorization to the Board to fix the remuneration thereof.

By Order of the Board
CRCC High-Tech Equipment Corporation Limited
Liu Feixiang
Chairman

Kunming, the PRC, 13 May 2022

As at the date of this announcement, the Board of the Company comprises Mr. Liu Feixiang, Mr. Tong Pujiang and Mr. Chen Yongxiang, as executive Directors; Mr. Zhao Hui and Mr. Sha Mingyuan, as non-executive Directors; and Mr. Sun Linfu, Mr. Yu Jiahe and Mr. Wong Hin Wing, as independent non-executive Directors.

Notes:

- (a) Unless otherwise specified, details of the resolutions will be set out in the circular to be despatched to the shareholders of the Company in due course.
- (b) The H Share register of members of the Company will be closed from Saturday, 28 May 2022 to Thursday, 30 June 2022 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order to attend the AGM, 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, Hong Kong for registration not later than 4:30 p.m. on Friday, 27 May 2022. Any holders of H Shares and Domestic Shares, whose names appear on the Company's register of members on Thursday, 30 June 2022 are entitled to attend and vote at the AGM after completing the registration procedures for attending the AGM.

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

- (c) The Board has recommended a final dividend of RMB0.01 per share (tax inclusive) for the year ended 31 December 2021, totalling approximately RMB15.20 million. If the profit distribution plan is approved by the shareholders of the Company by way of an ordinary resolution at the AGM to be held on Thursday, 30 June 2022, the final dividend is expected to be distributed on or around Monday, 22 August 2022 to all shareholders of the Company whose names appear on the register of members of the Company on Tuesday, 12 July 2022.

To determine the identity of the shareholders of the Company entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Thursday, 7 July 2022 to Tuesday, 12 July 2022 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged 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, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 6 July 2022.

Final dividend for holders of domestic shares of the Company will be declared and calculated in RMB, and paid in RMB whereas final dividend for holders of H shares of the Company will be declared and calculated in RMB, and paid in Hong Kong dollars. The exchange rate shall be determined by the average selling rates promulgated by People's Bank of China within one week before the date declaring to distribute the dividend.

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

As stipulated by the Notice on Issues Relating to Corporate Income Tax Withholding over Dividends Distributable to their H-share Shareholders who are Overseas Non-resident Enterprises by Chinese Resident Enterprises published by the State Administration of Taxation (Guoshuihan [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》)(國稅函[2008]897號), when Chinese resident enterprises distribute annual dividends for the year 2008 and years thereafter to their H-share shareholders who are overseas non-resident enterprises, corporate income tax shall be withheld at a uniform rate of 10%. According to this, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders of the Company whose names appear on the H share register of members of the Company at the close of business on Wednesday, 6 July 2022. Any shares registered in the name of the non-individual registered shareholders of the Company, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore their dividends receivables will be subject to the withholding of the corporate income tax.

Pursuant to the requirements of Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994] 020) (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)), foreign individuals are exempted from individual income tax on dividends and bonus received from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, thus the individual shareholders who hold the H Shares of the Company and whose names appear in the register of members of the H Shares of the Company at the close of business on Wednesday, 6 July 2022 are not required to pay the individual income tax of the PRC.

The Company assumes no liability whatsoever 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.

- (d) Holders of H shares and domestic shares of the Company, who intend to attend the AGM, must complete the reply slip for attending the AGM and return the same to the office of the Board not later than 20 days before the date of the AGM, i.e. on or prior to Thursday, 9 June 2022.

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

- (e) Each holder of H shares of the Company 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.
- (f) 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.
- (g) To be valid, for holder 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 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 (i.e. 9:00 a.m. on Wednesday, 29 June 2022) or any adjournment thereof.
- (h) 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 behalf at the AGM. Notes (e) and (f) also apply to holder of Domestic Shares, only that the form of proxy or other documents of authorization must be delivered to the office of the Board, the address of which is set out in Note (d) above, not less than 24 hours before the time fixed for holding the AGM (i.e. 9:00 a.m. on Wednesday, 29 June 2022) or any adjournment thereof in order for such documents to be valid.
- (i) 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.
- (j) Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.