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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR GENERAL MEETINGS**

This announcement is made by CRCC High-Tech Equipment Corporation Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Due to the proposed change to the scope of business, the Company intends to make corresponding amendment to the provisions concerning the scope of business in the articles of association of CRCC High-Tech Equipment Corporation Limited (the “**Articles of Association**”) currently in force. In addition, according to the requirements of the Reply of the State Council on the Adjustment to the Notice Period for General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019] 97號)), the Company intends to make corresponding amendment to the provisions concerning the notice period for general meetings in the Articles of Association and the rules of procedure for general meetings of CRCC High-Tech Equipment Corporation Limited (the “**Rules of Procedure for General Meetings**”). For details of the proposed amendments to the Articles of Association and the Rules of Procedure for General Meetings, please refer to the appendices to this announcement.

Given that the amendments involve the interests of class shareholders of the Company (the “**Class Shareholders**”), the proposed amendments to the Articles of Association and the Rules of Procedure for General Meetings are divided into four proposals according to whether the interests of Class Shareholders are involved. On 29 July 2022, the board of directors considered and approved the Resolution on Amendments to the Articles of Association of CRCC High-Tech Equipment Corporation Limited (I) (“**Appendix I**”) and the Resolution on Amendments to the Rules of Procedure for General Meetings of CRCC High-Tech Equipment Corporation Limited (I) (“**Appendix II**”), which do not involve the interests of Class Shareholders; and the Resolution on Amendments to the Articles of Association of CRCC High-Tech Equipment Corporation Limited (II) (“**Appendix III**”) and the Resolution on Amendments to the Rules of Procedure for General Meetings of CRCC High-Tech Equipment Corporation Limited (II) (“**Appendix IV**”), which involve the interests of Class Shareholders.

The board of directors of the Company (the “**Board**”) considers that the proposed amendments to the Articles of Association and the Rules of Procedure for General Meetings are in the interests of the Company and the shareholders of the Company.

The Board has considered and agreed to submit the proposed amendments in Appendix I and Appendix III (by way of special resolutions) and the proposed amendments in Appendix II and Appendix IV (by way of ordinary resolutions) to the extraordinary general meeting of the Company (the “**EGM**”) for consideration and approval, and the proposed amendments in Appendix I and Appendix II will become effective from the date of being considered and approved at the EGM. The Board has considered and agreed to submit the proposed amendments in Appendix III and Appendix IV to the 2022 first H shareholders class meeting (the “**H Shareholders Class Meeting**”) and the 2022 first domestic shareholders class meeting (the “**Domestic Shareholders Class Meeting**”) of the Company for consideration and approval by way of special resolutions, and the proposed amendments in Appendix III and Appendix IV will become effective from the date of being considered and approved at the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting. A circular containing, amongst other things, the details of the proposed amendments to the Articles of Association and the Rules of Procedure for General Meetings will be despatched to the shareholders of the Company as soon as practicable.

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

Kunming, the People’s Republic of China, 29 July 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.

APPENDICES

Appendix I:

Articles of Association		
No.	Original Article	Amended Article
1.	<p>Article 14 The scope of business of the Company shall be the scope of business as approved by administration department for industry and commerce and shall include:</p> <p>(1) Railway equipment, components and parts manufacturing; metal structures and components manufacturing; (2) Railway transportation equipment manufacturing; (3) Export business of self-produced mechanical and electrical products, complete sets of equipment and related technology; (4) Import business of raw materials, machinery and equipment, instruments and - 4 - meters, spare parts and technology that are required by production and scientific research of the Company (other than the 14 types of import commodities operated by companies under approval of the State); (5) The commencement of “Three-Plus-One” business of the Company; (6) Domestic trading and materials supplies and distribution; (7) Railway equipment leasing; (8) Production, processing, mining and sale of railway gravel ballast and construction gravel, production, processing and sale of various types of precast concrete components; (9) Design, manufacturing and installation of structural steelwork, bridge and structural steel for buildings; manufacturing of pressure vessels; export of equipment and materials required for the above mentioned projects to be carried out overseas.</p>	<p>Article 14 The scope of business of the Company shall be the scope of business as approved by administration department for industry and commerce and shall include:</p> <p><u>(1) Railway rolling stock design, railway rolling stock manufacturing, railway rolling stock maintenance, railway rolling stock sales, railway rolling stock parts manufacturing, railway rolling stock parts sales; urban rail transit equipment manufacturing, rail transit operation and management system development, rail transit special equipment, key systems and components sales, rail transit engineering machinery and components sales; (2) Metal products research and development, metal materials manufacturing, metal structures manufacturing, metal products repair, metal structures sales; (3) Railway transportation infrastructure equipment manufacturing, railway transportation infrastructure equipment sales, railway transportation equipment sales; (4) Import and export of goods and technologies; (5) Mining of mineral resources (excluding coal mine), mineral washing and processing, concrete structural components manufacturing, processing of stone for construction, construction materials sales; (6) Construction project design, construction project construction, construction labour subcontracting, construction professional work, earthwork construction, external contracting works; (7) Special equipment design, special equipment manufacturing, special equipment sales, special equipment installation, transformation and repair; (8) General machinery and equipment installation services, machinery and equipment leasing; (9) Inspection and testing services, labour services (excluding labour dispatch), technical consultation, technical services, business training (excluding educational training, vocational skills training and other training that requires a permit).</u></p>

Articles of Association		
No.	Original Article	Amended Article
2.	<p>Article 49 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the date of record set by the Company for the purpose of distribution of dividends.</p>	<p>Article 49 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the date of record set by the Company for the purpose of distribution of dividends.</p> <p><u>Where otherwise required by laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or regulatory authority of the place where the Company's shares are listed, such requirements shall apply.</u></p>
3.	<p>Article 78 When the Company is to hold a general meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the general meeting shall, within 20 days prior the day on which the meeting is to be held, revert the form of proxy to the Company stating that they will attend the meeting. Regarding the calculation of the notice period, the date of the meeting shall not be included. For notices given under this article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>	<p>Article 78 When the Company is to hold <u>an annual</u> general meeting, it shall <u>notify the shareholders of the time and venue of the meeting and the matters to be considered twenty days prior to the meeting; for an extraordinary general meeting, it shall notify the shareholders fifteen days prior to the meeting.</u> Shareholders that intend to attend the general meeting shall, within <u>the period specified in the notice of the meeting,</u> revert the form of proxy to the Company stating that they will attend the meeting. Regarding the calculation of the notice period, the date of the meeting shall not be included. For notices given under this article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>
4.	<p>Article 80 When the Company is to hold an annual general meeting, the Board of Directors, the Supervisory Committee and a shareholder alone or shareholders together holding at least 3 percent of the Company's shares shall be entitled to propose motions to the Company.</p> <p>.....</p>	<p>Article 80 When the Company is to hold <u>a</u> general meeting, the Board of Directors, the Supervisory Committee and a shareholder alone or shareholders together holding at least 3 percent of the Company's shares shall be entitled to propose motions to the Company.</p> <p>.....</p>

Articles of Association		
No.	Original Article	Amended Article
5.	<p>Article 81 Based on the written replies received 20 days before the general meeting is to be held, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company’s voting shares, the Company may hold the general meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the general meeting.</p>	<p>Article 81 Based on the written replies received <u>within the period specified in Article 78 of the Articles of Association</u>, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company’s voting shares, the Company may hold the general meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the general meeting.</p>

Articles of Association		
No.	Original Article	Amended Article
6.	<p>Article 84 Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient’s address shown in the register of shareholders, or given by way of a public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the CSRC and the regulator of the place of listing, and on the Company’s website and the website of the stock exchange during the period between 45 and 50 days before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</p>	<p>Article 84 Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient’s address shown in the register of shareholders. <u>For domestic shareholders, the notice of a general meeting may also be</u> given by way of a public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the CSRC and the regulator of the place of listing, and on the Company’s website and the website of the stock exchange before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</p>

Articles of Association		
No.	Original Article	Amended Article
7.	<p>Article 146 The Company shall establish an independent non-executive director system. The term “independent non-executive director of the Company” means a director who does not hold any position in the Company other than director and who has no relationship with the Company or its major shareholder(s) (only provided under this Article that major shareholder are those shareholders individually or jointly holding more than 5% of total number of the Company’s shares with voting rights) that could hinder his or her making independent and objective judgments, and who is in compliance with independence provisions of the rules of the stock exchange in the place where Company shares are listed. The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed six years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company’s shares are listed.</p>	<p>Article 146 The Company shall establish an independent non-executive director system. The term “independent non-executive director of the Company” means a director who does not hold any position in the Company other than director and who has no relationship with the Company or its major shareholder(s) (only provided under this Article that major shareholder are those shareholders individually or jointly holding more than 5% of total number of the Company’s shares with voting rights) that could hinder his or her making independent and objective judgments, and who is in compliance with independence provisions of the rules of the stock exchange in the place where Company shares are listed. The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed ninesix years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company’s shares are listed.</p>

Articles of Association		
No.	Original Article	Amended Article
8.	<p>Article 233 Dividends and other payments by the Company to holders of domestic investment shares shall be distributed and paid in Renminbi, whereas those to holders of overseas listed foreign investment shares shall be denominated and declared in Renminbi and paid in foreign currency. The foreign currency for the cash dividends and other payments by the Company to holders of overseas listed foreign investment shares and other holders of foreign investment shares shall be handled in accordance with state regulations on foreign exchange control.</p> <p>Unless otherwise provided in relevant laws, where cash dividends and other amounts are paid in a foreign currency, the average selling price of the relevant foreign exchange posted by the People’s Bank of China for the Gregorian calendar week immediately preceding the date of declaration of the dividends or other payment shall be used as the exchange rate.</p>	<p>Article 233 Dividends and other payments by the Company to holders of domestic investment shares shall be distributed and paid in Renminbi, whereas those to holders of overseas listed foreign investment shares shall be denominated and declared in Renminbi and paid in foreign currency. The foreign currency for the cash dividends and other payments by the Company to holders of overseas listed foreign investment shares and other holders of foreign investment shares shall be handled in accordance with state regulations on foreign exchange control.</p> <p>Unless otherwise provided in relevant laws, where cash dividends and other amounts are paid in a foreign currency, the <u>average of central parity rate</u> of the relevant foreign exchange posted by the People’s Bank of China for the Gregorian calendar week immediately preceding the date of declaration of the dividends or other payment shall be used as the exchange rate.</p>

Appendix II:

The Rules of Procedure for General Meetings		
No.	Original Article	Amended Article
1.	<p>Article 23 Prior to the listing of the Company, the convener shall give notice of the annual general meeting twenty days prior to the meeting and fifteen days prior to the extraordinary general meeting, and shall specify in such notice the date, time and venue of the meeting and the matters to be considered.</p> <p>After the listing of the Company, the convener shall issue a written notice forty-five days (excluding the day of the meeting) before the general meeting to inform all shareholders whose names are on the register of members of the matters to be considered at the meeting and the date and venue of the meeting. Shareholders who intend to attend the general meeting shall send their written replies for attending the meeting to the Company no later than twenty days prior to the meeting.</p>	<p>Article 23 <u>When the Company is to hold an annual general meeting, it shall notify the shareholders of the time and venue of the meeting and the matters to be considered twenty days prior to the meeting; for an extraordinary general meeting, it shall notify the shareholders fifteen days prior to the meeting. Shareholders that intend to attend the general meeting shall, within the period specified in the notice of the meeting, revert the form of proxy to the Company stating that they will attend the meeting. Regarding the calculation of the notice period, the date of the meeting shall not be included. For notices given under this article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</u></p>
2.	<p>Article 24 Based on the written replies received 20 days before the general meeting is to be held, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company’s voting shares, the Company may hold the general meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the general meeting.</p>	<p>Article 24 Based on the written replies received <u>within the period specified in Article 23 of the rules</u>, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company’s voting shares, the Company may hold the general meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the general meeting.</p>

The Rules of Procedure for General Meetings		
No.	Original Article	Amended Article
3.	<p>Article 25 Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient’s address shown in the register of shareholders. For domestic shareholders, the notice of a general meeting may also be given by way of a public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the securities regulatory authorities under the State Council, and on the Company’s website and the website of the stock exchange during the period between 45 and 50 days before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</p> <p>Notice of class shareholders’ meeting need to be delivered only to the shareholders entitled to vote thereat.</p> <p>Unless otherwise require by these rules, the procedure according to which class shareholders’ meetings are held shall, to the extent possible, be identical to the procedure according to which general meetings are held. Provisions of these rules relevant to procedures for the holding of general meetings shall be applicable to class shareholders’ meetings.</p>	<p>Article 25 Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient’s address shown in the register of shareholders. For domestic shareholders, the notice of a general meeting may also be given by way of a public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the securities regulatory authorities under the State Council, and on the Company’s website and the website of the stock exchange before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</p> <p>Notice of class shareholders’ meeting need to be delivered only to the shareholders entitled to vote thereat.</p> <p>Unless otherwise require by these rules, the procedure according to which class shareholders’ meetings are held shall, to the extent possible, be identical to the procedure according to which general meetings are held. Provisions of these rules relevant to procedures for the holding of general meetings shall be applicable to class shareholders’ meetings.</p>

The Rules of Procedure for General Meetings		
No.	Original Article	Amended Article
4.	<p>Article 74 When the Company is to hold a class shareholders' meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders' meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders' meeting.</p> <p>Where otherwise specifically required by the Listing Rules of the Company, such requirements shall apply.</p>	<p>Article 74 When the Company is to hold a class shareholders' meeting, it shall issue a written notice <u>with reference to the requirements of notice period for general meetings as set out in Article 23 of the rules. Such written notice shall inform</u> all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within <u>the period specified in the notice of the meeting</u>, serve a written reply on the Company stating that they will attend the meeting.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders' meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders' meeting.</p> <p>Where otherwise specifically required by the Listing Rules of the Company, such requirements shall apply.</p>

Appendix III:

Articles of Association		
No.	Original Article	Amended Article
1.	<p>Article 135 When the Company is to hold a class shareholders’ meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders’ meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders’ meeting.</p>	<p>Article 135 When the Company is to hold a class shareholders’ meeting, it shall issue a written notice <u>with reference to the requirements of notice period for general meetings as set out in Article 78 of the Articles of Association. Such written notice shall inform</u> all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within <u>the period specified in the notice of the meeting</u>, serve a written reply on the Company stating that they will attend the meeting.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders’ meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders’ meeting.</p>

Appendix IV:

The Rules of Procedure for General Meetings		
No.	Original Article	Amended Article
1.	<p>Article 74 When the Company is to hold a class shareholders’ meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders’ meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders’ meeting.</p> <p>Where otherwise specifically required by the Listing Rules of the Company, such requirements shall apply.</p>	<p>Article 74 When the Company is to hold a class shareholders’ meeting, it shall issue a written notice <u>with reference to the requirements of notice period for general meetings as set out in Article 23 of these rules. Such written notice shall inform</u> all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within <u>the period specified in the notice of the meeting</u>, serve a written reply on the Company stating that they will attend the meeting.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders’ meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders’ meeting.</p> <p>Where otherwise specifically required by the Listing Rules of the Company, such requirements shall apply.</p>