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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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**, 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.

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**中国铁建**  
**中國鐵建股份有限公司**  
**China Railway Construction Corporation Limited**  
*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1186)

**PROPOSED APPOINTMENT OF DIRECTOR**  
**AND**  
**NOTICE OF EGM**

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A notice convening the 2024 first extraordinary general meeting (the “EGM”) 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, 30 January 2024 is set out on page 5 to page 7 of this circular.

A reply slip and a form of proxy to be used at the EGM are enclosed and are also published on the website of the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company’s website ([www.crcc.cn](http://www.crcc.cn)). If you are eligible and intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon on or before Friday, 26 January 2024. Shareholders who intend to appoint a proxy to attend the EGM 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM or any adjournment thereof and voting in person if you so wish.

11 January 2024

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## DEFINITIONS

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

|                            |   |
|----------------------------|---|
| “A Share(s)”               | means the domestically-listed shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange   |
| “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 |
| “Director(s)”              | means the director(s) of the Company  |
| “EGM”                      | means the 2024 first extraordinary 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, 30 January 2024                                       |
| “H Share(s)”               | means the overseas-listed foreign invested shares 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)   |
| “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 Hong Kong Stock Exchange, as amended from time to time   |
| “Hong Kong Stock Exchange” | means The Stock Exchange of Hong Kong Limited   |
| “HK\$”                     | means Hong Kong dollar, the lawful currency of the Hong Kong  |

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## DEFINITIONS

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|---------------------------|--|
| “Latest Practicable Date” | means 9 January 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein        |
| “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   |
| “Share(s)”                | means the shares of the Company with a nominal value of RMB1.00 each, including A Share(s) and H Share(s)  |
| “Shareholder(s)”          | means the shareholder(s) of the Company, including A Shareholder(s) and H Shareholder(s)   |
| “%”                       | means per cent   |

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LETTER FROM THE BOARD

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**中国铁建**  
**中國鐵建股份有限公司**  
**China Railway Construction Corporation Limited**  
*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1186)

**Directors:**

Mr. WANG Lixin (*President and Executive Director*)  
Mr. NI Zhen (*Executive Director*)  
Mr. GAO Lieyang (*Non-executive Director*)  
Mr. MA Chuanjing (*Independent Non-executive Director*)  
Mr. ZHAO Lixin (*Independent Non-executive Director*)  
Mr. XIE Guoguang (*Independent Non-executive Director*)  
Mr. TSIN Wai Lun Kenneth (*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

11 January 2024

*To H Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF DIRECTOR  
AND  
NOTICE OF EGM**

**INTRODUCTION**

The purpose of this circular is to provide you with the notice of the EGM and the information regarding the resolution to be proposed at the EGM so that you may make informed voting decisions on such resolution.

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## LETTER FROM THE BOARD

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### 1. PROPOSED APPOINTMENT OF DIRECTOR

As recommended by China Railway Construction Corporation, the controlling Shareholder of the Company, and approved by the Nomination Committee of the Board of the Company, Mr. DAI Hegen (“**Mr. DAI**”) is nominated as the candidate for executive Director of the Company with his term commencing from the date of election at the EGM, the same as that of the fifth session of the Board of the Company.

Biographical details of Mr. DAI are set out as follows:

**Mr. DAI Hegen**, aged 57, a Chinese with no right of abode overseas, is currently the secretary of the Party Committee of the Company and the secretary of the Party Committee and chairman of China Railway Construction Corporation. Mr. DAI served as the director of the mechanical engineering department of the Fourth Engineering Bureau of the Ministry of Railways, the general manager, vice chairman and deputy secretary of the Party Committee of the Seventh Engineering Co., Ltd. of China Railway No. 4 Engineering Group Co., Ltd.; the deputy general manager, vice chairman, general manager and deputy secretary of the Party Committee of China Railway No. 4 Engineering Group Co., Ltd.; the deputy general manager of China Railway Engineering Corporation from September 2006; a member of the Standing Committee of the Party Committee of China Railway Engineering Corporation and the vice president and a member of the Standing Committee of the Party Committee of China Railway Group Limited from September 2007; the secretary of the Party Committee and director of China Railway Engineering Corporation and the executive director, president and deputy secretary of the Party Committee of China Railway Group Limited from March 2014; the general manager and secretary of the Party Committee of China Railway Materials Commercial Corp. and the chairman and secretary of the Party Committee of China Railway Materials Co., Ltd. from July 2015; the secretary of the Party Committee and vice chairman of Xinxing Cathay International Group Co., Ltd. from April 2016; the secretary of the Party Committee and chairman of China National Chemical Engineering Group Corporation and the secretary of the Party Committee and chairman of China National Chemical Engineering Co., Ltd. from July 2017. Since December 2023, Mr. DAI has been serving as the secretary of the Party Committee and chairman of China Railway Construction Corporation, the secretary of the Party Committee of China Railway Construction Corporation Limited, and since January of the same year, a member of the 14th National Committee of the Chinese People’s Political Consultative Conference. Mr. DAI graduated from the Party School of the Central Committee of CPC with a postgraduate degree in economics and management, and is a professorate senior economist.

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## LETTER FROM THE BOARD

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Upon approval of the appointment of Mr. DAI by the Shareholders, the Company will enter into a director's service contract with Mr. DAI. While acting as an executive Director of the Company, Mr. DAI is concurrently the secretary of the Party Committee of the Company. He will not receive any additional remuneration for acting as an executive Director; his remuneration for taking other roles in the Company will be determined based on his service and the performance review with reference to the Company's relevant remuneration policies. When the remuneration is determined, the Company will make appropriate disclosure, details of which will be available in the annual report to be published by the Company in due course.

As of the Latest Practicable Date, Mr. DAI does not have or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed in this circular, as of the Latest Practicable Date, Mr. DAI did not hold any other position in the Company or any of its subsidiaries, or any directorship in other listed public companies in the past three years. As of the Latest Practicable Date, Mr. DAI has no any connected relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. There is no information relating to Mr. DAI 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 is no other matter in relation to the appointment of Mr. DAI that needs to be brought to the attention of the Shareholders.

## 2. EGM

The EGM will be held by the Company for the purpose of considering and, if thought fit, seeking approvals by the Shareholders on the appointment of Mr. DAI as an executive Director of the Company.

A notice convening the 2024 first extraordinary general meeting to be held at the CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing, the PRC at 9:00 a.m. on Tuesday, 30 January 2024 is set out on pages 5 to 7 of this circular.

A reply slip and a form of proxy to be used at the EGM are enclosed herein and are also published on the website of the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company's website ([www.crcc.cn](http://www.crcc.cn)). If you are eligible and intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon on or before Friday, 26 January 2024.

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## LETTER FROM THE BOARD

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Shareholders who intend to appoint a proxy to attend the EGM 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM 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 Friday, 26 January 2024 to Tuesday, 30 January 2024 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. Any H Shareholders, whose names appear on the Company's register of members at the close of business on Thursday, 25 January 2024, are entitled to attend and vote at the EGM after completing the registration procedures for attending and voting at the EGM. For unregistered H Shareholders of the Company who intend to attend the EGM, all share certificates and the relevant transfer documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Thursday, 25 January 2024.

### 3. RECOMMENDATIONS

The Directors consider that the aforesaid resolution is in the interests of the Company and the Shareholders as a whole and accordingly recommend you to vote in favour of the aforesaid resolution to be proposed at the EGM.

Yours faithfully,  
**The Board of Directors of  
China Railway Construction Corporation Limited**



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## NOTICE OF EGM

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**中国铁建**  
**中國鐵建股份有限公司**  
**China Railway Construction Corporation Limited**  
*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1186)

### NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 first extraordinary general meeting (the “**EGM**”) of China Railway Construction Corporation Limited (the “**Company**”) will be held at the CRCC Bureau Building, No. 40 Fuxing Road, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Tuesday, 30 January 2024 for the purpose of considering, and if thought fit, passing the following resolution:

#### SEPARATE ORDINARY RESOLUTION

1. The resolution in relation to the addition of an executive director of the Company

**The Board of Directors of**  
**China Railway Construction Corporation Limited**

Beijing, the PRC  
11 January 2024

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## NOTICE OF EGM

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*Notes:*

- (a) Unless otherwise specified, details of the resolution are set out in the circular of the Company dated 11 January 2024 (the “**Circular**”). Terms defined in the Circular 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 Friday, 26 January 2024 to Tuesday, 30 January 2024 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. Any H Shareholders, whose names appear on the Company’s register of members at the close of business on Thursday, 25 January 2024, are entitled to attend and vote at the EGM after completing the registration procedures for attending and voting at the EGM. For unregistered H Shareholders of the Company who intend to attend the EGM, all share certificates and the relevant transfer documents must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Thursday, 25 January 2024.

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 EGM, must complete the reply slips for attending the EGM and return the same to the Office of the Board of the Company not later than two business days before the date of the EGM, i.e. on or before Friday, 26 January 2024.

Details of the Office of the Board of the Company are as follows:

East, No. 40 Fuxing Road  
Haidian District  
Beijing  
The People’s Republic of China  
Postal code: 100855  
Fax: (8610) 5268 8302

- (d) Each H Shareholder who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. A proxy of a Shareholder who has appointed more than one proxy shall only vote on a poll.
- (e) The instrument appointing a proxy by the Shareholders must be signed by the person appointing the proxy or an attorney duly authorised by such person in writing. If the instrument is signed by an attorney of the person appointing the proxy, the power of attorney authorising to sign, or other documents of authorisation, shall be notarially certified.
- (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 authority, must be delivered to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, the address of which is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof.

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## NOTICE OF EGM

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- (g) Each A Shareholder is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. Notes (d) and (e) also apply to A Shareholder(s), only that the form of proxy or other documents of authorisation must be delivered to the Office of the Board of the Company, the address of which is set out in Note (c) above, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (h) If a proxy is authorised to attend the EGM on behalf of a Shareholder, such authorised proxy shall produce his identification document and the instrument or document signed by the appointer or his legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints a corporate representative to attend the EGM, such representative shall produce his identification document and the 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 EGM are responsible for their own transportation and accommodation expenses.