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Stock code: 601668

Abbreviation: CSCEC

No.: Interim 2020-093



中國建築股份有限公司

CHINA STATE CONSTRUCTION ENGRG . CORP. LTD

## Announcement on Proxy Solicitation by Independent Director

The Board of Directors of the Company and each member of the Board of Directors guarantee that the contents of the public announcement contain no false or misunderstanding statements or major omission, and they are jointly and severally liable for the truthfulness, accuracy and completeness of the said contents.

### Important Notes:

- Proxy solicitation starts from December 1, 2020 and ends on December 4, 2020.  
(9:00 -12:00; 13:00-17:30)
- Vote of the solicitor as an independent director in the Board of Directors of the Company on all proposals for deliberation: "in favour"
- The solicitor does not hold any shares in the Company.

According to the *Administrative Measures for Equity Incentives of Listed Companies* issued by the China Securities Regulatory Commission ("CSRC") and entrusted by other independent directors of China State Construction Engineering Corporation Limited (hereinafter, the "Company"), independent director Mr. Zheng Changhong acts as the solicitor and hereby launches proxy solicitation among all shareholders of the Company regarding the proposal on the Equity Incentive Scheme to be deliberated on at the 2020 3rd Extraordinary General Meeting scheduled on December 7, 2020.

### I. Basic Information of the Solicitor, His Vote on Proposals for Deliberation and Reason for His Vote

1. The solicitor of this proxy solicitation is Mr. Zheng Changhong, an incumbent independent director of the Company. His basic information is as follows:

Mr. Zheng Changhong, born in 1955, holds a doctorate degree. He used to hold the following positions in succession: deputy head of the Beijing February Seventh Locomotive Factory; office director and board director & deputy general manager of China National Railway Locomotive & Rolling Stock Industry Corporation; board director & deputy general manager, deputy general manager, Party secretary & deputy general manager, and then Party secretary of China South Locomotive and Rolling Stock Industry (Group) Corporation; executive director, vice chairman, and president of China South Locomotive & Rolling Stock Corporation Limited; executive director, chairman, and Party secretary of China South Locomotive & Rolling Stock Corporation Limited; executive director, vice chairman and Party secretary of China South Locomotive and Rolling Stock Industry (Group) Corporation. Mr. Zheng graduated from Lanzhou Institute of Railway Technology and Northern Jiaotong University with diplomas in electronic technology and accounting. Then he studied at Beijing Jiaotong University in transportation planning and management and earned a doctoral

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candidate diploma and a doctor's degree in engineering. Holding the qualification of senior executive officer (professional with special contribution), he is a professorial senior engineer and a fellow of the World Academy of Productivity Science.

2. The solicitor Mr. Zheng Changhong does not hold any shares in the Company. As an independent director, Mr. Zheng Changhong attended the Company's 45th Meeting of the 2nd Board of Directors on September 17, 2020 and 49th Meeting of the 2nd Board of Directors on November 20, 2020 and voted in favour of all proposals to be submitted to the Company's 2020 3rd Extraordinary General Meeting for deliberation.

## **II. Overview of the Company's 2020 Third Extraordinary General Meeting**

### **1. Date and Time of the Meeting**

Date and Time: 14:00, December 7, 2020.

Online voting: The Shanghai Stock Exchange Online Voting System will be applied for the voting. The time frame of voting on the system overlaps with the trading periods (9:15-9:25, 9:30-11:30 and 13:00-15:00) on the same day of the General Meeting of Shareholders. Online voting through internet voting platform will be held between 9:15 and 15:00 on the same day of the General Meeting of Shareholders.

2. Venue: Meeting Room No. 1, 2nd Floor, CSC Fortune International Center, Building 3, Courtyard 5, Anding Road, Chaoyang District, Beijing

### **3. Proposal on Proxy Solicitation**

Ref. No.	Non-cumulative voting proposals
4.00	Proposal on Phase IV Restricted A Share Incentive Scheme (Draft) and Summary thereof of China State Construction Engineering Corporation Limited
4.01	Purpose of the Equity Incentive Scheme
4.02	Basis for determining incentive targets and the scope
4.03	Sources and quantities of incentive tools and underlying shares
4.04	Granting of restricted shares
4.05	Validity period, lock-up period and unlocking period of restricted shares
4.06	Granting date and price of restricted shares
4.07	Conditions for granting and unlocking restricted shares
4.08	Rules for non-transferability and lock-up of restricted shares
4.09	Method and procedure for adjusting restricted shares
4.10	Procedures for granting and unlocking restricted shares
4.11	Accounting treatment of restricted shares and the impacts on the company's earnings
4.12	Rights and obligations of the company and incentive targets
4.13	Treatment under exceptional circumstances
4.14	Management, revision and termination of the Scheme
4.15	Mechanism for settling disputes between the Company and the incentive targets

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4.16	Authorization of the Board of Directors to deal with matters related to the Share Incentive Scheme
5	Proposal on Implementation and Performance Appraisal Measures for the Phase IV Restricted A Share Incentive Scheme of China State Construction Engineering Corporation Limited
6	Proposal of China State Construction Engineering Corporation Limited Concerning the the List of Incentive Targets of the Phase IV Restricted A Share Incentive Scheme and Shares Granted
7	Proposal of China State Construction Engineering Corporation Limited Concerning the Plan of Shares Repurchase from Incentives Targets of Phase II and III Restricted A Share

For detailed information of the General Meeting, please refer to the *Notice on Convening the 2020 3rd Extraordinary General Meeting* disclosed by the Company.

### III. Solicitation Scheme

The solicitor has formulated a scheme for this proxy solicitation according to the current laws, administrative regulations and normative documents of China as well as the Company's *Articles of Association*, detailed as follows:

1. Targets: shareholders of the Company who have been on the register of Shanghai Branch of China Securities Depository and Clearing Corporation Limited as of the close of trade on the afternoon of November 30, 2020 and have completed the registration procedure for participation in the meeting.

2. Period: December 1 to 4, 2020 (9:00 - 12:00; 13:00 -17:30).

3. Method: The proxy solicitation will be carried out by publishing bulletins on China Securities Journal, Shanghai Securities News, Securities Times, Securities Daily and the Shanghai Stock Exchange in a free-of-charge, voluntary and open manner.

4. Procedure and steps

(1) Filling out the Letter of Authorization for Proxy Solicitation by Independent Director (hereinafter, the "Letter of Authorization") according to the format and required contents specified in the Attachment of the report.

(2) Signing the Letter of Authorization and furnishing the following documents:

1) If the proxy voter is a corporate shareholder, please submit:

- ① A photocopy of the business license of the legal person;
- ② A photocopy of the ID of the legal representative;
- ③ The original of the Letter of Authorization; and
- ④ A photocopy of the shareholder's account card. All documents of the corporate shareholder as specified herein shall be signed page by page by its legal representative and stamped the same way with the official seal of the shareholder's entity;

2) If the proxy voter is an individual shareholder, please submit:

- ① A photocopy of the individual's ID;
- ② The original of the Letter of Authorization; and
- ③ A photocopy of the stock account card.

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3) If the Letter of Authorization is signed by a proxy authorized by the shareholder, it shall be notarized by a notary office and the notarial certificate shall be submitted together with the original of the Letter of Authorization; the Letter of Authorization signed by the shareholder himself/herself or the legal representative of the shareholder's entity does not need to be notarized.

(3) After the proxy voter has furnished the relevant documents according to the above requirements, the Letter of Authorization and relevant documents shall be delivered to the designated address specified herein by a special person or by registered mail or express mail within the solicitation period (i.e. 9:00 - 12:00 and 13:00 - 17:30 each day from December 1 to 4, 2020); if registered mail or express mail is used, the date of delivery shall be the date indicated on the postmark of the post office at the place of arrival; if the documents are delivered by a special person, the date of delivery shall be the date of receipt by the following recipient. Any documents that are delivered at a later date shall be deemed to be invalid.

The proxy voters shall deliver the Letter of Authorization and related documents to the following designated address and addressee:

Address: 37th Floor, CSC Fortune International Center, Building 3, Courtyard 5, Anding Road, Chaoyang District, Beijing

Addressee: Office of the Board of Directors of China State Construction Engineering Corporation Limited

Tel: 010-86498888

Fax: 010-86498170

Postal code: 100029

Please seal all the submitted documents properly, indicate the telephone number and contact person of the proxy voter, and write the text of "Letter of Authorization for Proxy Solicitation by Independent Director" in a prominent position.

5. Upon delivery, the documents submitted by the proxy voters will be reviewed, and authorization that meets the following conditions will be confirmed as valid:

(1) The Letter of Authorization and related documents have been delivered to the designated place according to the solicitation procedure specified herein;

(2) The Letter of Authorization and related documents have been submitted within the solicitation period;

(3) The shareholders have filled out and signed the Letter of Authorization in the format specified in the Attachment hereto, the contents of authorization are clear, and the relevant documents submitted are complete and valid;

(4) The Letter of Authorization and related documents submitted are consistent with the contents of the register of shareholders.

6. If the shareholder repeatedly authorizes the solicitor to vote on the solicitation matter, but the contents of authorization differ, the Letter of Authorization signed by the shareholder last time shall be valid. If the time of signing cannot be judged, the Letter of Authorization received last time shall be valid.

7. After authorizing the solicitor to vote on the solicitation matter, the shareholder may attend the meeting in person or by proxy, but have no right to vote on the solicitation matter.

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8. Where a valid authorization falls under one of the following circumstances, the solicitor may deal with it by methods stated hereafter:

(1) If the shareholder, after authorizing the solicitor to vote on the solicitation matter, explicitly cancels the authorization in writing before the deadline for registration for the on-site meeting, the solicitor will deem that the authorization automatically becomes invalid;

(2) If the shareholder, after authorizing a person other than the solicitor to register for and attend the meeting to vote on the solicitation matter, explicitly cancels the authorization in writing before the deadline for registration for the on-site meeting, the solicitor will deem that the authorization automatically becomes invalid; if the shareholder fails to explicitly cancel the authorization to the solicitor in writing before the deadline for registration for the on-site meeting, the authorization to the solicitor will be taken as the only valid authorization.

(3) The shareholder shall specify their voting instructions for each solicitation matter in the Letter of Authorization submitted, and choose among the voting options of "in favour", "against" and "abstention". If the shareholder select two or more options on the same solicitation matter, or fails to give voting instructions on any solicitation matter, the solicitor will deem that the authorization by the shareholder is invalid.

9. Due to the particularity of the proxy solicitation, the Letter of Authorization submitted by the shareholder according to the requirements hereunder will be reviewed pro forma. Whether the signatures and seals on the Letter of Authorization and related documents are indeed put by the shareholder himself/herself or whether these documents are actually released from the shareholder in person or his/her authorized proxy will not be reviewed substantively. Any Letter of Authorization and relevant supporting documents that meet the formal requirements specified herein will be deemed to be valid.

Solicitor: Zheng Changhong

November 20, 2020

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**Letter of Authorization for Proxy Solicitation by Independent Director**

I, XXX/XXX company, as the authorizer, hereby acknowledge(s) the following: before signing this Letter of Authorization, I have carefully read the *Announcement of China State Construction Engineering Corporation Limited on Proxy Solicitation by Independent Director*, the *Announcement on Convening the 2020 Third Extraordinary General Meeting of China State Construction Engineering Corporation Limited* and other relevant documents, and have fully understood matters related to this proxy solicitation.

Before registering for the on-site meeting, I/the company am/is entitled to withdraw the authority delegated to the solicitor under this Letter of Authorization or modify the contents thereof at any time according to the procedure specified in the *Announcement of China State Construction Engineering Corporation Limited on Proxy Solicitation by Independent Director*.

I/the company, as the authorizer, hereby authorize(s) Mr. Zheng Changhong, an independent director of China State Construction Engineering Corporation, to attend the Company's 2020 Third Extraordinary General Meeting scheduled on December 7, 2020 as my/the company's proxy, and exercise the voting right on the following matters for deliberation at the meeting according to this Letter of Authorization.

Ref. No.	Non-cumulative voting proposals	In favour	Against	Abstention
4.00	Proposal on Phase IV Restricted A Share Incentive Scheme (Draft) and Summary thereof of China State Construction Engineering Corporation Limited			
4.01	Purpose of the Equity Incentive Scheme			
4.02	Basis for determining incentive targets and the scope			
4.03	Sources and quantities of incentive tools and underlying shares			
4.04	Granting of restricted shares			
4.05	Validity period, lock-up period and unlocking period of restricted shares			
4.06	Granting date and price of restricted shares			
4.07	Conditions for granting and unlocking restricted shares			
4.08	Rules for non-transferability and lock-up of restricted shares			
4.09	Method and procedure for adjusting restricted shares			
4.10	Procedures for granting and unlocking restricted shares			
4.11	Accounting treatment of restricted shares and the impacts on the company's earnings			

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4.12	Rights and obligations of the company and incentive targets			
4.13	Treatment under exceptional circumstances			
4.14	Management, revision and termination of the Scheme			
4.15	Mechanism for settling disputes between the Company and the incentive targets			
4.16	Authorization of the Board of Directors to deal with matters related to the Share Incentive Scheme			
5	Proposal on Implementation and Performance Appraisal Measures for the Phase IV Restricted A Share Incentive Scheme of China State Construction Engineering Corporation Limited			
6	Proposal of China State Construction Engineering Corporation Limited Concerning the the List of Incentive Targets of the Phase IV Restricted A Share Incentive Scheme and Shares Granted			
7	Proposal of China State Construction Engineering Corporation Limited Concerning the Plan of Shares Repurchase from Incentives Targets of Phase II and III Restricted A Share			

(The authorizer shall give authorization opinions on each proposal by ticking “√” the corresponding box, and failure to do so shall be deemed to be a waiver of right)

Name of the authorizer (signature or seal):

ID number or business license number of the authorizing shareholder:

Number of shares held by the authorizing shareholder:

Securities account number of the authorizing shareholder:

Date of signing:

Validity term of the authorization is from the date of signing to the close of the 2020 Third Extraordinary General Meeting