

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

Stock code: 601668

Abbreviation: CSCEC

No.: Interim 2020-092



中國建築股份有限公司
CHINA STATE CONSTRUCTION ENGRG . CORP. LTD

China State Construction Engineering Corporation Limited Notice on Convening the 3rd Extraordinary General Meeting in 2020

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:

- Date of the Extraordinary General Meeting (EGM): December 7, 2020
- The Shanghai Stock Exchange Online Voting System for Shareholder Meetings is adopted for the online voting at this EGM.
- To continue with the effective prevention and control of COVID-19, practice social distancing and cut off the means of virus transmission, the Company proposes that the shareholders use the online voting system to vote at this EGM.
- Shareholders who would like to attend the meeting in person are expected to take proper measures of health protection and follow the requirements for COVID-19 prevention and control in Beijing.

I. Overview of the Meeting

(I) Type and Session

The 3rd Extraordinary General Meeting in 2020

(II) Convener of the Meeting: Board of Directors

(III) Voting Method: A combination of on-site voting and on-line voting is adopted at this EGM.

(IV) Date, Time and Venue of the Meeting

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

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

(V) System, Starting Date and Deadline for Online Voting

Online Voting System: Shanghai Stock Exchange Online Voting System for Shareholder Meetings

Voting starts from December 7, 2020 and ends on December 7, 2020.

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The Shanghai Stock Exchange Online Voting System will be applied for the voting. The time frame of voting on the trading 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 EGM. Online voting will be held between 9:15 and 15:00 on the same day of the EGM.

(VI) Voting procedures for securities margin trading, refinancing, and agreed repurchase accounts and Shanghai-Hong Kong Stock Connect investors

Voting concerning securities margin trading, refinancing, and agreed repurchase accounts and Shanghai-Hong Kong Stock Connect investors shall be executed in line with the *Implementation Rules of Online Voting at General Meetings of Listed Companies on Shanghai Stock Exchange* and relevant regulations.

(VII) Proxy Solicitation among Shareholders

According to the *Measures for Equity Incentive Administration of Listed Companies* issued by the China Securities Regulatory Commission and entrusted by other independent directors, independent director Mr. Zheng Changhong who acts as the solicitor, has launched proxy solicitation among all shareholders of the Company regarding the Proposal in Respect of Phase IV Restricted A Share Incentive Scheme to be deliberated on by the 3rd EGM in 2020. Shareholders of the Company who intend to appoint Mr. Zheng Changhong as their proxy to vote on the relevant proposals at the Company's 3rd EGM in 2020, please fill out and deliver the Letter of Authorization for Proxy Solicitation by Independent Director within the solicitation period (December 1 to 4, 2020). For detailed information of the proxy solicitation by independent director, please refer to the *Announcement on China State Construction Engineering Corporation Limited on Proxy Solicitation by Independent Director*.

II. Proposals for Deliberation at the Meeting and Type of Shareholders for Voting

Ref. No.	Name of proposal	Type of shareholders for the voting
		Shareholders of A shares
Proposal subject to non-cumulative voting		
1	Proposal on Co-opting Zhang Zhaoxiang into the 2nd Board of Directors of China State Construction Engineering Corporation Limited	
2	Proposal on the Revision of the Administrative Measures for Fund-raising of China State Construction Engineering Corporation Limited	
3	Proposal on the Administrative Regulations for External Guarantees of China State Construction Engineering Corporation Limited (Trial)	
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 the targets and scope of incentive scheme	

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4.03	Sources and quantities of incentive tools and underlying stocks	
4.04	Granting of restricted shares	
4.05	Validity period, lock-up period and unlocking period of restricted shares	√
4.06	Grant date and price of restricted shares	√
4.07	Conditions for granting and unlocking restricted shares	√
4.08	Rules for non-transferability and sales prohibition of restricted shares	√
4.09	Method and procedure for adjusting restricted shares	√
4.10	Procedures for granting and unlocking restricted shares	√
4.11	Accounting of restricted shares and impact on the performance of the Company	√
4.12	Rights and obligations of the Company and its incentive targets	√
4.13	Handling method under special circumstances	√
4.14	Management, amendment, and termination of the program	√
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 shares incentive plan	√
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	√

1. The duration and media outlets for the disclosure of proposals

Proposal 1 has been deliberated on and adopted by the 47th Meeting of the 2nd Board of Directors of the Company. The relevant announcement was published on October 29, 2020 on the website of Shanghai Stock Exchange and on *China Securities Journal*, *Shanghai Securities News*, *Securities Times* and *Securities Daily*.

Proposals 2 and 3 have been deliberated on and adopted by the 43rd Meeting of the 2nd Board of Directors of the Company. The relevant announcement was published on August 28, 2020 on the website of Shanghai Stock Exchange and on *China Securities Journal*, *Shanghai Securities News*, *Securities Times* and *Securities Daily*.

Proposals 4 and 5 have been deliberated on and adopted by the 45th Meeting of the

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2nd Board of Directors and the 27th Meeting of the 2nd Board of Supervisors of the Company. The relevant announcement was published on September 18, 2020 on the website of Shanghai Stock Exchange and on *China Securities Journal, Shanghai Securities News, Securities Times* and *Securities Daily*.

Proposals 6 and 7 have been deliberated on and adopted by the 49th Meeting of the 2nd Board of Directors and the 31st Meeting of the 2nd Board of Supervisors of the Company. The relevant announcement was published on November 21, 2020 on the website of Shanghai Stock Exchange and on *China Securities Journal, Shanghai Securities News, Securities Times* and *Securities Daily*.

2. Proposals for which special resolutions are to be adopted: 4, 5, 6, and 7
 3. Proposals for which votes are counted separately for minority investors: 1, 2, 3, 4, 5, 6, and 7.
 4. Proposals where related shareholders shall be excused from voting: None
- Shareholders' name that shall avoid voting: None

III. Notes for Voting at the General Meeting of Shareholders

(I) If the shareholders of the Company use the Shanghai Stock Exchange Online Voting System for Shareholder Meetings, they may cast their vote via the voting platform of the trading system (through the trading terminal of designated securities trading companies) or on vote.sseinfo.com. To log on to the online voting platform for the first time, the investors need to go through the verification of shareholder's identity. For details, please refer to the instructions for use of the online voting platform.

(II) For shareholders who exercise their voting rights through the Shanghai Stock Exchange Online Voting System for Shareholder Meetings, if the shareholder has multiple shareholder accounts, he/she may use any account that holds the Company's shares to participate in the online voting. When the vote is cast, it is deemed that the vote applies to all common shares or preferred shares of the same category under all of his/her shareholder accounts.

(III) If the same voting right is repeatedly exercised on site, on the online voting platform or through other methods, the result of the first voting shall prevail.

(IV) Only after all proposals are voted on, could the shareholder submit his/her vote.

IV. Attendees

(I) Shareholders of the Company who have registered with Shanghai Branch of China Securities Depository and Clearing Corporation Limited after the market closes on the date of record shall be entitled to attend the general meeting of shareholders in person (see the following table for details) or entrust their proxies in writing to attend the meeting and participate in the voting. The proxies do not need to be shareholders of the Company.

Type of shares	Stock code	Stock abbreviation	Equity registration date
A-share	601668	CSCEC	November 30, 2020

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(II) Board directors, supervisors and senior executives of the Company

(III) Lawyers hired by the Company

(IV) Other personnel

V. How to Register for the Meeting

(I) Registration

To continue with the effective prevention and control of COVID-19, practice social distancing and cut off the means of virus transmission, the Company proposes that the shareholders use the online voting system to vote at this EGM. Shareholders who would like to attend the meeting in person are expected to take proper measures of health protection and follow the requirements for COVID-19 prevention and control in Beijing.

Shareholders or their proxies who intend to attend this EGM in person are requested to fill in and sign on the receipt of the meeting (Appendix 2), and register for the meeting by presenting the following documents:

1. Individual shareholders shall present their own ID cards and shareholder account cards to complete the registration procedure; if a proxy is entrusted to attend the meeting, the ID card of the proxy, the Letter of Authorization signed by the authorizer (Appendix 1), the ID card and the shareholder account card of the authorizer shall be presented for registration.

2. A corporate shareholder shall present a photocopy of its business license with its official seal affixed thereto, the corporate shareholder's account card, the Letter of Authorization, and the ID card of the attendee to complete the registration procedure.

3. Shareholders may complete the registration procedure via correspondence, email (ir@cscec.com) or fax (010-86498170).

(II) Registration time

During the working hours no later than December 4, 2020 (Friday)

(9:00 - 12:00, 13:00-17:30).

(III) Contact

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

Contact department: Office of the Board of Directors

Tel: 010-86498888

Fax: 010-86498170

Email: ir@cscec.com

VI. Miscellaneous

To attend the on-site meeting, shareholders or their proxies shall present the following certificates:

(I) If an individual shareholder intends to attend the meeting in person, he/she shall present his/her ID card or other valid certificates or proof that may certify his/her identity, together with the stock account card; if a proxy is entrusted to attend the meeting, the

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proxy shall also present his/her valid ID card and shareholder's Letter of Authorization.

(II) A corporate shareholder shall assign its legal representative or a proxy entrusted by the legal representative to attend the meeting. If the legal representative attends the meeting in person, he or she shall present his/her ID card and valid certificates that may certify his/her identity as the legal representative; if a proxy is entrusted to attend the meeting, the proxy shall present his/her ID card and the Letter of Authorization issued by the legal representative of the corporate shareholder's entity.

Expenses for transport to/from the meeting and accommodation during the meeting shall be borne by the participating shareholders (in person or by proxy).

The above is hereby announced.

The Board of Directors of China State Construction Engineering Corporation Limited
November 20, 2020

Appendix 1: Letter of Authorization

Appendix 2: Receipt of the General Meeting of Shareholders

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Appendix 1: Letter of Authorization

Letter of Authorization

China State Construction Engineering Corporation Limited:

Mr. (Ms.) is hereby entrusted to represent our entity (or myself) to attend your Company's 3rd Extraordinary General Meeting scheduled on December 7, 2020 and to exercise the voting right on our/my behalf.

Number of common shares held by the authorizer:

Shareholder account number of the authorizer:

Ref. No.	Name of proposal subject to non-cumulative voting	In favour	Against	Abstention
1	Proposal on Co-opting Zhang Zhaoxiang into the 2nd Board of Directors of China State Construction Engineering Corporation Limited			
2	Proposal on the Revision of the Administrative Measures for Fund-raising of China State Construction Engineering Corporation Limited			
3	Proposal on the Administrative Regulations for External Guarantees of China State Construction Engineering Corporation Limited (Trial)			
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	Grant date and price of restricted shares			
4.07	Conditions for granting and unlocking restricted shares			
4.08	Rules for non-transferability and sales prohibition 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 Targets of Phase II and Phase III Restricted A Share Incentives			

Signature (seal) of the authorizer:

Signature of the proxy:

ID card number of the authorizer:

ID card number of the proxy:

Date: YY-MM-DD

Note:

The authorizer shall choose among “in favour”, “against” or “abstention” by ticking (“√”) the corresponding box in the Letter of Authorization. If the authorizer fails to give specific instructions in this letter, the proxy shall be entitled to cast the vote at his/her own will.

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Appendix 2: Receipt of the General Meeting of Shareholders

China State Construction Engineering Corporation Limited

Receipt of the 3rd Extraordinary General Meeting in 2020

Name of the shareholder			
Address of the shareholder			
Name of the legal representative		ID card number	
Number of shares		Shareholder account	
Form of participation	<input type="checkbox"/> In person		<input type="checkbox"/> By Proxy
Name of the proxy		ID card number	
Contact person		Tel	
Shareholder's signature (seal of the corporate shareholder)	YY-MM-DD		

Note:

1. Please write in regular scripts.
2. Please mail, email (ir@cscec.com), fax or personally deliver this receipt no later than December 4 (Friday) 2020 during working hours from 9:00-12:00 and 13:00-17:30.
3. Contact: 37th Floor, CSC Fortune International Center, Building No. 3, Courtyard 5, Anding Road, Chaoyang District, Beijing; Fax: 010-86498170; Postal code: 100029.
4. To continue with the effective prevention and control of COVID-19, practice social distancing and cut off the means of virus transmission, the Company proposes that the shareholders use the online voting system to vote at this EGM. Shareholders who would like to attend the meeting in person are expected to take proper measures of health protection and follow the requirements for COVID-19 prevention and control in Beijing.