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Stock code: 601668

Abbreviation: CSCEC

No.: Interim 2021-024



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

## Announcement on the Resolutions of the 54th Meeting of the 2nd Session of the Board of Directors

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

The 54th Meeting of the 2nd Session of the Board of Directors (hereinafter referred to as "the Meeting") of China State Construction Engineering Corporation Limited (hereinafter referred to as "the Company") was convened on April 22, 2021. Upon consent of all board directors, a vote in writing was held by members of the Board of Directors.

The notice of the Meeting was distributed by email on April 16, 2021. The Meeting was held legally and effectively in compliance with the *Company Law of the People's Republic of China*, the *Articles of Association of China State Construction Engineering Corporation Limited* and the *Rules of Procedure for the Board of Directors of China State Construction Engineering Corporation Limited*. Director Yu Hailong authorized Director Zheng Changhong to vote on his behalf. All of the seven Directors of the Company cast their votes and adopted the following resolutions:

### **I. Deliberated on and adopted the *Proposal on Nominating Candidates for Directors of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited***

1. Deliberated on and adopted the *Nominating Zhou Naixiang as a Director Candidate of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited*

Voting result: 7 in favour, 0 against, and 0 abstention.

2. Deliberated on and adopted the *Nominating Zheng Xuexuan as a Director Candidate of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited*

Voting result: 7 in favour, 0 against, and 0 abstention.

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3. Deliberated on and adopted the *Nominating Zhang Zhaoxiang as a Director Candidate of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited*

Voting result: 7 in favour, 0 against, and 0 abstention.

All directors deliberated on and unanimously adopted the *Proposal on Nominating Candidates for Directors of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited*. Please refer to the Appendix for the resumes of the candidates for directors. It was agreed that the above proposal would be submitted to the 2020 Annual General Meeting for deliberation. Independent board directors of the Company issued independent opinions on this proposal.

## **II. Deliberated on and adopted the *Proposal on Nominating Candidates for Independent Directors of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited***

1. Deliberated on and adopted the *Nominating Xu Wenrong as an Independent Director Candidate of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited*

Voting result: 7 in favour, 0 against, and 0 abstention.

2. Deliberated on and adopted the *Nominating Jia Chen as an Independent Director Candidate of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited*

Voting result: 7 in favour, 0 against, and 0 abstention.

3. Deliberated on and adopted the *Nominating Sun Chengming as an Independent Director Candidate of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited*

Voting result: 7 in favour, 0 against, and 0 abstention.

4. Deliberated on and adopted the *Nominating Li Ping as an Independent Director Candidate of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited*

Voting result: 7 in favour, 0 against, and 0 abstention.

All directors deliberated on and unanimously adopted the *Proposal on Nominating Candidates for Independent Directors of the Third Session of the Board of Directors of China State Construction Engineering Corporation Limited*. Please refer to the Appendix for the resumes of the candidates for independent directors. It was agreed that the above proposal would be submitted to the 2020 Annual General Meeting for deliberation. Independent board directors of the Company issued independent opinions on this proposal.

## **III. Deliberated on and adopted the *Proposal on Convening the 2020 Annual General Meeting of China State Construction Engineering Corporation Limited*.**

All directors deliberated on and unanimously adopted the *Proposal on Convening the 2020 Annual General Meeting of China State Construction Engineering Corporation*

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*Limited.* For the specific time, form and other details of the Annual General Meeting, please refer to the Company's Notice of Convening the 2020 Annual General Meeting.

Voting result: 7 in favour, 0 against, and 0 abstention.

The above is hereby announced.

The Board of Directors of China State Construction Engineering Corporation Limited

April 22, 2021

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## **Annex: Biography of the Candidates for Director**

**(1) Mr. Zhou Naixiang**, male, born in December 1961, is an alternate member of the 19th Central Committee of the Communist Party of China, and a deputy to the 12th National People's Congress. He is a senior engineer with a master's degree. He ever served as Deputy General Manager of Jiangsu Provincial Construction Group Co., Ltd. (JPC); Vice Mayor of Taizhou, Jiangsu Province; Member of the Standing Committee of Taizhou Municipal Party Committee and Executive Vice Mayor of Taizhou, Jiangsu Province; Director General and Secretary of the Leading Party Members' Group of Jiangsu Provincial Tourism Bureau; Secretary of the Leading Party Members' Group and Deputy Director General of Jiangsu Provincial Department of Housing and Urban-Rural Development; Deputy Secretary of the Suzhou Municipal Party Committee, and Acting Mayor and Mayor of Suzhou, Jiangsu Province; Secretary of the Suzhou Municipal Party Committee and Member of the Standing Committee of the Jiangsu Provincial Committee. He served as Secretary of the Leading Party Members' Group and Chairman of China State Construction Engineering Corporation (hereinafter referred to as the Group) since September 2019, and Chairman of China State Construction Engineering Corporation Limited (hereinafter referred to as CSCEC/the Company).

Apart from serving as Secretary of the Leading Party Members' Group and Chairman of the Group, a controlling shareholder of the Company, Mr. Zhou Naixiang, holding no shares of the Company's stock, is not associated with the Company's controlling shareholders, actual controllers, nor other board directors, supervisors, senior executives, or those holding more than 5% of its shares. He has never been subject to any penalty of China Securities Regulatory Commission and other regulators, nor falls into any circumstances that forbid him from assuming the position of a senior executive of the Company under the *Company Law* and *Articles of Association*.

**(2) Mr. Zheng Xuexuan**, male, born in April 1966, is a delegate to the 17th National Congress of the Communist Party of China, and a National Model Worker. He is a professor-level senior engineer with a doctoral degree. He ever served as Deputy General Manager, General Manager, Chairman, and Party Committee Secretary of the Management Department of CSCEC Algeria; Deputy General Manager of Overseas Business Department of CSCEC; Executive Director and Party Committee Member of CSCEC International; Executive General Manager of CSCEC Overseas Business Department; Assistant General Manager and General Manager for Human Resources Department of CSCEC. Zheng was appointed as Member of the Leading Party Members' Group of China State Construction Engineering Corporation (hereinafter referred to as the Group) in November 2015, Deputy General Manager of the Group in January 2017, Board Director and Deputy Secretary of the Leading Party Members' Group of the Group in September 2018, Board Director of CSCEC in May 2019, General Manager of the Group in November 2019, and President of CSCEC in March 2020.

Apart from serving as Board Director, General Manager, and Deputy Secretary of the Leading Party Members' Group of the Group, a controlling shareholder of the Company, Mr. Zheng Xuexuan, holding 504,000 shares of the Company's stock, is not associated with the Company's controlling shareholders, actual controllers, nor other board directors, supervisors, senior executives, or those holding more than 5% of its shares. He has never been subject to any penalty of China Securities Regulatory Commission

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and other regulators, nor falls into any circumstances that forbid him from assuming the position of Board Director of the Company under the *Company Law* and *Articles of Association*.

**(3) Mr. Zhang Zhaoxiang**, male, born in August 1963, is a professor-level senior engineer with a master's degree. He ever served as Vice President, President and Party Committee Secretary of China Nonferrous Engineering and Research Institute; Chairman and General Manager of China ENFI Engineering Co., Ltd.; President, Deputy Chairman and Party Committee Secretary at Metallurgical Corporation of China Ltd.; Member of the Standing Committee of the Party Committee, General Manager, Deputy Party Committee Secretary, Board Director, General Manager, and Party Committee Secretary of China Metallurgical Group Corporation; Vice General Manager, and Member of the Leading Party Members' Group of China Minmetals Corporation. Since July 2020, he held the position of Deputy Secretary of the Leading Party Members' Group at China State Construction Engineering Corporation (hereinafter referred to as the Group). He was appointed Board Director of the Group in August 2020. Since October 2020, he has held positions of Party Committee Secretary for Entities Directly under the Group, Board Director of China State Construction Engineering Corporation Limited (hereinafter referred to as CSCEC/the Company), President of China Construction Management School, and Headmaster of China Construction Party School. He was appointed as Chairman of Labor Union at the Group since December 2020.

Apart from holding the positions of Board Director, Deputy Secretary of the Leading Party Members' Group, Chairman of Labor Union of the Group (a controlling shareholder of the Company), and Party Committee Secretary for Entities Directly under the Group, Mr. Zhang Zhaoxiang is not associated with the Company's controlling shareholders, actual controllers, nor other board directors, supervisors, senior executives, or those holding more than 5% of its shares. He holds no shares of the Company. He has never been subject to any penalty of China Securities Regulatory Commission and other regulator, nor falls into any circumstances that forbid him from assuming the position of Board Director of the Company under the *Company Law* and *Articles of Association*.

**(4) Mr. Xu Wenrong**, male, born in July 1961, is a professor-level senior engineer with a doctor's degree. He ever worked at the Petroleum Geophysical Exploration Bureau, serving as Director for Foreign Affairs, Deputy Head and General Manager of the International Prospecting Department, and Bureau Head and Deputy Secretary of its Party Committee. He then served as Vice Chairman, General Manager, and Deputy Secretary of Party Committee of Bureau of Geophysical Prospecting (BGP) INC.; Assistant to General Manager and Head of Development and Research Department of China National Petroleum Corporation (CNPC), and Chairman of CNPC International Engineering Co., Ltd.; Director, Deputy General Manager, Member of the Leading Party Members' Group, Head of Discipline Inspection Group of the Party Committee at China COSCO Shipping Corporation Limited; Deputy Director General and Member of the Leading Party Members' Group at CNPC; Deputy General Manager and Deputy Secretary of the Leading Party Members' Group at CNPC, and Chairman of the Supervisory Board of PetroChina Company Limited. In September 2020, he was appointed as a full-time Outside Director of Chinese central SOEs. In December 2020, he was appointed as Outside Director of China FAW Group Corporation and Outside Director of China National Building Material Group Co., Ltd.

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Mr. Xu Wenrong is not associated with the Company's controlling shareholders, actual controllers, nor other board directors, supervisors, senior executives, or those holding more than 5% of its shares. He holds no shares of the Company. He has never been subject to any penalty of China Securities Regulatory Commission and other regulators, nor falls into any circumstances that forbid him from assuming the position of Board Director of the Company under the *Company Law* or *Articles of Association*.

**(5) Mr. Jia Chen**, male, born in February 1956, is a researcher-level senior engineer with a bachelor's degree. He is a non-practicing member of the Chinese Institute of Certified Public Accountants. From February 1982 to December 2013, he worked in the Ministry of Finance, serving as Deputy Director, Director and Deputy Director General of the Accounting Regulatory Department, Deputy Director General of the Comprehensive Department, Director General of the Department of Treaty and Law, Director General of the Enterprise Department, and Director General of the Department of Tax Policy. From December 2013 to August 2016, he was Member of the Leading Party Members' Group and Deputy General Manager of China North Industries Group Corporation Limited. He was appointed as Outside Director of China Mobile Communications Group Co., Ltd. in March 2017, and an independent Director of China State Construction Engineering Corporation Limited in January 2018. He ever served as an Executive Member of Accounting Society of China, China Association of Chief Financial Officers and Society of Public Finance of China; Deputy Head of China Appraisal Society, and Deputy Head of the Office of the State Council's Leading Group for Promoting the Development of Small and Medium Enterprises.

Mr. Jia Chen is not associated with the Company's controlling shareholders, actual controllers, nor other board directors, supervisors, senior executives, or those holding more than 5% of its shares. He holds no shares of the Company. He has never been subject to any penalty of China Securities Regulatory Commission and other regulators, nor falls into any circumstances that forbid him from assuming the position of Board Director of the Company under the *Company Law* or *Articles of Association*.

**(6) Mr. Sun Chengming**, male, born in July 1959, is a senior engineer with a master's degree. He ever served as Deputy General Manager of China Merchants Logistics Holding Co., Ltd., and General Manager of China Merchants Container Services Limited and China Merchants Godown, Wharf & Transportation Co., Ltd.; Deputy General Manager, General Manager, General Party Branch Secretary, and Director of China Merchants Industry Holding Co., Ltd.; Party Committee Member, President Assistant of China Merchants Group; Director, General Manager, and Deputy Party Committee Secretary of China Merchants Shekou Industrial Zone Holdings Co., Ltd.; Vice President, Deputy General Manager, Party Committee Member of China Merchants Group; and Chairman of China Merchants Shekou Industrial Zone Holdings Co., Ltd.. In December 2020, he was appointed as Outside Director of State Development & Investment Corp., Ltd.

Mr. Sun Chengming is not associated with the Company's controlling shareholders, actual controllers, nor other board directors, supervisors, senior executives, or those holding more than 5% of its shares. He holds no shares of the Company. He has never been subject to any penalty of China Securities Regulatory Commission and other regulators, nor falls into any circumstances that forbid him from assuming the position of Board Director of the Company under the *Company Law* or *Articles of Association*.

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**(7) Mr. Li Ping**, male, born in February 1954, is a senior engineer with a master's degree. He has served as Deputy Director of Telecommunication Division and Mobile Division, Deputy Chief Engineer, and Deputy Head and Member of the Leading Party Members' Group of Heilongjiang Provincial Postal Administration; Deputy Head of Directorate General of Telecommunications, P&T, China; Vice Chairman, Deputy Executive General Manager, Chairman, and General Manager of China Telecom (Hong Kong); Deputy General Manager, and Member of the Leading Party Members' Group of China Telecom; and Outside Director of China Aerospace Science and Technology Corporation.

Mr. Li Ping is not associated with the Company's controlling shareholders, actual controllers, nor other board directors, supervisors, senior executives, or those holding more than 5% of its shares. He holds no shares of the Company. He has never been subject to any penalty of China Securities Regulatory Commission and other regulators, nor falls into any circumstances that forbid him from assuming the position of Board Director of the Company under the *Company Law* or *Articles of Association*.