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Stock code: 601668

Abbreviation: CSCEC

No.: Interim 2020-099



中國建築股份有限公司

CHINA STATE CONSTRUCTION ENGRG.CORP.LTD

China State Construction Engineering Corporation Limited

Announcement on the Resolutions of 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 misleading statements or major omission, and they are jointly and severally liable for the truthfulness, accuracy and completeness of the said contents.

Important Notice:

- Proposals vetoed: none

I. About the Extraordinary General Meeting and Attendance

(I) Date: December 7, 2020

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

(III) Information on participating common shareholders and preferred stockholders with restored voting right and their shareholding:

1. Number of participating shareholders and proxies	387
2. The total number of voting shares held by shareholders present at the Meeting	24,923,350,277
3. The ratio of the number of voting shares held by shareholders present at the Meeting to the total voting shares in the Company (%)	59.3907

(IV) Compliance of the voting method with the *Company Law* and *Articles of Association* and presiding information.

The Meeting was convened by the Company's Board of Directors and presided over by Chairman Zhou Naixiang. A combination of on-site voting and on-line voting was adopted. The Meeting was held legally and effectively in compliance with the laws, regulations and rules such as the *Company Law of the People's Republic of China* and the *Articles of Association of China State Construction Engineering Corporation Limited*.

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(V) Attendance of Directors, Supervisors and Board Secretary

1. 2 of 6 incumbent Directors of the Company were present. Zheng Xuexuan, Yang Chunjin, Yu Hailong, and Jia Chen were not present due to tight schedule;
2. 2 of 5 incumbent Supervisors of the Company were present. Li Jianbo, Tian Shifang, and Ning Wangchu were not present due to tight schedule;
3. Wang Yunlin, Vice President and CFO, and Xue Keqing, Secretary of the Board of Directors, attended the Meeting.

II. Deliberation of Proposals

(I) Proposals subject to non-cumulative voting

1. Name: **Proposal on Co-opting Zhang Zhaoxiang onto the 2nd Board of Directors of China State Construction Engineering Corporation Limited**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,897,188,885	99.8950	21,055,412	0.0844	5,105,980	0.0206

2. Name: **Proposal on the Revision of the Administrative Measures for Fund-raising of China State Construction Engineering Corporation Limited**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,293,005,236	97.4708	583,397,993	2.3407	46,947,048	0.1885

3. Name: **Proposal on the Administrative Regulations for External Guarantees of China State Construction Engineering Corporation Limited (Trial)**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,291,027,736	97.4629	583,475,993	2.3410	48,846,548	0.1961

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4. Name: **Proposal on Phase IV Restricted A Share Incentive Scheme (Draft) and Summary thereof of China State Construction Engineering Corporation Limited**

4.01 Name: **Purpose of the Equity Incentive Scheme**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,681,554,131	99.0298	240,989,366	0.9669	806,780	0.0033

4.02 Name: **Basis for Determining the Participants and Scope thereof**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,681,590,231	99.0299	240,951,266	0.9667	808,780	0.0034

4.03 Name: **Sources and Quantities of Incentive Tools and Underlying Shares**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,681,626,131	99.0301	240,915,366	0.9666	808,780	0.0033

4.04 Name: **Granting of restricted shares**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,681,535,531	99.0297	241,381,066	0.9684	433,680	0.0019

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4.05 Name: **Validity period, lock-up period and unlocking period of restricted shares**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,677,947,731	99.0153	244,595,766	0.9813	806,780	0.0034

4.06 Name: **Granting Date and Price of Restricted Shares**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,677,741,331	99.0145	245,345,466	0.9844	263,480	0.0011

4.07 Name: **Conditions for Granting and Unlocking Restricted Shares**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,677,187,731	99.0123	245,999,066	0.9870	163,480	0.0007

4.08 Name: **Rules for Non-Transferability and Lock-up of Restricted Shares**

Result of deliberation: Adopted

Voting result:

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Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,678,014,831	99.0156	244,526,666	0.9811	808,780	0.0033

4.09 Name: **Method and Procedure for the Adjustment of Restricted Shares**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,677,947,731	99.0153	244,593,766	0.9813	808,780	0.0034

4.10 Name: **Procedures for Granting and Unlocking Restricted Shares**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,677,916,431	99.0152	245,270,366	0.9840	163,480	0.0008

4.11 Name: **Accounting of Restricted Shares and Impact on the Company's Performance**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,679,814,631	99.0228	242,726,866	0.9738	808,780	0.0034

4.12 Name: **Rights and Obligations of the Company and the Incentive Participants**

Result of deliberation: Adopted

Voting result:

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Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,681,765,131	99.0306	240,778,366	0.9660	806,780	0.0034

4.13 Name: **Handling Method under Exceptional Circumstances**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,681,794,731	99.0308	240,748,766	0.9659	806,780	0.0033

4.14 Name: **Management, Amendment, and Termination of the Scheme**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,681,792,731	99.0307	240,750,766	0.9659	806,780	0.0034

4.15 Name: **Mechanism for Settling Disputes between the Company and the Incentive Participants**

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,681,794,731	99.0308	240,748,766	0.9659	806,780	0.0033

4.16 Name: **Authorization of the Board of Directors to Deal with Matters Related to Share Incentive Schemes**

Result of deliberation: Adopted

Voting result:

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Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,685,355,631	99.0450	237,185,866	0.9516	808,780	0.0034

5. Name: Proposal on the Administrative Measures for the Implementation and Performance Assessment of the Phase IV Restricted A Share Incentive Scheme of China State Construction Engineering Corporation Limited

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,683,451,131	99.0374	239,033,466	0.9590	865,680	0.0036

6. Name: Proposal of China State Construction Engineering Corporation Limited Concerning the List of Participants of the Phase IV Restricted A Share Incentive Scheme and Shares Granted

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,686,205,431	99.0485	236,281,166	0.9480	863,680	0.0035

7. Name: Proposal on Repurchase of the Shares Held by the Participants of Phase II and III Restricted A-Shares Incentive Scheme of China State Construction Corporation Limited.

Result of deliberation: Adopted

Voting result:

Shareholder Type	Agreed		Objection		Abstention	
	Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
A-Share	24,902,397,291	99.9159	19,716,206	0.0791	1,236,780	0.0050

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(II) Resulting of Voting by Shareholders with Less than 5% Shares on Major Matters

No.	Name of Proposal	Agreed		Objection		Abstention	
		Poll	Proportion (%)	Poll	Proportion (%)	Poll	Proportion (%)
1	Proposal on Co-opting Zhang Zhaoxiang onto the 2nd Board of Directors of China State Construction Engineering Corporation Limited	1,266,492,888	97.9761	21,055,412	1.6288	5,105,980	0.3951
2	Proposal on the Revision of the Administrative Measures for Fund-raising of China State Construction Engineering Corporation Limited	662,309,239	51.2363	583,397,993	45.1317	46,947,048	3.6320
3	Proposal on the Administrative Regulations for External Guarantees of China State Construction Engineering Corporation Limited (Trial)	660,331,739	51.0833	583,475,993	45.1378	48,846,548	3.7789
4.01	Purpose of Equity Incentive Scheme	1,050,858,134	81.2946	240,989,366	18.6429	806,780	0.0625
4.02	Basis for Determining the Participants and Scope thereof	1,050,894,234	81.2973	240,951,266	18.6400	808,780	0.0627
4.03	Sources and Quantities of Incentive Tools and Underlying Stocks	1,050,930,134	81.3001	240,915,366	18.6372	808,780	0.0627
4.04	Granting of Restricted Shares	1,050,839,534	81.2931	241,381,066	18.6732	433,680	0.0337
4.05	Validity Period, Lock-up Period and Unlocking Period of Restricted Shares	1,047,251,734	81.0156	244,595,766	18.9219	806,780	0.0625
4.06	Granting Date and Price of Restricted Shares	1,047,045,334	80.9996	245,345,466	18.9799	263,480	0.0205
4.07	Conditions for Granting and Unlocking Restricted Shares	1,046,491,734	80.9568	245,999,066	19.0305	163,480	0.0127
4.08	Rules for Non-transferability and Lock-up of Restricted Shares	1,047,318,834	81.0207	244,526,666	18.9166	808,780	0.0627
4.09	Method and Procedure for the Adjustment of Restricted Shares	1,047,251,734	81.0156	244,593,766	18.9218	808,780	0.0626
4.10	Procedures for Granting and	1,047,220,434	81.0131	245,270,366	18.9741	163,480	0.0128

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	Unlocking Restricted Shares						
4.11	Accounting of Restricted Shares and Impact on the Company's Performance	1,049,118,634	81.1600	242,726,866	18.7774	808,780	0.0626
4.12	Rights and Obligations of the Company and the Incentive Participants	1,051,069,134	81.3109	240,778,366	18.6266	806,780	0.0625
4.13	Handling Method under Exceptional Circumstances	1,051,098,734	81.3132	240,748,766	18.6243	806,780	0.0625
4.14	Management, Amendment, and Termination of the Scheme	1,051,096,734	81.3130	240,750,766	18.6245	806,780	0.0625
4.15	Mechanism for Settling Disputes between the Company and the Incentive Participants	1,051,098,734	81.3132	240,748,766	18.6243	806,780	0.0625
4.16	Authorization of the Board of Directors to Deal with Matters Related to Share Incentive Schemes	1,054,659,634	81.5886	237,185,866	18.3487	808,780	0.0627
5	Proposal on the Administrative Measures for the Implementation and Performance Assessment of the Phase IV Restricted A Share Incentive Scheme of China State Construction Engineering Corporation Limited	1,052,755,134	81.4413	239,033,466	18.4916	865,680	0.0671
6	Proposal of China State Construction Engineering Corporation Limited Concerning the List of Participants of the Phase IV Restricted A Share Incentive Scheme and Shares Granted	1,055,509,434	81.6544	236,281,166	18.2787	863,680	0.0669
7	Proposal on Repurchase of the Shares Held by the Participants of Phase II and III Restricted A-Shares Incentive Scheme of China State Construction Corporation Limited.	1,271,701,294	98.3790	19,716,206	1.5252	1,236,780	0.0958

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(III) Notes on the Results of Voting on Proposals

Proposals 1, 2 and 3 are ordinary resolutions adopted by more than half of the total number of valid voting shares held by shareholders or shareholder representatives present at the Meeting.

Proposals 4, 5, 6 and 7 are special resolutions adopted by more than two-thirds of the total number of valid voting shares held by shareholders or shareholder representatives present at the Meeting.

III. Witness by Lawyers

1. This General Meeting is witnessed by the Law Firm: King & Wood Mallesons (Beijing)

Lawyers: Li Chengyang and Yang Song

2. Conclusions from Lawyers:

The lawyers believe that the convening and procedures of the General Meeting of the Company are in compliance with the *Company Law*, *Securities Law* and other relevant laws and administrative regulations, as well as the *General Meeting Rules* and the *Articles of Association*; the qualifications of the attendees and the convener of this Meeting are legitimate and valid; and the voting procedures and results are legitimate and valid.

IV. Documents supplied for reference

1. Resolutions of the 3rd Extraordinary General Meeting in 2020 of China State Construction Engineering Corporation Limited;

2. Legal Opinions of King & Wood Mallesons on the 3rd Extraordinary General Meeting in 2020 of China State Construction Engineering Corporation Limited

China State Construction Engineering Corporation Limited

December 7, 2020