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中國建築興業集團有限公司

CHINA STATE CONSTRUCTION DEVELOPMENT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 830)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China State Construction Development Holdings Limited (the “**Company**”) will be held at Unit Nos 1507 to 1512, 15th Floor, Eight Commercial Tower, 8 Sun Yip Street, Chai Wan, Hong Kong on Wednesday, 27 November 2024 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution to be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (A) (i) the Framework Agreement (as defined in the circular of the Company dated 8 November 2024 of which this notice forms part (the “**Circular**”) (a copy of which is tabled at the Meeting and marked “A” and initialled by the chairman of the Meeting for identification purpose) and the Transactions (as defined in the Circular) be and are hereby approved, confirmed and ratified;
- (ii) the Annual Caps (as defined in the Circular) for the relevant period/years during the term of the Framework Agreement commencing from the Effective Date (as defined in the Circular) and ending on 31 December 2026 be and are hereby approved; and
- (B) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Framework Agreement and the Transactions and the implementation thereof including the affixing of seal thereon.”

By Order of the Board

China State Construction Development Holdings Limited

Zhang Haipeng

Chairman and Non-executive Director

Hong Kong, 8 November 2024

*Head Office and Principal Place of
Business in Hong Kong:*
16th Floor, Eight Commercial Tower
8 Sun Yip Street
Chai Wan
Hong Kong

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Notes:

1. Only members are entitled to attend and vote at the Meeting (or at any adjournment of the Meeting).
2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint one or more proxies (who must be an individual) to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
3. The proxy form can be downloaded from the Company's website at www.cscd.com.hk (under the "Investor Relations" section) and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
5. In order to be valid, the signed and completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that form, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment of the Meeting (as the case may be).
6. Completion and return of a proxy form shall not preclude a member from attending and voting at the Meeting or any adjournment of the Meeting (as the case may be) should the member so wish, and in such event, the proxy form shall be deemed to be revoked.
7. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled to the voting right, but if more than one of such joint holders be present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The register of members of the Company will be closed from Friday, 22 November 2024 to Wednesday, 27 November 2024 (both days inclusive) for the purpose of determining Shareholder's right to attend and vote at the Meeting. In order to qualify for attending and voting at the Meeting, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 21 November 2024.
9. No drinks, refreshments or souvenirs will be served or provided at the Meeting.
10. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.

As at the date of this announcement, the Board comprises Mr. Zhang Haipeng as Chairman and Non-executive Director; Mr. Zhu Haiming (Chief Executive Officer) and Mr. Wong Man Cheung as Executive Directors; Mr. Huang Jiang as Non-executive Director; and Mr. Zhou Jinsong, Ms. Chan Man Ki Maggie and Mr. Zhang Xinyu as Independent Non-executive Directors.