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Stock code: 601668

Abbreviation: CSCEC

No.: Interim 2022-080



中國建築股份有限公司

CHINA STATE CONSTRUCTION ENGRG.CORP.LTD

## Announcement on the Resolutions of the 29th Meeting of the Third Board of Directors

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.

China State Construction Engineering Corporation Limited (hereinafter referred to as "the Company") held the 19th meeting of the 3rd session of the Board of Directors (hereinafter referred to as "the Meeting") on December 28, 2022 at the Meeting Room No. 3908, China Construction Fortune International Center. The meeting was held both onsite and online. Chairman Zheng Xuexuan presided over the Meeting, and Director and President Zhang Zhaoxiang, Independent Directors Xu Wenrong, Jia Chen, Sun Chengming, and Li Ping attended the Meeting. Some of the Company's supervisors and secretary of the Board of Directors attended the Meeting as non-voting delegates.

The notice of the Meeting was distributed by email on December 22, 2022. 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*. All of the six Directors of the Company cast their votes and adopted the following resolutions:

### **I. Deliberated on and adopted the *Proposal on the Rules of Procedure of the Supervision Committee under the Board of Directors of China State Construction Engineering Corporation Limited***

All directors deliberated on and unanimously adopted the *Proposal on the Rules of Procedure of the Supervision Committee under the Board of Directors of China State Construction Engineering Corporation Limited*. Please refer to the website of the Shanghai Stock Exchange([www.sse.com.cn](http://www.sse.com.cn))for detailed information of disclosed resolutions publicized by the Company on the same day.

Voting result: 6 in favour, 0 against, and 0 abstention.

### **II. Deliberated on and Adopted the *Proposal on Amendments to "Administrative Regulations on Investor Relations of China State Construction Engineering Corporation Limited"***

All directors deliberated on and approved the *Proposal on Amendments to "Administrative Regulations on Investor Relations of China State Construction Engineering Corporation Limited"* Please refer to the website of the Shanghai Stock Exchange([www.sse.com.cn](http://www.sse.com.cn))for detailed information of disclosed resolutions publicized by the Company on the same day.

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Voting result: 6 in favour, 0 against, and 0 abstention.

### **III. Deliberated on and Adopted the Proposal on the Adjustment Scheme of Audit Sub-center of China State Construction Engineering Corporation Limited**

All directors deliberated on and approved the *Proposal on the Adjustment Scheme of Audit Sub-center of China State Construction Engineering Corporation Limited*.

Voting result: 6 in favour, 0 against, and 0 abstention.

### **IV. Deliberated on and Adopted the Proposal on the Establishment of China State Construction Engineering Corporation Banja Luka**

All directors deliberated on and approved the *Proposal on the Establishment of China State Construction Engineering Corporation Banja Luka*.

Voting result: 6 in favour, 0 against, and 0 abstention.

### **V. Deliberated on and adopted the Proposal of China State Construction Engineering Corporation Limited Concerning the Third Tranche of Unlocking in 2022 in Respect of Phase III Restricted A Share Incentive Scheme**

All board directors deliberated on and unanimously adopted the *Proposal of China State Construction Engineering Corporation Limited Concerning the Third Tranche of Unlocking in 2022 in Respect of Phase III Restricted A Share Incentive Scheme*. It is agreed that arrangements for the third-tranche unlocking and listing of shares (a total of 184,966,000) in 2022 will be made for 1,942 eligible Participants under the *Phase III Restricted A Share Incentive Scheme*. Independent Directors of the Company expressed independent opinions on the Proposal. For detailed information, please visit the website of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) for the relevant announcement disclosed by the Company on the same day.

Voting result: 6 in favour, 0 against, and 0 abstention.

### **VI. Deliberated on and adopted the Proposal of China State Construction Engineering Corporation Limited Concerning the First Tranche of Unlocking in 2022 in Respect of Phase IV Restricted A Share Incentive Scheme**

All board directors deliberated on and unanimously adopted the *Proposal of China State Construction Engineering Corporation Limited Concerning the First Tranche of Unlocking in 2022 in Respect of Phase IV Restricted A Share Incentive Scheme*. It is agreed that arrangements for the first-tranche unlocking and listing of shares (a total of 300,057,600) in 2022 will be made for 2,737 Participants under the *Phase IV Restricted A Share Incentive Scheme*. Independent Directors of the Company expressed independent opinions on the Proposal. For detailed information, please visit the website of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) for the relevant announcement disclosed by the Company on the same day.

Voting result: 6 in favour, 0 against, and 0 abstention.

### **VII. Deliberated on and Adopted the Proposal on Partial Repurchase of Shares Held by Participants of Phase III and IV Restricted A Share Incentive Schemes of China State Construction Corporation Limited**

All board directors deliberated on and unanimously adopted the *Proposal on Partial Repurchase of Shares Held by Participants of Phase III and IV Restricted A Share Incentive Schemes of China State Construction Corporation Limited*. It was agreed that the Company would repurchase a total of 14,918,400 restricted shares from 148 participants of restricted A-share incentive scheme, at the price of RMB 3.468 per

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share for Phase III and RMB 3.06 per share for Phase IV, and pay interest to some participants in accordance with the *Phase IV Restricted A Share Incentive Scheme*. The capital to be used for the repurchase will be the Company's self-owned fund, totalling RMB 48,313,367.49 (including interest). For detailed information, please visit the website of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) for the relevant announcement disclosed by the Company on the same day. It was agreed that the proposal would be submitted to the General Meeting for deliberation.

Voting result: 6 in favour, 0 against, and 0 abstention.

The above is hereby announced.

The Board of Directors of China State Construction Engineering Corporation Limited

December 28, 2022