THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Communications Construction Company Limited, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

中國交通建設股份有限公司

CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(stock code: 1800)

PROPOSED ISSUE OF SUPER SHORT-TERM DEBENTURES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, China at 9:00 a.m. on 21 February 2013 is set out in Appendix I to this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. If you intend to attend the EGM, you are required to complete and return the reply slip to the Company's H share registrar on or before 31 January 2013.

Completion and return of the form of proxy will not preclude you as a Shareholder from attending and voting in person at the meeting or at any adjourned meeting should you so wish.

31 December 2012

CONTENTS

In this circular, unless the content otherwise requires, the following expressions have the following meanings:

"Board"	the board of Directors of the Company
"Chairman"	the Chairman of the Board
"Company"	China Communications Construction Company Limited, a joint stock limited company duly incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Hong Kong Stock Exchange under the stock code 1800 and the A shares of which are listed on the Main Board of the Shanghai Stock Exchange under the stock code 601800
"Directors"	the directors of the Company
"EGM"	the extraordinary general meeting of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, China at 9:00 a.m on 21 February 2013
"NAFMII"	the National Association of Financial Market Institutional Investors
"PRC"	the People's Republic of China, but for the purposes of this circular only, excludes the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholders"	Shareholders of the Company

中國交通建設股份有限公司

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Executive Directors
ZHOU Jichang
LIU Qitao
FU Junyuan

Non-executive Director
ZHANG Changfu

Independent Non-executive Directors
LU Hongjun
YUAN Yaohui
ZOU Qiao
LIU Zhangmin
LEUNG Chong Shun

Registered Office
85 De Sheng Men Wai Street
Xicheng District
Beijing 100088
China

Principal Place of Business in Hong Kong
19/F China Harbour Building
370-374 King's Road
North Point
Hong Kong

31 December 2012

To the Shareholders

Dear Sir or Madam,

PROPOSED ISSUE OF SUPER SHORT-TERM DEBENTURES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 28 December 2012 in connection with the proposed issue of super short-term debentures. The purpose of this circular is to give you notice of the EGM, which is enclosed as Appendix I to this circular, and to provide you with information which is reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM as described below.

At the EGM, a special resolution will be proposed to approve the proposed issue of super short-term debentures.

PROPOSED ISSUE OF SUPER SHORT-TERM DEBENTURES

The Company intends to apply to the NAFMII for the issue of super short-term debentures. Particulars of the proposed issue of the super short-term debentures are set out below:

(i)	Issuer	:	The Company
(ii)	Place of issue	:	The PRC
(iii)	Aggregate principal amount	:	Not exceeding RMB15 billion
(iv)	Issuance price	:	At the par value of RMB100 each
(v)	Term	:	Up to 270 days, exact term to be determined at the time of the issuance
(vi)	Use of proceeds	:	To replenish the Company's working capital, repay financial institution loans, and to relieve the pressure of capital turnover in order to ensure the smooth production and operation activities of the Company. The principal amount of the first tranche of the Company's super short-term debenture is expected to be RMB2 billion, among which, RMB1 billion will be used to supplement working capital and RMB1 billion will be used to repay bank loans
(vii)	Target investors	:	Institutional investors participating in the National Inter-bank Bond Market (excluding investors prohibited by the applicable laws and regulations)
(viii)	Repayment	:	The interest will be paid in simple rate. Interest and principal will be paid at the time of maturity of the super short-term debentures
(ix)	Interest rate	:	to be determined based on the price weekly issued by the NAFMII with reference to the specific duration and the prevailing capital conditions of the market, and the exact interest rate will be determined at the time of the issuance
(x)	Issuance method	:	The super short-term debentures will be applied for registration once and will be issued in one or more tranches

The proposed issue of super short-term debentures requires approval of the Shareholders by way of special resolution. Accordingly, the Board proposed to seek the approval of the Shareholders by way of special resolution at the EGM to approve the proposed issue of the super short-term debentures and to generally and unconditionally authorise the Chairman and any other two executive Directors authorized by the Chairman, to jointly and separately decide and deal with all relevant matters in relation to the proposed issue of the super short-term debentures, including without limitation to:

(i) to the extent permitted by applicable laws and regulations, to determine and adjust, according to the actual needs of the Company, the market conditions prevailing at the time of issuance or the requirements of the regulatory authorities, the specific issuance plan and terms of the super short-term debentures, such as timing, issue amount, issue price and etc; and

(ii) to take all necessary actions to implement the issuance plan of the super short-term debentures, such as engaging professional parties, preparation of the application documents, entering into relevant legal documents, making necessary arrangement for all specific matters relating to the issuance of the super short-term debentures and etc.

EGM

A notice convening the EGM to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, China at 9:00 a.m. on 21 February 2013 is set out in Appendix I to this circular.

No Shareholder is required to abstain from voting in respect of the resolution proposed at the EGM.

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. If you intend to attend the EGM, you are required to complete and return the reply slip to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, on or before 31 January 2013. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish.

Any vote of the Shareholders at the EGM shall be taken by poll unless otherwise required by the Listing Rules.

RECOMMENDATION

The Board believes that the resolution mentioned above is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the resolution to be proposed at the EGM as set out in the notice of the EGM enclosed as Appendix I to this circular.

By order of the Board
China Communications Construction Company Limited
ZHOU Jichang
Chairman

中國交通建設股份有限公司

CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the ***EGM***) of China Communications Construction Company Limited (the ***Company***) will be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, China at 9:00 a.m. on 21 February 2013 to consider and, if thought fit, to pass the following special resolution:

AS SPECIAL RESOLUTION

1. To consider and approve the issue of the super short-term debentures by the Company: (i) that the Company shall apply to the NAFMII for the issue of the super short-term debentures with an aggregate principal amount not exceeding RMB15 billion in the PRC; and (ii) that the Chairman and any other two executive Directors authorized by the Chairman be authorised to jointly or separately deal with all relevant matters relating to the issue of the super short-term debentures.

By Order of the Board
China Communications Construction Company Limited
ZHOU Jichang
Chairman

Beijing, the PRC
31 December 2012

As at the date of this notice, the Directors are ZHOU Jichang, LIU Qitao, FU Junyuan, ZHANG Changfu, LU Hongjun#, YUAN Yaohui#, ZOU Qiao#, LIU Zhangmin# and LEUNG Chong Shun#.

\# *Independent non-executive Director*

Notes:

1. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING THE EGM

The register of members of the Company will be closed from 22 January 2013 to 21 February 2013 (both days inclusive), during which time no share transfers will be registered. In order to be eligible to attend the EGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 21 January 2013.

Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on 21 February 2013 are entitled to attend the EGM.

2. NOTICE OF ATTENDANCE

Holders of H shares who intend to attend the EGM should complete and lodge the accompanying reply slip and return it to the Company's H share registrar on or before 31 January 2013. The reply slip may be delivered by hand, by post or by fax to the Company's H share registrar. Completion and return of the reply slip will not affect the right of a shareholder to attend the EGM. However, the failure to return the reply slip may result in an adjournment of the EGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the EGM by the reply slip does not reach more than half of the total number of shares of the Company carrying the right to vote at the EGM.

3. PROXY

Every shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his behalf at the EGM.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the holding of the EGM. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H share registrar. Return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM if he so wishes.

If more than one proxy is appointed, such proxies shall only be entitled to vote by poll.

Shareholders or their proxies are required to produce their identification documents when attending the EGM.

4. OTHERS

The EGM is expected to last for around one hour. Shareholders and their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.