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

Independent Opinions from Independent Directors on the Provision of Entrusted Loan of RMB 1.4 Billion by China State Construction Engineering Corporation to CSCEC

As independent directors of China State Construction Engineering Corporation Limited (hereinafter referred to as "the Company"), we have reviewed independently the *Proposal on the Provision of Entrusted Loan of RMB 1.4 Billion by China State Construction Engineering Corporation to China State Construction Engineering Corporation Limited* deliberated on the 2nd meeting of the 3rd Board of Directors, in accordance with the *Guidelines for Introducing Independent Directors to the Board of Directors of Listed Companies*, Stock Listing Rules of the Shanghai Stock Exchange, and the Company's *Articles of Association* and *Working Rules for Independent Directors*. We hereby issue the following opinions:

1. The provision of an entrusted loan of RMB 1.4 billion to the Company by the Group, its controlling shareholder, constitutes a related-party transaction.
2. The entrusted loan will be used mainly for the Company's daily operating, which could help the Company control the scale of external interest-bearing liabilities and raise capital at lower cost. The loan term is one year and the interest rate on the loan is 2.99%, which is in line with the fair and rational commercial transaction principle. This transaction will not bring harm to the interests of the Company and its shareholders, particularly its minority shareholders, nor will it impact the Company's business independence and business performance in the current period.
3. The related directors withdrew from the voting process during the deliberation on the proposal by the Board of Directors, and the voting procedure was in compliance with relevant laws, regulations, and the *Articles of Association*.

In summary, they gave their consent to the *Proposal on the Provision of Entrusted Loan of RMB 1.4 Billion by China State Construction Engineering Corporation to China State Construction Engineering Corporation Limited*.

Independent Directors of China State Construction Engineering Corporation Limited

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July 23, 2021