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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)

**ANNOUNCEMENT
CONNECTED TRANSACTION
CAPITAL INCREASE IN CHEC SINGAPORE**

On 28 February 2017, CHEC and CCCG Overseas Real Estate entered into the Shareholders' Agreement, pursuant to which CHEC and CCCG Overseas Real Estate agreed to make a capital contributions of US\$88.20 million and US\$25.20 million to CHEC Singapore, respectively.

As at the date of this announcement, CHEC Singapore is owned as to 100% by the Company through CHEC, a wholly-owned subsidiary of the Company. Immediately following the completion of the Capital Increase, CHEC Singapore will be owned as to 77.78% by the Company through CHEC and 22.22% by CCCG Overseas Real Estate.

CCCG Overseas Real Estate is a subsidiary of CCCG, the controlling shareholder of the Company which holds approximately 63.84% equity interests in the Company as at the date of this announcement. Therefore CCCG Overseas Real Estate is a connected person of the Company and the Capital Increase under the Shareholders' Agreement constitutes a connected transaction of the Company.

As the highest applicable percentage ratio in relation to the Capital Increase exceeds 0.1% but is less than 5%, the Capital Increase is subject to the announcement requirement but is exempted from the independent shareholders' approval requirement under the Listing Rules.

INTRODUCTION

The Board hereby announces that on 28 February 2017, CHEC and CCCG Overseas Real Estate entered into the Shareholders' Agreement, pursuant to which CHEC and CCCG Overseas Real Estate agreed to make capital contributions of US\$88.20 million and US\$25.20 million to CHEC Singapore, respectively.

THE SHAREHOLDERS' AGREEMENT

The principal terms of the Shareholders' Agreement are set out below:

Date: 28 February 2017

Parties: 1) CHEC
2) CCCG Overseas Real Estate

Subject matter:

Shareholder	Shareholding as at the date of this announcement	Capital contribution immediately after the Capital Increase <i>(US\$ million)</i>	Shareholding immediately after the Capital Increase
CHEC	100%	88.20	77.78%
CCCG Overseas Real Estate	0%	25.20	22.22%

As at the date of this announcement, the share capital of CHEC Singapore is US\$1.00. Upon completion of the Capital Increase, the share capital of CHEC Singapore will be US\$113.40 million.

The amount of the Capital Increase under the Shareholders' Agreement is determined after arm's length negotiations with reference to the capital demand for future development of CHEC Singapore and its subsidiary(ies).

Payment of the capital contribution: CHEC will settle its capital contribution by offsetting part of the previous loans provided by CHEC to CHEC Singapore. CCCG Overseas Real Estate will pay its capital contribution in cash.

Usage of the increased capital: The increased capital will mainly be used to finance a real estate project regarding commercial and residential housing located at Jakarta, Indonesia.

Board of directors of CHEC Singapore: Upon completion of the Capital Increase, the board of directors of CHEC Singapore will comprise six directors, including four directors appointed by CCCG Overseas Real Estate and two directors appointed by CHEC.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TRANSACTION

CCCG Overseas Real Estate has extensive experience and resources in overseas projects and real estate development and holds a professional overseas real estate development management team. Through introducing the investment of CCCG Overseas Real Estate, CHEC Singapore will be managed professionally by CCCG Overseas Real Estate, which is beneficial to the smooth progression and development of projects, thereby generating more values for CHEC as a shareholder, and is in the interests of all shareholders of the Company as a whole.

INFORMATION OF CHEC SINGAPORE

CHEC Singapore was incorporated in Singapore on 26 February 2015. It is primarily engaged in real estate development, investment and operating activities. Prior to the Capital Increase, CHEC Singapore is a wholly-owned subsidiary of CHEC; after the Capital Increase, the Company will hold 77.78% equity interest in CHEC Singapore, which will remain a subsidiary of the Company.

According to the unaudited consolidated financial statement of CHEC Singapore prepared pursuant to the PRC Accounting Standards, the net book value of the assets of CHEC Singapore was approximately RMB656.58 million as at 31 December 2015. Set out below are the net profits attributable to CHEC Singapore (before and after taxes and extraordinary items) for the period from 26 February to 31 December 2015.

(RMB million)

Net profit after taxes and extraordinary items	approximately 13.12
Net profit before taxes and extraordinary items	approximately 13.12

CONFIRMATION FROM THE DIRECTORS

Mr. Liu Qitao and Mr. Chen Fenjian, the Directors of the Company, are also directors of CCCG. As such, they are considered to have material interest in the Capital Increase, and have abstained from voting on the relevant Board resolution. Save for Mr. Liu Qitao and Mr. Chen Fenjian, none of the other Directors has or is deemed to have a material interest in the Capital Increase.

The Directors (including the independent non-executive Directors), having made all reasonable and due inquiries, are of the opinion that the Capital Increase is on normal commercial terms after arm's length negotiation, is fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CCCG Overseas Real Estate is a subsidiary of CCCG, the controlling shareholder of the Company which holds approximately 63.84% equity interests in the Company as at the date of this announcement. Therefore CCCG Overseas Real Estate is a connected person of the Company and the Capital Increase under the Shareholders' Agreement constitutes a connected transaction of the Company.

As the highest applicable percentage ratio in relation to the Capital Increase exceeds 0.1% but is less than 5%, the Capital Increase is subject to the announcement requirement but is exempted from the independent shareholders' approval requirement under the Listing Rules.

GENERAL INFORMATION

The Company

The Company is a leading transportation infrastructure group in the PRC, primarily engaged in the infrastructure construction, infrastructure design, dredging and heavy machinery manufacturing businesses.

CHEC

CHEC is a wholly-owned subsidiary of the Company incorporated in the PRC and is primarily engaged in basic infrastructure construction, such as marine engineering, roads and bridges, railway, airports, complete and other projects.

CCCG

CCCG is a state-owned enterprise established under the laws of the PRC and the controlling shareholder of the Company. CCCG is primarily engaged in shipbuilding, ship chartering and maintenance, ocean engineering, technique consulting services for ships and corollary equipment of harbors, import and export business, property development and other businesses.

CCCG Overseas Real Estate

CCCG Overseas Real Estate is an enterprise established in Singapore with limited liabilities and a subsidiary of CCCG. It is primarily engaged in real estate development and management, and real estate related asset management and technical consultation.

DEFINITIONS

“Board”	the board of directors of the Company
“Capital Increase”	the capital increase in CHEC Singapore by CHEC and CCCG Overseas Real Estate contemplated under the Shareholders’ Agreement
“CCCC Real Estate”	CCCC Real Estate Co. Limited. (中交地產有限公司), a wholly-owned subsidiary of CCCG
“CCCG”	China Communications Construction Group (Limited) (中國交通建設集團有限公司), a state-owned enterprise established under the laws of the PRC and the controlling shareholder of the Company
“CCCG Overseas Real Estate”	CCCG Overseas Real Estate Pte. Ltd. (中交海外房地產有限公司), a company established in Singapore with limited liabilities
“CHEC”	China Harbour Engineering Company Ltd. (中國港灣工程有限責任公司), a wholly-owned subsidiary of the Company
“CHEC Singapore”	China Harbour Singapore Investment Pte. Ltd., a company incorporated in Singapore which is a wholly-owned subsidiary of the Company prior to the Capital Increase

“Company”	China Communications Construction Company Limited, a joint stock company incorporated in the PRC with limited liability, the H shares of which are listed on The Stock Exchange of Hong Kong Limited under stock code 1800 and the A shares of which are listed on the Shanghai Stock Exchange under stock code 601800
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Listing Rules”	The Rules Governing the Listing of Shares on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, which for the purposes of this announcement, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“RMB”	the lawful currency of the PRC
“Shareholders’ Agreement”	the shareholders’ agreement entered into between CHEC and CCG Overseas Real Estate in relation to the Capital Increase in CHEC Singapore on 28 February 2017
“US\$”	the lawful currency of the United States
“%”	percent

By Order of the Board
China Communications Construction Company Limited
LIU Wensheng
Company Secretary

Beijing, the PRC
28 February 2017

As at the date of this announcement, the Directors are LIU Qitao, CHEN Fenjian, FU Junyuan, LIU Maoxun, LIU Zhangmin[#], LEUNG Chong Shun[#] and HUANG Long[#].

[#] *Independent non-executive Director*