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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  
POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 16 JUNE 2017**

We refer to the circular of China Communications Construction Company Limited (the “**Company**”) dated 28 April 2017 (the “**Circular**”). Unless otherwise specified in this announcement, the terms used herein shall have the same meaning as defined in the Circular.

**THE AGM**

Pursuant to the notice of the AGM dated 28 April 2017 (the “**Notice**”), the AGM was held at 2:00 p.m. on 16 June 2017 at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, China. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The AGM was chaired by Mr. LIU Qitao, Chairman of the Board, and all the proposed resolutions as set out in the Notice were taken by poll.

The total number of issued Shares of the Company as at the date of the AGM was 16,174,735,425, which was the total number of Shares entitling the Shareholders to attend and vote on the ordinary resolutions numbered 1 to 6 and the special resolutions numbered 7 to 9.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules. None of the Shareholders was entitled to attend and vote only against any of the resolutions at the AGM. None of the Shareholders has stated their intention in the Circular to vote against any of the resolutions or to abstain from voting at the AGM.

Shareholders and duly authorized proxies holding an aggregate of 11,646,271,172 Shares, representing 72.0028% of the total issued Shares of the Company, were present at the AGM.

## VOTING RESULTS OF THE AGM

The Shareholders considered the following resolutions by way of poll (on-site voting and online voting) at the AGM. Details of voting results of the resolutions at the AGM are as follows:

### ORDINARY RESOLUTIONS

- To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2016.

Class of Shareholders	For		Against		Abstain	
	Votes	(%)	Votes	(%)	Votes	(%)
A Shares	10,340,413,920	100.0000	500	0.0000	0	0.0000
H Shares	1,303,956,752	99.8545	3,000	0.0002	1,897,000	0.1453
Total ordinary shares:	11,644,370,672	99.9837	3,500	0.0000	1,897,000	0.0163

- To consider and approve the distribution plan of profit and final dividend of the Company for the year of 2016.

Class of Shareholders	For		Against		Abstain	
	Votes	(%)	Votes	(%)	Votes	(%)
A Shares	10,340,413,920	100.0000	500	0.0000	0	0.0000
H Shares	1,300,763,252	99.6099	3,539,500	0.2710	1,554,000	0.1191
Total ordinary shares:	11,641,177,172	99.9563	3,540,000	0.0304	1,554,000	0.0133

- To consider and approve the re-appointment of Ernst & Young as the Company's international auditor and Ernst & Young Hua Ming LLP as the Company's domestic auditor for a term ending at the next AGM of the Company and the authorisation to the Board to determine their respective remuneration.

Class of Shareholders	For		Against		Abstain	
	Votes	(%)	Votes	(%)	Votes	(%)
A Shares	10,340,150,920	99.9975	263,500	0.0025	0	0.0000
H Shares	1,281,330,956	98.1219	22,971,796	1.7591	1,554,000	0.1190
Total ordinary shares:	11,621,481,876	99.7871	23,235,296	0.1995	1,554,000	0.0134

4. To consider and approve the estimated cap for the internal guarantees of the Group in 2017 and the authorisation to the management of the Company to carry out relevant formalities when providing internal guarantees within the approved amount.

Class of Shareholders	For		Against		Abstain	
	Votes	(%)	Votes	(%)	Votes	(%)
A Shares	10,335,462,420	99.9521	4,643,600	0.0449	308,400	0.0030
H Shares	389,394,892	29.8191	825,051,859	63.1809	91,410,001	7.0000
Total ordinary shares:	10,724,857,312	92.0883	829,695,459	7.1241	91,718,401	0.7876

5. To consider and approve the report of the Board for the year of 2016.

Class of Shareholders	For		Against		Abstain	
	Votes	(%)	Votes	(%)	Votes	(%)
A Shares	10,340,413,920	100.0000	500	0.0000	0	0.0000
H Shares	1,303,956,752	99.8545	3,000	0.0002	1,897,000	0.1453
Total ordinary shares:	11,644,370,672	99.9837	3,500	0.0000	1,897,000	0.0163

6. To consider and approve the report of the supervisory committee of the Company for the year of 2016.

Class of Shareholders	For		Against		Abstain	
	Votes	(%)	Votes	(%)	Votes	(%)
A Shares	10,340,413,920	100.0000	500	0.0000	0	0.0000
H Shares	1,303,956,752	99.8545	3,000	0.0002	1,897,000	0.1453
Total ordinary shares:	11,644,370,672	99.9837	3,500	0.0000	1,897,000	0.0163

As more than half of the votes were cast in favour of the above resolutions, the above resolutions were duly passed as ordinary resolutions.

## SPECIAL RESOLUTIONS

7. To consider and approve the resolution relating to granting the general mandate to the Board to issue shares as a special resolution (details of which are set out in the Circular).

Class of Shareholders	For		Against		Abstain	
	Votes	(%)	Votes	(%)	Votes	(%)
A Shares	10,330,656,796	99.9056	9,757,624	0.0944	0	0.0000
H Shares	277,471,680	21.2482	1,026,831,072	78.6327	1,554,000	0.1191
Total ordinary shares:	10,608,128,476	91.0861	1,036,588,696	8.9006	1,554,000	0.0133

8. To consider and approve the launch of asset-backed securitization by the Company and/or its subsidiaries: (i) that the aggregate principal amount of the securities shall not exceed RMB10,000 million; and (ii) that Mr. Liu Qitao, Mr. Chen Fenjian and Mr. Fu Junyuan be authorised to deal with all relevant matters relating to the launch of asset-backed securitization.

Class of Shareholders	For		Against		Abstain	
	Votes	(%)	Votes	(%)	Votes	(%)
A Shares	10,340,413,920	100.0000	500	0.0000	0	0.0000
H Shares	1,234,165,640	94.5100	69,906,112	5.3533	1,785,000	0.1367
Total ordinary shares:	11,574,579,560	99.3844	69,906,612	0.6002	1,785,000	0.0154

9. To consider and approve the proposed issue of mid- to long-term bonds by the Company: (i) that the aggregate principal amount of the securities shall not exceed RMB10,000 million; and (ii) that Mr. Liu Qitao and/or Mr. Chen Fenjian and/or Mr. Fu Junyuan be authorised to jointly or separately deal with all relevant matters relating to the issue of mid- to long-term bonds.

Class of Shareholders	For		Against		Abstain	
	Votes	(%)	Votes	(%)	Votes	(%)
A Shares	10,340,413,920	100.0000	500	0.0000	0	0.0000
H Shares	1,234,165,640	94.5100	70,137,112	5.3710	1,554,000	0.1190
Total ordinary shares:	11,574,579,560	99.3844	70,137,612	0.6022	1,554,000	0.0134

As more than two thirds of the votes were cast in favour of the above resolutions, the above resolutions were duly passed as special resolutions.

Computershare Hong Kong Investor Service Limited, the Company's H share registrar, acted as the scrutineer for the vote-taking at the AGM.

## LAWYERS' CERTIFICATION

As certified and stated in the legal opinion issued by Beijing DeHeng Law Offices, the convening and procedures of the AGM conformed to the requirements of the law, administrative regulations and the Articles of Association of the Company. The attendees of the AGM were qualified and their qualifications were valid. The voting process and the voting results were lawful and valid. The resolutions passed at the AGM were lawful and valid.

## PAYMENT OF FINAL DIVIDEND

The Board wishes to inform Shareholders that details of the payment of the final dividends are as follows:

The Company will pay a final dividend of RMB0.19444 per Share (inclusive of applicable tax) for the year ended 31 December 2016.

For payment of final dividend to Shareholders holding H Shares, the final dividends are expected to be paid to Shareholders whose names appear on the register of members of the Company at the opening of business on Thursday, 29 June 2017. For purpose of ascertaining Shareholder's entitlement to the proposed final dividend, the register of members of the Company will be closed from Saturday, 24 June 2017 to Thursday, 29 June 2017 (both days inclusive), during which time no share transfers will be registered. 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 Service 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 Friday, 23 June 2017. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Thursday, 29 June 2017 are entitled to the final dividend.

The relevant exchange rate is determined at RMB0.88548 equivalent to HKD1.00 as the middle rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China on the date when such dividends were declared. For more information, please refer to the annual report of the Company, which was dispatched to the Shareholders on 28 April 2017.

Under relevant regulations of China Securities Depository and Clearing Corporation Limited ("CSDC") and in line with the market practice regarding dividends distribution for A Shares, the Company will publish a separate announcement in respect of its final dividends distribution for A Shares after the 2016 AGM, which, among others, will set out the record date and ex-rights date of dividend distribution for A Shares. The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "**Receiving Agent**") and will pay to such Receiving Agent the final dividend declared for payment to holders of H Shares. The final dividend will be paid by the Receiving Agent and relevant cheques will be dispatched by the Company's H share registrar, Computershare Hong Kong Investor Service Limited, on 12 August 2017 to holders of H Shares entitled to receive such dividend by ordinary post at their own risk.

The Company will withhold for payment of the income tax strictly in accordance with the relevant laws of requirements of the relevant government departments and strictly based on what has been registered on the Company's register of members for H Shares at the opening the business on Thursday, 29 June 2017. Details of the withholding tax are as follows:

Pursuant to relevant laws and regulations including the PRC Individual Income Tax Law (中華人民共和國個人所得稅法) and the Regulations for the Implementation of the Law of the People's Republic of China on Individual Income Tax (中華人民共和國個人所得稅法實施條例), and the letter dated 28 June 2011 from the State Administration of Taxation to the inland Revenue Department of Hong Kong, as a withholding agent, the Company is required to withhold and pay the individual income tax at the tax rate of 10% in general on behalf of the individual H Shareholders. For individual H Shareholders who are citizens from countries under agreements to be entitled to tax rates lower than 10%, the Company can process applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to relevant regulations, and upon approval by the tax authorities, over withheld tax amounts will be refunded. For individual H Shareholders receiving dividends who are citizens from countries under agreements to be entitled to tax rates higher than 10% but lower than 20%, the Company will withhold the individual income tax at the agreed-upon effective tax rate when distributing dividends, and no application procedures will be necessary. For individual H Shareholders receiving dividends who are citizens from countries without taxation agreements with the PRC or are under other situations, the Company will withhold the individual income tax at a tax rate of 20% when distributing dividends.

For the non-resident enterprise Shareholders of the Company, pursuant to the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) and the Regulations for the Implementation of the Law of the People's Republic of China on Enterprise Income Tax (中華人民共和國企業所得稅法實施條例), the Company shall continue to withhold and pay 10% enterprise income tax when the Company distributes the 2016 final dividend to non-resident enterprise Shareholders whose names appear on the Company's H share register of members in accordance with its previous practice.

Investors and potential investors in the H Shares of the Company are recommended to consult their professional tax advisors if they are in any doubts as to the implications of the above mechanism of withholding, and the Company does not accept responsibility for any effect the above mechanism of withholding may have on any person.

#### **DISTRIBUTION OF FINAL DIVIDEND TO INVESTORS OF NORTHBOUND TRADING**

For investors of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"), including enterprises and individuals, investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the "**Investors of Northbound Trading**"), their final dividends will be distributed in RMB by the Company through CSDC Shanghai Branch to the account of the nominees holding such Shares. The Company will withhold and pay income taxes of 10% on behalf of those investors and will report to the tax authorities. For Investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date, the ex-entitlement date and the date of distribution of final dividend and other arrangements for the Investors of Northbound Trading will be the same with those for the A Shareholders of the Company.

## **DISTRIBUTION OF FINAL DIVIDEND TO INVESTORS OF SOUTHBOUND TRADING**

For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Investors of Southbound Trading**”), the Company has entered into “the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading” (港股通H股股票現金紅利派發協議) with CSDC, pursuant to which, CSDC, as the nominee holders of H Shares for the Investors of Southbound Trading, will receive the final dividends distributed by the Company and distribute the final dividends to the relevant Investors of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (關於滬港通股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81) and the “Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect” (關於深港通股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2016] No. 127), for dividends received by domestic investor from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the Company shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The Company will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date, the ex-entitlement date and the date of distribution of final dividend and other arrangements for the Investors of Southbound Trading will be the same with those for the H Shareholders of the Company.

By order of the Board  
**China Communications Construction Company Limited**  
**Liu Wensheng**  
*Company Secretary*

Beijing, the PRC  
16 June 2017

*As at the date of this announcement, the Directors are LIU Qitao, CHEN Fenjian, FU Junyuan, LIU Maoxun, LIU Zhangmin<sup>#</sup>, LEUNG Chong Shun<sup>#</sup> and HUANG Long<sup>#</sup>.*

<sup>#</sup> *Independent non-executive Director*