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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
DISCLOSEABLE TRANSACTION
IN RELATION TO THE PROPOSED ACQUISITION OF AECON**

PROPOSED ACQUISITION OF AECON

The Board is pleased to announce that on 26 October 2017, CCCI, the SPV and Aecon entered into the Arrangement Agreement for the Proposed Acquisition by the SPV, an indirect wholly-owned subsidiary of the Company, of the Aecon Shares pursuant to a Plan of Arrangement under the CBCA.

The aggregate value of the Consideration for the Proposed Acquisition is approximately C\$1.45 billion (approximately HK\$8.84 billion), and is to be payable in cash. The SPV intends to fund the Proposed Acquisition through existing cash resources and existing external financing.

Aecon is listed on the Toronto Stock Exchange. Upon completion of the Proposed Acquisition, Aecon will become an indirect wholly-owned subsidiary of the Company and be delisted from the Toronto Stock Exchange.

IMPLICATIONS UNDER THE LISTING RULES

As the highest one of the applicable percentage ratios in respect of the Proposed Acquisition (as defined under Rule 14.07 of the Listing Rules) is higher than 5% but less than 25%, the Proposed Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, which is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but is exempted from the approval of the Shareholders.

Shareholders and potential investors should note that the Proposed Acquisition is subject to various Conditions which may or may not be fulfilled. There is therefore no assurance that the Proposed Acquisition will proceed and, if it proceeds, on what terms it may proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares of the Company.

PROPOSED ACQUISITION OF AECON

The Board is pleased to announce that on 26 October 2017, CCCI, the SPV and Aecon entered into the Arrangement Agreement for the Proposed Acquisition by the SPV, an indirect wholly-owned subsidiary of the Company, of the Aecon Shares pursuant to a Plan of Arrangement under the CBCA.

Aecon is listed on the Toronto Stock Exchange. Upon completion of the Proposed Acquisition, Aecon will become an indirect wholly-owned subsidiary of the Company and be delisted from the Toronto Stock Exchange. It will retain its company name, continue to be headquartered in Canada and managed by its Canadian management team.

The SPV intends to fund the Proposed Acquisition through existing cash resources and existing external financing.

THE ARRANGEMENT AGREEMENT

Date

26 October 2017

Parties:

- (1) CCCI, a direct wholly-owned subsidiary of the Company;
- (2) The SPV, a direct wholly-owned subsidiary of CCCI; and
- (3) Aecon

The Company confirms that, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, Aecon and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Subject Matter

Pursuant to the Arrangement Agreement, the SPV, an indirect wholly-owned subsidiary of the Company, will acquire all of the Aecon Shares through a Canadian statutory Plan of Arrangement under the CBCA.

As part of the Plan of Arrangement, Aecon will pay out and cancel all of the Aecon Options, Aecon DSUs and Aecon RSUs.

Consideration

The aggregate value of the Consideration for the Proposed Acquisition is approximately C\$1.45 billion, and is to be payable in cash. CCCI or the SPV shall, prior to completion of the Proposed Acquisition, provide the depositary with sufficient funds to be held in escrow to satisfy the aggregate amount payable to the holders of the Aecon Shares as provided in the Plan of Arrangement.

Basis of the Consideration

The Consideration for the Proposed Acquisition was determined after arm's length negotiations between CCCI, the SPV and Aecon and with reference to recent market trading prices of Aecon Shares and the Company's view of the value of the assets and business of Aecon. The Consideration price of C\$20.37 per Aecon Share represents a premium of 42% relative to the closing price of the Aecon Shares on the Toronto Stock Exchange on 24 August 2017 (being the last trading day prior to an announcement from Aecon confirming it had engaged financial advisors to explore a potential sale).

Regulatory Approvals

Completion of the Proposed Acquisition is subject to receipt of applicable governmental and regulatory approvals by the relevant authorities in Canada and the PRC.

Conditions

The parties to the Arrangement Agreement are not required to complete the Arrangement unless each of the following Conditions, amongst others, is satisfied:

- (a) the Arrangement Resolution has been approved by the holders of Aecon Shares at the special meeting in accordance with the Interim Order;
- (b) the Interim Order and the Final Order have each been obtained;
- (c) each of the Key Regulatory Approvals has been made, given or obtained;
- (d) agreement of Aecon and the SPV, acting reasonably, on the form of the Articles of Arrangement to be filed; and
- (e) no law is in effect that makes the consummation of the Arrangement illegal.

Effecting the Plan of Arrangement

The Proposed Acquisition will be effected by way of a Canadian statutory Plan of Arrangement, which is a Court-supervised process.

The Arrangement Resolution must be approved by the holders of Aecon Shares at the special meeting pursuant to Canadian securities law. The Plan of Arrangement must be subsequently approved by the Court as being "fair and reasonable".

Aecon Board Recommendation

The Aecon Board, after consulting with its financial and legal advisors, has unanimously determined that the Arrangement is in the best interest of Aecon and that the Consideration being offered to Aecon shareholders is fair from a financial point of view and has received fairness opinions indicating the Consideration is fair from a financial point of view to the holders of the Aecon Shares, subject to the assumptions, limitations and qualifications contained therein. Accordingly, the Aecon Board has resolved to unanimously recommend that the holders of Aecon Shares should vote their shares in favour of the Arrangement Agreement at the special meeting of shareholders of Aecon expected to be held on or before 21 December 2017.

Termination Date

Either CCCI or Aecon may terminate the Arrangement Agreement, among other events, if the Effective Time does not occur on or prior to the Outside Date. In addition, in certain circumstances CCCI may terminate the Arrangement Agreement if there has occurred a material adverse effect in respect of Aecon that is incapable of being cured on or prior to the Outside Date.

Non-Solicitation and Termination Fee

The Arrangement Agreement includes a non-solicitation covenant on the part of Aecon, subject to customary “fiduciary out” provisions that entitles Aecon to consider and accept an acquisition proposal that is a superior proposal prior to approval of the Arrangement Resolution by the holders of the Aecon Shares, provided the SPV has a right to match any superior proposal.

If the Arrangement Agreement is terminated under certain circumstances, including if Aecon enters into an agreement with respect to a superior proposal or if the Aecon Board withdraws or modifies its recommendation with respect to the Proposed Acquisition, the SPV is entitled to a termination fee in the amount of C\$50 million.

Reverse Termination Fee

If the Arrangement Agreement is terminated solely as a result of the PRC approvals having not been obtained or due to a wilful failure of CCCI or the SPV to perform a covenant under the Arrangement Agreement, Aecon is entitled to a termination fee in the amount of C\$75 million.

INFORMATION ON THE COMPANY, CCCI AND THE SPV

The Company is a leading transportation infrastructure enterprise in the PRC with its core businesses of infrastructure construction, infrastructure design and dredging. It is primarily engaged in providing customers with integrated solutions services for each stage of the infrastructure projects leveraging on its extensive operating experience, expertise and know-how accumulated from projects undertaken in a wide range of areas over the past six decades.

CCCI is based in Hong Kong and is the primary overseas investment and financing platform for CCCC, including multinational mergers and acquisitions and post-acquisition management, infrastructure-related investment. CCCI places great interests in the North American, European and Australian markets as strategic investments to the Group's globalisation plan.

The SPV is a company incorporated under the CBCA and is a wholly owned subsidiary of CCCI. The principal business activity of the SPV is investment holding.

INFORMATION ON AECON

Aecon is a leading provider of construction services listed on the Toronto Stock Exchange under the symbol ARE. It operates in four core segments of infrastructure, energy, mining, and concessions with competitive know-how, state of the art facilities, experienced personnel and leading market positions.

Set out below are the net profits (both before and after taxation and extraordinary items) of Aecon for the financial years ended 31 December 2015 and 2016 (based on the audited consolidated financial statements of Aecon prepared in accordance with International Financial Reporting Standard):

	Year ended 31 December 2015 ('000)	Year ended 31 December 2016 ('000)
Profit before taxation and extraordinary item	C\$113,673	C\$65,512
Profit after taxation and extraordinary item	C\$68,677	C\$46,757

The shareholders' equity of Aecon as at 31 December 2016 (based on the audited consolidated financial statements) was approximately C\$753.6 million.

REASONS AND BENEFITS OF THE PROPOSED ACQUISITION

The Proposed Acquisition significantly enhances the international development strategy of the Company. Aecon is a leading construction company in Canada and a pioneer in public to private partnerships and concessions operations.

The Proposed Acquisition offers the Company a strong presence in the attractive Canadian construction market which expects to see favourable growth driven by the infrastructure investment commitment of the government. Following the successful acquisitions of John Holland Group Pty Ltd in Australia and Friede Goldman United, Ltd. in the U.S., the Proposed Acquisition further positions the Company as a global engineering and construction leader with enhanced geographic presence and capabilities offering, especially with a new platform and partnership for continued growth in Canada and abroad.

The Company intends to support Aecon with access to capital, complementary infrastructure expertise and an international network to support its growth ambitions.

Taking into account the reasons and benefits of the Proposed Acquisition, the Directors are of the view that the terms of the Arrangement Agreement and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As the highest one of the applicable percentage ratios in respect of the Proposed Acquisition (as defined under Rule 14.07 of the Listing Rules) is higher than 5% but less than 25%, the Proposed Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, which is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but is exempted from the approval of the Shareholders.

Shareholders and potential investors should note that the Proposed Acquisition is subject to various Conditions which may or may not be fulfilled. There is therefore no assurance that the Proposed Acquisition will proceed and, if it proceeds, on what terms it may proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares of the Company.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Aecon”	Aecon Group Inc., a company existing under the CBCA whose securities are listed on the Toronto Stock Exchange under the symbol ARE
“Aecon Board”	the board of directors of Aecon
“Aecon DSU(s)”	the outstanding deferred share unit(s) issued (1) under Aecon’s deferred share unit plan for non-employee directors effective as of 11 August 2014; and (2) pursuant to Aecon’s long-term incentive plan dated 1 January 2005, long-term incentive plan dated 11 August 2014 and long-term incentive plan dated March 2017
“Aecon Option(s)”	the outstanding option(s) to purchase the Aecon Share(s) issued pursuant to the stock option plan of Aecon dated 7 May 2013
“Aecon RSU(s)”	outstanding restricted share units issued pursuant to Aecon’s long-term incentive plan dated 1 January 2005, long-term incentive plan dated 11 August 2014 and long-term incentive plan dated March 2017
“Aecon Share(s)”	the common share(s) in the capital of Aecon

“Arrangement”	an arrangement under Section 192 of the CBCA on the terms and subject to the conditions set out in the Plan of Arrangement, subject to any amendments or variations to the Plan of Arrangement made in accordance with the terms of the Arrangement Agreement or made at the direction of the Court in the Final Order with the prior written consent of Aecon and the SPV, each acting reasonably
“Arrangement Agreement”	the agreement dated 26 October 2017, entered into by CCCI, the SPV and Aecon in relation to the Proposed Acquisition
“Arrangement Resolution”	the special resolution approving the Plan of Arrangement to be considered at the special meeting of Aecon by the holders of Aecon Shares
“Articles of Arrangement”	the articles of arrangement of Aecon in respect of the Arrangement, required by the CBCA to be sent to the director (appointed pursuant to section 260 of the CBCA) after the Final Order is made, which shall include the Plan of Arrangement and otherwise be in a form satisfactory to Aecon and the SPV, each acting reasonably
“Board”	the board of Directors
“C\$”	Canadian dollars, the lawful currency of Canada
“CBCA”	Canada Business Corporations Act
“CCCI”	CCCC International Holding Limited (中交國際(香港)控股有限公司), a direct wholly-owned subsidiary of the Company incorporated under the laws of Hong Kong with limited liability
“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 the stock code 1800 and the A shares of which are listed on the Shanghai Stock Exchange under the stock code 601800
“Conditions”	the conditions precedent to completion of the Proposed Acquisition, details of which are set out in this announcement
“connected person”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the consideration of C\$20.37 in cash per Aecon Share, without interest, subject to adjustment in the manner and in the circumstances contemplated in the Arrangement Agreement

“Court”	the Ontario Superior Court of Justice (Commercial List), or other court as applicable
“Director(s)”	the director(s) of the Company
“Effective Date”	the date shown on the certificate of arrangement giving effect to the Arrangement Agreement
“Effective Time”	12:01 a.m. (Canada local time) on the date shown on the certificate of arrangement to be issued pursuant to the CBCA giving effect to the Arrangement
“Final Order”	the final order of the Court approving the Plan of Arrangement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Interim Order”	the interim order of the Court providing for, among other things, the calling and holding of the meeting of the holders of Aeon Shares
“Key Regulatory Approvals”	the key regulatory approvals required in connection with the Arrangement, details of which are set out in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Outside Date”	23 February 2018, subject, if one or more of the Key Regulatory Approvals are not received, to the SPV or Aeon’s rights to extend such date for up to an additional 140 days (in increments of at least 35 days)
“Plan of Arrangement”	the plan of arrangement, substantially in the form set out in the Arrangement Agreement and any amendments or variations thereto
“PRC”	the People’s Republic of China, excluding for the purpose of this announcement, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Proposed Acquisition”	the proposed acquisition of all the Aeon Shares by the SPV in accordance with the Arrangement Agreement
“SPV”	10465127 Canada Inc., a company incorporated under the CBCA and is a direct wholly-owned subsidiary of CCCI
“Shareholder(s)”	holder(s) of the A shares and H shares of the Company

“U.S.” United States of America

“%” per cent.

For reference only, an exchange rate of HK\$1.00 to C\$0.164 has been used for the conversion of Canadian dollars into Hong Kong dollars in this announcement.

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

Beijing, the PRC
26 October 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*