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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**  
**CONTINUING CONNECTED TRANSACTIONS WITH CCCG**  
**(1) REVISION OF THE EXISTING CAP UNDER THE FINANCIAL**  
**SERVICES AGREEMENT; AND**  
**(2) REVISION OF THE EXISTING CAP UNDER THE FINANCE LEASE**  
**FRAMEWORK AGREEMENT**

References are made to the announcements of the Company dated 29 March 2018, in relation to the continuing connected transactions under the Financial Services Agreement and the Finance Lease Framework Agreement. On 29 March 2018, CCCC Finance entered into the Financial Services Agreement with CCCG, pursuant to which CCCC Finance agreed to provide financial services to CCCG Group for the period from 29 March 2018 to 31 December 2018. On the same day, CCCC Financial Leasing entered into the Finance Lease Framework Agreement with CCCG, pursuant to which CCCC Financial Leasing agreed to provide finance lease services to CCCG Group for the period from 29 March 2018 to 31 December 2018.

The Board estimates that the maximum daily balance of loans provided by CCCC Finance to CCCG Group (including the interests accrued thereon) will probably exceed the existing maximum daily loan balance (including the interests thereon) for the period ending 31 December 2018. Therefore, on 28 August 2018, CCCC Finance entered into the supplemental agreement of the Financial Services Agreement with CCCG to revise the existing maximum daily loan balance (including the interests thereon) under the Financial Services Agreement from RMB730 million to RMB1,043 million.

The Board also estimates that the aggregate amount of the finance lease provided by CCCC Financial Leasing to CCCG Group will probably exceed the existing cap for aggregate amount of the finance lease for the period ending 31 December 2018. Therefore, on 28 August 2018, CCCC Financial Leasing entered into the supplemental agreement of the Finance Lease Framework Agreement with CCCG to revise the existing cap for aggregate amount of the finance lease under the Finance Lease Framework Agreement from RMB2,200 million to RMB3,080 million.

As at the date of this announcement, CCCG is the controlling Shareholder of the Company holding approximately 59.91% interests in the issued ordinary shares of the Company, and is therefore a connected person of the Company under the Hong Kong Listing Rules.

As the highest applicable percentage ratio of the revised maximum daily loan balance (including the interests thereon) under the Financial Service Agreement exceeds 0.1% but is less than 5%, the transactions contemplated under the Financial Service Agreement and the revised maximum daily loan balance (including the interests thereon) are subject to the reporting, announcement and annual review requirements, but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratio of the revised cap for aggregate amount of the finance lease under the Finance Lease Framework Agreement exceeds 0.1% but is less than 5%, the transactions contemplated under the Finance Lease Framework Agreement and the revised cap for aggregate amount of the finance lease are subject to the reporting, announcement and annual review requirements, but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

Although the abovementioned agreements and the transactions contemplated thereunder are exempt from the independent Shareholder's approval requirement under the Hong Kong Listing Rules, such transactions shall be subject to the approval by the Shareholders at the general meeting of the Company pursuant to the Rules Governing the Listing of Stocks on Shanghai Stock Exchange. The Company will convene an extraordinary general meeting to seek approval for the abovementioned agreements and the transactions contemplated thereunder. A circular containing details of such agreements and the transactions contemplated thereunder will be despatched to the Shareholders in due course.

## **BACKGROUND**

References are made to the announcements of the Company dated 29 March 2018, in relation to the continuing connected transactions under the Financial Services Agreement and the Finance Lease Framework Agreement.

On 29 March 2018, CCCC Finance entered into the Financial Services Agreement with CCCG, pursuant to which CCCC Finance agreed to provide financial services to CCCG Group for the period from 29 March 2018 to 31 December 2018. On the same day, CCCC Financial Leasing entered into the Finance Lease Framework Agreement with CCCG, pursuant to which CCCC Financial Leasing agreed to provide finance lease services to CCCG Group for the period from 29 March 2018 to 31 December 2018.

## **REVISION OF THE EXISTING CAP UNDER THE FINANCIAL SERVICES AGREEMENT**

Based on the increase in deposits of CCCG Group with CCCC Finance and its normal business needs, and subject to the condition that the daily balance of loans provided by CCCC Finance to CCCG Group (including the interests accrued thereon) shall not exceed 75% of the average daily balance of deposits of CCCG Group with CCCC Finance, the Board estimates that the maximum daily balance of loans provided by CCCC Finance to CCCG Group (including the interests accrued thereon) will probably exceed the existing maximum daily loan balance (including the interests thereon) for the period ending 31 December 2018. Therefore, on 28 August 2018, CCCC Finance entered into the supplemental agreement of the Financial Services Agreement with CCCG to revise the existing maximum daily loan balance (including the interests thereon) under the Financial Services Agreement from RMB730 million to RMB1,043 million.

Details of the revision is set out as below:

|  | <i>RMB million</i>   |   |  |
|--|--|---|--|
| <b>Transaction</b>   | <b>Actual maximum<br/>daily loan balance<br/>(including the<br/>interests accrued<br/>thereon) for the<br/>period ended 30<br/>June 2018</b> | <b>Original<br/>maximum daily<br/>loan balance<br/>(including the<br/>interests accrued<br/>thereon) for the<br/>period ending 31<br/>December 2018</b> | <b>Revised maximum<br/>daily loan balance<br/>(including the<br/>interests accrued<br/>thereon) for the<br/>period ending 31<br/>December 2018</b> |
| The loan services provided by<br>CCCC Finance to CCCG<br>Group | 405  | 730   | 1,043  |

The above revised maximum daily loan balance (including the interests thereon) under the Financial Services Agreement is determined with reference to the following factors: (i) the actual maximum daily balance of loans provided by CCCC Finance to CCCG Group (including the interests thereon) for the period ended 30 June 2018, which exceeds the expectation of the Company in determining the existing maximum daily loan balance (including the interests thereon); and (ii) CCCG Group's increasing demand for the loan services provided by CCCC Finance under the Financial Services Agreement due to its normal business needs.

The Board further confirms that, as at the date of this announcement, the original maximum daily loan balance (including the interests thereon) under the Financial Services Agreement for the period ending 31 December 2018 has not yet been exceeded.

Save as disclosed above, all the existing principal terms of the Financial Services Agreement remain unchanged.

#### **REVISION OF THE EXISTING CAP UNDER THE FINANCE LEASE FRAMEWORK AGREEMENT**

Under the business development needs of CCCC Financial Leasing, the Board estimates that the aggregate amount of the finance lease provided by CCCC Financial Leasing to CCCG Group will probably exceed the existing cap for aggregate amount of the finance lease for the period ending 31 December 2018. Therefore, on 28 August 2018, CCCC Financial Leasing entered into the supplemental agreement of the Finance Lease Framework Agreement with CCCG to revise the existing cap for aggregate amount of the finance lease under the Finance Lease Framework Agreement from RMB2,200 million to RMB3,080 million.

Details of the revision is set out as below:

|   | <i>RMB million</i>  |  |   |
|---|---|--|---|
| <b>Transaction</b>  | <b>Actual aggregate amount of the finance lease for the period ended 30 June 2018</b> | <b>Original aggregate amount of the finance lease for the period ending 31 December 2018</b> | <b>Revised aggregate amount of the finance lease for the period ending 31 December 2018</b> |
| The finance lease services provided by CCCC Financial Leasing to CCCG Group | 1,288   | 2,200  | 3,080   |

The above revised cap for aggregate amount of the finance lease under the Finance Lease Framework Agreement is determined with reference to the following factors: (i) the actual aggregate amount of the finance lease for the period ended 30 June 2018, which exceeds the expectation of the Company in determining the existing cap for aggregate amount of the finance lease; and (ii) CCCG Group's increasing demand for the finance lease services provided by CCC Financial Leasing under the Finance Lease Framework Agreement due to its normal business needs.

The Board further confirms that, as at the date of this announcement, the original cap for aggregate amount of the finance lease under the Finance Lease Framework Agreement for the period ending 31 December 2018 has not yet been exceeded.

Save as disclosed above, all the existing principal terms of the Finance Lease Framework Agreement remain unchanged.

### **HONG KONG LISTING RULES IMPLICATIONS**

As at the date of this announcement, CCCG is the controlling Shareholder of the Company holding approximately 59.91% interests in the issued ordinary shares of the Company, and is therefore a connected person of the Company under the Hong Kong Listing Rules.

As the highest applicable percentage ratio of the revised maximum daily loan balance (including the interests thereon) under the Financial Service Agreement exceeds 0.1% but is less than 5%, the transactions contemplated under the Financial Service Agreement and the revised maximum daily loan balance (including the interests thereon) are subject to the reporting, announcement and annual review requirements, but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratio of the revised cap for aggregate amount of the finance lease under the Finance Lease Framework Agreement exceeds 0.1% but is less than 5%, the transactions contemplated under the Finance Lease Framework Agreement and the revised cap for aggregate amount of the finance lease are subject to the reporting, announcement and annual review requirements, but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

Although the abovementioned agreements and the transactions contemplated thereunder are exempt from the independent Shareholder's approval requirement under the Hong Kong Listing Rules, such transactions shall be subject to the approval by the Shareholders at the general meeting of the Company pursuant to the Rules Governing the Listing of Stocks on Shanghai Stock Exchange. The Company will convene an extraordinary general meeting to seek approval for the abovementioned agreements and the transactions contemplated thereunder. A circular containing details of such agreements and the transactions contemplated thereunder will be despatched to the Shareholders in due course.

## **CONFIRMATION BY THE BOARD**

Mr. Liu Qitao, the Director of the Company, is also a director of CCCG, and therefore is deemed to have a material interest in the abovementioned continuing connected transactions and has abstained from voting on the relevant Board resolution in respect of the proposed revisions of the maximum daily loan balance (including the interests thereon) under the Financial Services Agreement and the cap for aggregate amount of the finance lease under the Finance Lease Framework Agreement. Save for Mr. Liu Qitao, none of the other Directors has or is deemed to have a material interest in the abovementioned transactions.

The Directors, including the independent non-executive Directors, having made all reasonable and due inquiries, are of the view that the Financial Services Agreement and the Finance Lease Framework Agreement are entered into on normal commercial terms in the ordinary or usual course of business of the Company, are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Directors, including the independent non-executive Directors, are also of the view that the terms and revised caps of the transactions under such agreements are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

## **BACKGROUND AND GENERAL INFORMATION OF THE PARTIES**

CCCC Finance is a subsidiary of the Company incorporated in the PRC and a non-banking financial institution. It is primarily engaged in offering comprehensive financial services to enterprises.

CCCC Financial Leasing is a subsidiary of the Company incorporated in the PRC and is primarily engaged in provision of finance lease services in relation to infrastructure, engineering equipment, ships and other assets and relevant consulting services, guarantee and factoring business.

CCCG is a state-owned enterprise established under the laws of the PRC and the controlling Shareholder of the Company holding approximately 59.91% interest in the issued ordinary shares of the Company as at the date of this announcement. CCCG is primarily engaged in real estate development and property management, shipbuilding, ship chartering and maintenance, ocean engineering, consulting and construction services for ships and corollary equipment of harbours, import and export business, investment in and management of transportation industry, and other businesses.

## DEFINITIONS

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

|                                     |  |
|-------------------------------------|--|
| “Board”                             | the board of directors of the Company  |
| “CCCC Financial Leasing”            | CCCC Financial Leasing Co., Ltd. (中交建融租賃有限公司), a limited liability company incorporated under the laws of the PRC  |
| “CCCC Finance”                      | CCCC Finance Company Limited (中交財務有限公司), a limited liability company incorporated under the laws of the PRC  |
| “CCCCG”                             | 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  |
| “CCCCG Group”                       | CCCCG and its subsidiaries, excluding the Company and its subsidiaries   |
| “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 Hong Kong Listing Rules   |
| “Directors”                         | the directors of the Company   |
| “Financial Services Agreement”      | the financial services agreement entered into between CCCC Finance and CCCG on 29 March 2018, as amended by the supplemental agreement on 28 August 2018   |
| “Finance Lease Framework Agreement” | the finance lease framework agreement entered into between CCCC Financial Leasing and CCCG on 29 March 2018, as amended by the supplemental agreement on 28 August 2018  |
| “Hong Kong Listing Rules”           | The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited   |

|                  |   |
|------------------|---|
| “PRC”            | the People’s Republic of China, which for the purposes of this announcement, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan |
| “RMB”            | the lawful currency of the PRC  |
| “Shareholder(s)” | the shareholder(s) of the Company   |
| “%”              | percent   |

By Order of the Board  
**China Communications Construction Company Limited**  
**ZHOU Changjiang**  
*Company Secretary*

Beijing, the PRC  
28 August 2018

*As at the date of this announcement, the Directors are LIU Qitao, FU Junyuan, CHEN Yun, LIU Maoxun, QI Xiaofei, HUANG Long<sup>#</sup>, ZHENG Changhong<sup>#</sup> and NGAI Wai Fung<sup>#</sup>.*

<sup>#</sup> *Independent non-executive Director of the Company*