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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  
FORMATION OF A PLATFORM COMPANY**

The Board hereby announces that, on 22 March 2019, in order to jointly develop the China Economic and Industrial Park Project in Chattogram of Bangladesh, CHEC (a wholly-owned subsidiary of the Company) and CCCC Industrial Investment (a wholly-owned subsidiary of CCGC) entered into the Shareholders' Agreement for the formation of the Platform Company. Pursuant to the Shareholders' Agreement, the registered capital of the Platform Company is US\$74,290 (equivalent to approximately HK\$582,983), of which US\$52,003 and US\$22,287 (equivalent to approximately HK\$408,088 and HK\$174,895) will be contributed by CHEC and CCCC Industrial Investment, accounting for 70% and 30% of the total registered capital of the Platform Company, respectively.

Upon the formation of the Platform Company, the Company will hold 70% of its equity interests. Accordingly, the Platform Company will become a subsidiary of the Company, and its financial results will be consolidated into that of the Group.

As at the date of this announcement, CCCC Industrial Investment is a subsidiary of CCGC, which holds approximately 59.91% interests in the issued ordinary shares of the Company. CCCC Industrial Investment is thus a connected person of the Company under the Hong Kong Listing Rules. As such, the formation of the Platform Company under the Shareholders' Agreement constitutes a connected transaction of the Company under Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratio in respect of the formation of the Platform Company under the Shareholders' Agreement exceeds 0.1% but is less than 5%, the Shareholders' Agreement and the transaction contemplated thereunder is subject to announcement requirement but is exempted from the independent Shareholders' approval requirement under the Hong Kong Listing Rules.

## BACKGROUND

The Board hereby announces that, in accordance with the resolution passed at the nineteenth meeting of the fourth session of the Board, on 22 March 2019, in order to jointly develop the China Economic and Industrial Park Project in Chattogram of Bangladesh, CHEC (a wholly-owned subsidiary of the Company) and CCCC Industrial Investment (a wholly-owned subsidiary of CCCG) entered into the Shareholders' Agreement for the formation of the Platform Company. Pursuant to the Shareholders' Agreement, the registered capital of the Platform Company is US\$74,290 (equivalent to approximately HK\$582,983), of which US\$52,003 and US\$22,287 (equivalent to approximately HK\$408,088 and HK\$174,895) will be contributed by CHEC and CCCC Industrial Investment, accounting for 70% and 30% of the total registered capital of the Platform Company, respectively.

Upon the formation of the Platform Company, the Company will hold 70% of its equity interests. Accordingly, the Platform Company will become a subsidiary of the Company and its financial results will be consolidated into that of the Group.

## SHAREHOLDERS' AGREEMENT

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

- Date:** 22 March 2019
- Parties:** (1) CHEC; and  
(2) CCCC Industrial Investment

Registered Capital:	Shareholder	Capital Contribution		Percentage %
		US\$	HK\$	
	CHEC	52,003	408,088	70
	CCCC Industrial Investment	<u>22,287</u>	<u>174,895</u>	<u>30</u>
	Total	<u><u>74,290</u></u>	<u><u>582,983</u></u>	<u><u>100</u></u>

Upon formation of the Platform Company, CHEC and CCCC Industrial Investment will make additional capital contributions to the Platform Company in proportion to their respective shareholding percentage in the Platform Company by way of capital increase or shareholder borrowings in accordance with the actual situation. Wherein, the capital contributions made by CHEC shall not exceed US\$100 million (equivalent to approximately HK\$785 million).

The amount of the capital contributions under the Shareholders' Agreement was determined after arm's length negotiations among the parties, taking into account various factors, including the nature of the business, the demand for working capital and future development plans of the Platform Company.

**Payment of the Capital Contribution:** CHEC and CCCC Industrial Investment shall fulfill their respective contribution obligations in proportion to their respective shareholding percentage in the Platform Company in lump sum by cash upon the formation of the Platform Company.

**Board of Directors:** The board of directors of the Platform Company comprises four directors, among which, three directors will be nominated by CHEC, and one director will be nominated by CCCC Industrial Investment. The chairman of the board of directors will be a director nominated by CHEC.

## **REASONS FOR AND BENEFITS OF THE TRANSACTION**

The purpose of establishing the Platform Company is to jointly establish a project company with the Bangladesh Economic Zone Authority for developing the China Economic Park Project in Chattogram of Bangladesh. The implementation of the project will contribute to the sustainable development and expansion of the business of the Company in the Bangladesh market. Meanwhile, in view of its professional capabilities in the fields of industrial integration, industrial development and investment solicitation, CCCC Industrial Investment will bring benefit to the investment solicitation, operation management and sustainable development of the project. The cooperation with CCCC Industrial Investment is of complementary advantage to the Company, which is conducive to effectively integrating the domestic and foreign advantageous resources and promoting smooth implementation and development of the project, and helps to realize the interests of the Company and its Shareholders as a whole.

## **CONFIRMATION FROM DIRECTORS**

Mr. LIU Qitao and Mr. SONG Hailiang, being the Directors of the Company, are also the directors of CCCG, and therefore are deemed to have material interests in the transaction contemplated under the Shareholders' Agreement, and have abstained from voting on the relevant Board resolution. Save for the above mentioned Directors, none of the other Directors of the Company has or is deemed to have a material interest in the abovementioned connected transaction.

The Directors (including the independent non-executive Directors), having made all reasonable and due inquiries, are of the view that the terms of the Shareholders' Agreement are fair and reasonable and on normal commercial terms, and the transaction contemplated thereunder is conducted in the ordinary and usual course of business of the Company and is in the interests of the Company and its Shareholders as a whole.

## **HONG KONG LISTING RULES IMPLICATIONS**

As at the date of this announcement, CCCC Industrial Investment is a subsidiary of CCCG, which holds approximately 59.91% interests in the issued ordinary shares of the Company. CCCC Industrial Investment is thus a connected person of the Company under the Hong Kong Listing Rules. As such, the formation of the Platform Company under the Shareholders' Agreement constitutes a connected transaction of the Company under Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratio in respect of the formation of the Platform Company under the Shareholders' Agreement exceeds 0.1% but is less than 5%, the Shareholders' Agreement and the transaction contemplated thereunder is subject to announcement requirement but is exempted from the independent Shareholders' approval requirement under the Hong Kong Listing Rules.

### **General Information**

#### **(1) *The Company***

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 knowhow accumulated from projects undertaken in a wide range of areas over the past six decades.

#### **(2) *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 equipment and other projects.

#### **(3) *CCCC Industrial Investment***

CCCC Industrial Investment is a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of CCCG, and is primarily engaged in building a specialized platform for international cooperation in production capacity and service provider for investment and operation in industrial parks. It integrates advantageous resources at home and abroad and profoundly participates in international cooperation in production capacity under "the Belt and Road" initiative.

## DEFINITIONS

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

“Board”	the board of directors of the Company
“CCCC Industrial Investment”	CCCC Industrial Investment Holding Limited (中交產業投資控股有限公司), 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
“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
“Company”	China Communications Construction Company Limited, a joint stock limited company incorporated in the PRC, 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
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Company
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Platform Company”	CCCC Bangladeshi Industrial Park Development Company Limited, a limited liability company to be established in Singapore
“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan

“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shareholders’ Agreement”	the shareholders’ agreement for the investment cooperation in China Economic and Industrial Park in Chattogram of Bangladesh entered into by CHEC and CCCC Industrial Investment for the formation of the Platform Company on 22 March 2019
“US\$”	United States dollars, the lawful currency of the United States
“%”	percent

*For the purpose of this announcement, unless the context otherwise requires, conversion of US\$ into HK\$ is based on the approximate exchange rate of US\$1.00 to HK\$7.8474. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in US\$ or HK\$ have been, could have been or may be converted at such or any other rate or at all.*

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

Beijing, the PRC  
22 March 2019

*As at the date of this announcement, the Directors of the Company are LIU Qitao, SONG Hailiang, 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*