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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)**

**VOLUNTARY ANNOUNCEMENT**  
**CAPITAL INCREASE BY CCCG IN CCCC TIANHE**

This is a voluntary announcement made by China Communications Construction Company Limited (the “**Company**”).

**BACKGROUND**

On 9 March 2023, the Company, CCCC Tianjin Dredging, CCCG and CCCC Tianhe entered into the Capital Increase Agreement, pursuant to which, CCCG agreed to make a capital increase of RMB134 million in CCCC Tianhe in cash.

**Capital Increase Agreement**

The principal terms of the Capital Increase Agreement are set out below:

**Date:** 9 March 2023

**Parties:**

- (1) the Company;
- (2) CCCC Tianjin Dredging;
- (3) CCCG; and
- (4) CCCC Tianhe

**Subject matter:** CCCG agreed to make a capital increase of RMB134 million in CCCC Tianhe in cash, of which RMB86.1124 million will be included in the registered capital and RMB47.8876 million will be included in the capital reserve. The Company and CCCC Tianjin Dredging waived the pre-emptive right for the capital increase in CCCC Tianhe.

The following table sets out the shareholding structure of CCCC Tianhe (i) as at the date of this announcement; and (ii) immediately after completion of the Capital Increase:

Shareholder	As at the date of this announcement		Immediately after completion of the Capital Increase	
	Registered capital (RMB0'000)	Shareholding (%)	Registered capital (RMB0'000)	Shareholding (%)
The Company	104,130.24	87.41%	104,130.24	81.52%
CCCC Tianjin Dredging	15,000.00	12.59%	15,000.00	11.74%
CCCG	-	-	8,611.24	6.74%
<b>Total</b>	<b>119,130.24</b>	<b>100.00%</b>	<b>127,741.48</b>	<b>100.00%</b>

The amount of capital contributions under the Capital Increase Agreement was determined after arm's length negotiations between the parties, with reference to the appraised net assets value of CCCC Tianhe on 30 June 2022 (i.e. RMB1,853.7925 million) as set out in the assets valuation report prepared by China Faith Appraisers Co., Ltd. using the asset-based approach.

## INFORMATION ABOUT CCCC TIANHE

CCCC Tianhe was incorporated in the PRC in April 2010, and is principally engaged in the design, research and development, manufacturing, sales and lease of tunnel boring machines equipment, hydraulic machinery, cranes, conveying machinery and other engineering machinery equipment as well as the relevant components. As at the date of this announcement, the Company directly holds 87.41% equity interest of CCCC Tianhe and indirectly holds its 12.59% equity interest through CCCC Tianjin Dredging, a subsidiary of the Company. Upon completion of the Capital Increase, CCCC Tianhe will be owned by the Company, CCCC Tianjin Dredging and CCCG as to 81.52%, 11.74% and 6.74%, respectively. CCCC Tianhe will remain as a subsidiary of the Company.

According to the audited consolidated financial statements of CCCC Tianhe prepared in accordance with China Accounting Standards for Business Enterprises, as at 30 June 2022, the total assets and net assets of CCCC Tianhe amounted to RMB6,606 million and RMB1,836 million, respectively, and its net profit amounted to RMB24 million for the year ended 31 December 2021.

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

The Capital Increase will strengthen the core competitiveness of CCCC Tianhe, satisfy its needs in production and operation development and achieve a positive and continuing growth. It is also conducive to the promotion of the coordinated development between the Company and CCCC Tianhe, which is beneficial to the realisation of the interests of the Company and its Shareholders as a whole.

## **CONFIRMATION FROM DIRECTORS**

Mr. WANG Tongzhou, Mr. WANG Haihuai, Mr. LIU Xiang, Mr. SUN Ziyu and Mr. MI Shuhua, being the Directors of the Company, are also the directors or senior management of CCCG, and therefore are deemed to have material interests in the transaction under the Capital Increase Agreement, and have abstained from voting on the relevant Board resolution. Save for the above 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 enquiries, are of the opinion that the terms of the Capital Increase 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.

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

As at the date of this announcement, CCCG is the controlling Shareholder of the Company which holds approximately 59.63% equity interests in the issued ordinary shares of the Company, and therefore CCCG is a connected person of the Company under the Hong Kong Listing Rules. As such, the Capital Increase under the Capital Increase 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 Capital Increase is less than 0.1%, the Capital Increase Agreement and the transaction contemplated thereunder are exempted from the announcement, annual review and the independent Shareholders' approval requirements under the Chapter 14A of the Hong Kong Listing Rules.

## **GENERAL INFORMATION**

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

The Company is a leading transportation infrastructure enterprise in the PRC focusing on “big transportation” and “big city”, and its core businesses are infrastructure construction, infrastructure design and dredging. Its scope of business mainly consists of the investment, design, construction, operation and management of port, waterway, land reclamation, river basin, road and bridge, railway, urban rail transit, municipal infrastructure, construction and environmental protection at home and abroad. The Company is 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 decades.

### **(2) CCCG**

CCCG is a state-owned enterprise established under the laws of the PRC and the controlling Shareholder of the Company holding approximately 59.63% interests 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, technical consultation services for ships and corollary equipment of harbours, import and export business, investment in and management of transportation industry, and other businesses.

### **(3) CCCC Tianjin Dredging**

CCCC Tianjin Dredging is a subsidiary of the Company incorporated in the PRC. It is mainly engaged in the general contracting for the construction engineering of ports and channel, and the construction projects of infrastructure such as municipal, water conservancy, ecological protection and environmental treatment, etc.

## DEFINITIONS

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

“Board”	the board of directors of the Company
“Capital Increase”	the capital increase in CCCC Tianhe by the CCCG contemplated under the Capital Increase Agreement
“Capital Increase Agreement”	the capital increase agreement entered into among the Company, CCCC Tianjin Dredging, CCCG and CCCC Tianhe on the Capital Increase in CCCC Tianhe on 9 March 2023
“CCCC Tianhe”	CCCC Tianhe Machinery and Equipment Manufacturing Co., Ltd. (中交天和機械設備製造有限公司), a limited liability company incorporated in the PRC
“CCCC Tianjin Dredging”	CCCC Tianjin Dredging Co., Ltd. (中交天津航道局有限公司), a subsidiary of the Company as at the date of this announcement
“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
“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 Hong Kong Stock Exchange under stock code 1800 and the A shares of which are listed on the Shanghai Stock Exchange under 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

“Hong Kong Stock Exchange”	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”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“%”	per cent

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

Beijing, the PRC  
9 March 2023

*As at the date of this announcement, the directors of the Company are WANG Tongzhou, WANG Haihui, LIU Xiang, SUN Ziyu, MI Shuhua, LIU Hui<sup>#</sup>, CHAN Wing Tak Kevin<sup>#</sup>, WU Guangqi<sup>#</sup> and ZHOU Xiaowen<sup>#</sup>.*

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