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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 CERTAIN  
CONNECTED SUBSIDIARIES:**

- (1) ENTERING INTO OF THE LEASING FRAMEWORK AGREEMENT;  
(2) ENTERING INTO OF THE MUTUAL PROJECT CONTRACTING  
FRAMEWORK AGREEMENT; AND  
(3) ENTERING INTO OF THE MUTUAL PRODUCT SALES AND  
PURCHASE FRAMEWORK AGREEMENT**

On 31 December 2024, the Company and Certain Connected Subsidiaries entered into: (i) the Leasing Framework Agreement, pursuant to which, for the three financial years ending 31 December 2027, each party agreed to lease the Leased Assets to the other party for its production and operation use. The Leased Assets mainly include certain buildings, plants and auxiliary equipment and facilities for production and operation owned by themselves; (ii) the Mutual Project Contracting Framework Agreement, pursuant to which, for the three financial years ending 31 December 2027, each party agreed that the Group may, from time to time, provide construction, management and other services for a specific project undertaken by Certain Connected Subsidiaries in accordance with the requirements of the development and construction of such project; Certain Connected Subsidiaries may, from time to time, provide labour and subcontracting services for a specific project undertaken by the Group in accordance with the requirements of the development and construction of such project; (iii) the Mutual Product Sales and Purchase Framework Agreement, pursuant to which, for the three financial years ending 31 December 2027, the Group will purchase engineering products from Certain Connected Subsidiaries, including engineering ships (e.g. leveling ship, crane ship, etc.), engineering machines, steel structure products, cement and cement products, etc.; and the Group will sell raw materials to Certain Connected Subsidiaries, including steel, equipment, components, etc.

As at the date of this announcement, all Certain Connected Subsidiaries are subsidiaries of the Company, and CCCG (a controlling Shareholder of the Company holding approximately 59.42% interests in the issued ordinary shares of the Company) indirectly holds more than 10% interest in each of certain subsidiaries through its subsidiaries. Therefore, these subsidiaries are connected subsidiaries of the Company under Rule 14A.16 of the Hong Kong Listing Rules. As such, the transactions contemplated under the Leasing Framework Agreement, the Mutual Project Contracting Framework Agreement and the Mutual Product Sales and Purchase Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratio of the proposed annual caps for each of (i) the leasing of the Leased Assets by Certain Connected Subsidiaries to the Group contemplated under the Leasing Framework Agreement; (ii) the transactions contemplated under the Mutual Project Contracting Framework Agreement; and (iii) the purchase of engineering products from Certain Connected Subsidiaries by the Group contemplated under the Mutual Product Sales and Purchase Framework Agreement exceeds 0.1% but is less than 5%, such transactions contemplated thereunder and the proposed annual caps thereof are subject to 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 proposed annual caps for each of (i) the leasing of the Leased Assets by the Group to Certain Connected Subsidiaries contemplated under the Leasing Framework Agreement; and (ii) the sales of products to Certain Connected Subsidiaries by the Group contemplated under the Mutual Product Sales and Purchase Framework Agreement is less than 0.1%, such transactions contemplated thereunder and the proposed annual caps thereof are exempt from reporting, announcement, annual review and the independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

## **(I) ENTERING INTO OF THE LEASING FRAMEWORK AGREEMENT**

### **(1) Background**

On 31 December 2024, the Company entered into the Leasing Framework Agreement with Certain Connected Subsidiaries, pursuant to which, for the three financial years ending 31 December 2027, each party agreed to lease the Leased Assets to the other party for its production and operation use. The Leased Assets mainly include certain buildings, plants and auxiliary equipment and facilities for production and operation owned by themselves.

## **(2) Leasing Framework Agreement**

The principal terms of the Leasing Framework Agreement are set out as follows:

### ***Date***

31 December 2024

### ***Parties***

- (1) the Company; and
- (2) Certain Connected Subsidiaries.

### ***Term***

Three years from 1 January 2025 to 31 December 2027.

### ***Description of the transaction***

Each party agreed to lease the Leased Assets to the other party for its production and operation use. The Leased Assets mainly include certain buildings, plants and auxiliary equipment and facilities for production and operation owned by themselves.

### ***Price determination***

Pursuant to the Leasing Framework Agreement, the price to be charged by a party shall be determined at arm's length negotiation between the parties concerned after taking into account the following factors:

- (i) with reference to the level of rentals of similar buildings and plants in the adjacent areas and local markets, and the prevailing market prices for comparable facilities and equipment of comparable period, size, usage and nature;
- (ii) price quotations for assets similar to the Leased Assets offered by the lessor to independent third parties;
- (iii) taking comprehensive consideration of the aspects of the Leased Assets, such as the gross floor area, decoration facilities, geographical location, usage and nature, etc. with respect to the buildings and plants; and the acquisition cost, the period of acquisition, the depreciation and impairment provision made, its importance in the usage, and whether it is substitutable, etc. with respect to the facilities and equipment; and

- (iv) the Group will seek quotations for assets similar to the Leased Assets from two independent third parties on an annual basis in the market or conduct market research on the rental prices of nearby properties (for buildings and plants) in order to assess and review the fairness and reasonableness of the quotations proposed by the Group and/or Certain Connected Subsidiaries with reference to items (i), (ii) and (iii) above.

In addition, the fees receivable and/or payable by the Group for the aforesaid leasing and related periodic reports will be submitted to the independent non-executive Directors for their annual review on the pricing so as to ensure its fairness and reasonableness. The Directors consider that such methods and procedures can ensure that the transactions will be conducted on normal commercial terms and will not prejudice the interests of the Company or its Shareholders.

### ***Payment***

Generally, the fees receivable and/or payable for the transactions contemplated under the Leasing Framework Agreement shall be made on a monthly basis. The specific payment terms (including time and method of payment) for leasing of the Leased Assets by the Group to Certain Connected Subsidiaries and the leasing of Leased Assets by Certain Connected Subsidiaries to the Group will be agreed by the parties to the individual agreements to be entered into by them, with reference to the payment terms of similar transactions in the market and the payment terms offered by or provided to independent third parties.

### ***Separate contract***

The Group and Certain Connected Subsidiaries should enter into a separate agreement for the leasing of buildings, office buildings, ancillary facilities, engineering products such as engineering ships and equipment, etc. that actually take place, respectively, based on the terms of the Leasing Framework Agreement. Each separate agreement shall set out detailed requirements for the leasing and must comply with each of the provisions of the Leasing Framework Agreement in any material respect.

**(3) Historical Amounts**

For the two financial years ended 31 December 2023 and the six months ended 30 June 2024, the Group did not lease the Leased Assets to Certain Connected Subsidiaries. For the two financial years ended 31 December 2023 and the six months ended 30 June 2024, the fees paid by the Group for leasing of the Leased Assets from Certain Connected Subsidiaries are set out below:

	<i>RMB' million</i>		
<b>Transaction</b>	<b>Actual amount for the year ended 31 December 2022</b>	<b>Actual amount for the year ended 31 December 2023</b>	<b>Actual amount for the six months ended 30 June 2024</b>
Leasing of the engineering products by Certain Connected Subsidiaries (i.e. CCC Haifeng Group) to the Group	48	188	94

#### (4) Proposed Annual Caps and Basis for Determination

As all the leases under the Leasing Framework Agreement are short-term leases, the rents receivable by Certain Connected Subsidiaries for leasing of the Leased Assets to the Group pursuant to the Leasing Framework Agreement will be recognised as expenses in the consolidated statement of profit or loss of the Group. For the three financial years ending 31 December 2027, the proposed annual caps for the rents to be received by the Group for leasing of the Leased Assets to Certain Connected Subsidiaries and the rents to be received by Certain Connected Subsidiaries for leasing of the Leased Assets to the Group pursuant to the Leasing Framework Agreement are set out below:

	<i>RMB' million</i>		
<b>Transaction</b>	<b>Annual cap for the year ending 31 December 2025</b>	<b>Annual cap for the year ending 31 December 2026</b>	<b>Annual cap for the year ending 31 December 2027</b>
Leasing of the Leased Assets by the Group to Certain Connected Subsidiaries	47.42	37.94	26.56
Leasing of the Leased Assets by Certain Connected Subsidiaries to the Group	400.00	400.00	400.00

In estimating the proposed annual caps for the rents to be received by the Group for leasing of the Leased Assets to Certain Connected Subsidiaries under the Leasing Framework Agreement, the Company has principally considered the following factors: (i) the prevailing prices of the relevant Leased Assets and the future growth; (ii) Certain Connected Subsidiaries' demands for the relevant Leased Assets owned by the Group, which are based on their existing projects and current business operation and development; (iii) the expected transaction amounts for the Group's leasing of the Leased Assets to CCCC Haifeng Group for the three years of 2025, 2026 and 2027, based on the existing orders and contracts and the expected orders and contracts in the foreseeable future, will amount to approximately RMB42 million, RMB33 million and RMB24 million, respectively; and (iv) a buffer of approximately 10% for other Certain Connected Subsidiaries' unexpected demands to lease Leased Assets from the Group.

In estimating the proposed annual caps for the rents to be received by Certain Connected Subsidiaries for leasing of the Leased Assets to the Group under the Leasing Framework Agreement, the Company has principally considered the following factors: (i) the prevailing prices of the relevant Leased Assets and the future growth; (ii) the Group's demands for the Leased Assets owned by Certain Connected Subsidiaries, which are based on its existing projects and current business operation and development; (iii) the expected transaction amounts for leasing of the engineering products (including engineering ships, equipment, etc.) by CCCC Haifeng Group to the Group for the three years of 2025, 2026 and 2027, based on the existing orders and contracts and the expected orders and contracts in the foreseeable future, will amount to approximately RMB360 million, RMB360 million and RMB360 million, respectively; and (iv) a buffer of 10% for the Group's unexpected demands to lease Leased Assets from other Certain Connected Subsidiaries.

**(5) Reasons and Benefits**

The Group may from time to time lease properties owned by Certain Connected Subsidiaries as its office and other properties and auxiliary facilities situated at several locations owned by Certain Connected Subsidiaries for its production and operation. In addition, for the operation of principal businesses, the Group leases products auxiliary to production and operation such as engineering ships and machine from Certain Connected Subsidiaries from time to time. Compared with independent third parties, Certain Connected Subsidiaries have more understanding of the Company's business requirements, and the Company also can benefit from their relatively competitive offers, which facilitates the Company's business development.

Meanwhile, Certain Connected Subsidiaries may from time to time rent premises and other facilities situated at several locations owned by the Group for its production and operation which are requisite for their daily production and operations. The leasing arrangements under the Leasing Framework Agreement will improve the occupancy rate of the premises owned by the Group as well as the utilisation rate of the self-owned facilities and equipment of the Group, which facilitates continuous and stable use of such premises and facilities and provides greater flexibility for the Group to leasing arrangements, and therefore helps to realise the interests of the Company and its Shareholders as a whole.

## **(II) ENTERING INTO OF THE MUTUAL PROJECT CONTRACTING FRAMEWORK AGREEMENT**

### **(1) Background**

On 31 December 2024, the Company entered into the Mutual Project Contracting Framework Agreement with Certain Connected Subsidiaries, pursuant to which, for the three financial years ending 31 December 2027, each party agreed that the Group may, from time to time, provide construction, management and other services for a specific project undertaken by Certain Connected Subsidiaries in accordance with the requirements of the development and construction of such project; Certain Connected Subsidiaries may, from time to time, provide labour and subcontracting services for a specific project undertaken by the Group in accordance with the requirements of the development and construction of such project.

### **(2) The Mutual Project Contracting Framework Agreement**

The principal terms of the Mutual Project Contracting Framework Agreement are set out as follows:

#### ***Date***

31 December 2024

#### ***Parties***

- (1) the Company; and
- (2) Certain Connected Subsidiaries.

#### ***Term***

Three years from 1 January 2025 to 31 December 2027.



### ***Description of the transactions***

Each party agreed that the Group may, from time to time, provide construction, management and other services for a specific project undertaken by Certain Connected Subsidiaries in accordance with the requirements of the development and construction of such project, which may include (i) provision of construction, design, consultation, management and other services for real estate, sewage treatment and other projects that may be undertaken by Certain Connected Subsidiaries; (ii) design, construction, operation, management and dismantlement of temporary supporting facilities.

Each party agreed that Certain Connected Subsidiaries may, from time to time, provide labour and subcontracting services for a specific project undertaken by the Group in accordance with the requirements of the development and construction of such project, which may include (i) provision of professional services for engineering and construction projects that may be undertaken by the Group; (ii) design, construction, operation, management and dismantling of temporary supporting facilities; and (iii) consultation and management services that may be required for the development of the project.

### ***Price determination***

The fees to be charged by the Group for the provision of construction services to Certain Connected Subsidiaries shall be agreed at arm's length negotiation between the parties based on the following factors:

- (i) with reference to the prevailing market prices (i.e. prices at which independent third parties in the same region provide the same or similar services on normal commercial terms in the ordinary course of business in respect of comparable projects);
- (ii) after taking into consideration the various aspects of the projects, such as project scale, construction period, technical difficulties and risk factors; and
- (iii) the Group will also refer to the quotations for similar services to independent third parties, so as to assess whether the services quotations provided in items (i) and (ii) above are fair and reasonable.

The fees payable by the Group for acceptance of labour and subcontracting services from Certain Connected Subsidiaries shall be agreed at arm's length negotiation between the parties in accordance with the following market-oriented pricing principles:

- (i) The fees proposed by Certain Connected Subsidiaries for each future transaction shall be made with reference to its expected costs to be incurred, such as labour costs and management costs. Certain Connected Subsidiaries are entitled to charge the service fees with a price at the costs plus gross profit of same type of transactions in the market after taking into account the actual circumstances for each future transaction; and
- (ii) The Group will also seek fee quotes for similar services from three independent third parties on a quarterly basis in the market in order to assess the fairness and reasonableness of the quotes for the services proposed by Certain Connected Subsidiaries in accordance with item (i) above.

In addition, the fees charged by the Group for the provision of the above-mentioned construction services, the fees paid for the acceptance of the aforesaid labour and subcontracting services and related periodic reports will be submitted to the independent non-executive Directors for their annual review on the pricing so as to ensure its fairness and reasonableness. The Directors consider that such methods and procedures can ensure that the transactions will be conducted on normal commercial terms and will not prejudice the interests of the Company and its Shareholders.

### ***Payment***

The specific payment terms (including time and method of payment) for the provision of construction services by the Group to Certain Connected Subsidiaries and the labour and subcontracting services provided by Certain Connected Subsidiaries to the Group will be agreed by the parties in the individual contract to be entered into by them, with reference to the payment terms of similar services in the market and the payment terms offered by or provided to independent third parties.

### ***Separate contract***

The Group and Certain Connected Subsidiaries should enter into a separate agreement for the project contracting transactions that actually take place, respectively, based on the terms of the Mutual Project Contracting Framework Agreement. Each separate agreement shall set out detailed requirements for the construction of the project and must comply with each of the provisions of the Mutual Project Contracting Framework Agreement in any material respect.

### (3) Historical Amounts

For the two financial years ended 31 December 2023 and the six months ended 30 June 2024, Certain Connected Subsidiaries did not provide labour and subcontracting services to the Group. For the two financial years ended 31 December 2023 and the six months ended 30 June 2024, the fees received by the Group for providing construction services to Certain Connected Subsidiaries are set out below:

	<i>RMB' million</i>		
<b>Transaction</b>	<b>Actual amount for the year ended 31 December 2022</b>	<b>Actual amount for the year ended 31 December 2023</b>	<b>Actual amount for the six months ended 30 June 2024</b>
Construction services provided by the Group to Certain Connected Subsidiaries (i.e. CCCC Haifeng Group)	–	102	11

#### (4) Proposed Annual Caps and Basis for Determination

For the three financial years ending 31 December 2027, the proposed annual caps for the fees to be received by the Group for providing construction services to Certain Connected Subsidiaries and the fees to be paid by the Group for the labour and subcontracting services provided by Certain Connected Subsidiaries pursuant to the Mutual Project Contracting Framework Agreement are set out below:

*RMB' million*

<b>Transaction</b>	<b>Annual cap for the year ending 31 December 2025</b>	<b>Annual cap for the year ending 31 December 2026</b>	<b>Annual cap for the year ending 31 December 2027</b>
Construction services to be provided by the Group to Certain Connected Subsidiaries	708.64	602.50	752.50
Labour and subcontracting services to be provided by Certain Connected Subsidiaries to the Group	240.52	290.07	135.17

In estimating the proposed annual caps for the construction service fees to be received by the Group from Certain Connected Subsidiaries under the Mutual Project Contracting Framework Agreement, the Company has principally considered the following factors: (i) Certain Connected Subsidiaries' development plans in offshore wind farm construction and operation projects and other construction projects and their needs for construction services; (ii) the prevailing market price of the relevant construction services; (iii) the current construction capacity of the Group; and (iv) based on the existing orders and contracts and the expected orders and contracts in the foreseeable future, the expected transaction amounts for the Group's provision of construction services to CCCC Haifeng Group and ZhongBo Energy Group for 2025 will amount to approximately RMB400 million and RMB230 million, respectively, the expected transaction amounts for the Group's provision of construction services to CCCC Haifeng Group for 2026 and 2027 will amount to approximately RMB540 million and RMB675 million, respectively, and a buffer of approximately 10% for other Certain Connected Subsidiaries' unexpected demands for the construction services provided by the Group.

In estimating the proposed annual caps for the labour and subcontracting service fees to be paid by the Group to Certain Connected Subsidiaries under the Mutual Project Contracting Framework Agreement, the Company has principally considered the following factors: (i) the Group's plan for project construction and daily operations and its need for labour and subcontracting services for the years of 2025, 2026 and 2027; (ii) the prevailing market price of labour and subcontracting services; (iii) the current capacity of Certain Connected Subsidiaries; (iv) based on the existing orders and contracts and the expected orders and contracts in the foreseeable future, the expected transaction amounts for provision of labour and subcontracting services by CCCC E-commerce Group and CCCC Hairun Group to the Group for 2025 will amount to approximately RMB31 million and RMB190 million, respectively, the expected transaction amounts for provision of labour and subcontracting services by CCCC E-commerce Group and CCCC Hairun Group to the Group for 2026 will amount to approximately RMB28 million and RMB235 million, respectively, the expected transaction amounts for provision of labour and subcontracting services by CCCC E-commerce Group and CCCC Hairun Group to the Group for 2027 will amount to approximately RMB22 million and RMB100 million, respectively, and a buffer of approximately 10% for the Company's unexpected demands for the labour and subcontracting services provided by other Certain Connected Subsidiaries.

**(5) Reasons and Benefits**

The Group provides the construction services for offshore wind farm construction and operation projects and other construction projects that may be undertaken by Certain Connected Subsidiaries. Certain Connected Subsidiaries have made certain progress in exploring each of the aforesaid areas, which therefore boosts the demands for construction services. The Directors believe that the provision of construction services to Certain Connected Subsidiaries will help the Company to accumulate more experience in relevant sectors, improve the business performance and expand the business scale, which will further strengthen the market competitiveness and facilitate the Group's business development.

As the Group is mainly engaged in the transportation infrastructure industry, it may require labour and subcontracting services from time to time in the course of its ordinary business. By selecting Certain Connected Subsidiaries as a provider of such services, the Directors are of the view that the Group can benefit from its relatively low quotations, its understanding of the Group's business and its extensive experience and expertise in providing such services, and accordingly receive professional and high-quality services at a reasonable cost, which will be conducive to the Group's business operation.

### **(III) ENTERING INTO OF THE MUTUAL PRODUCT SALES AND PURCHASE FRAMEWORK AGREEMENT**

#### **(1) Background**

On 31 December 2024, the Company entered into the Mutual Product Sales and Purchase Framework Agreement with Certain Connected Subsidiaries, pursuant to which, for the three financial years ending 31 December 2027, the Group will purchase engineering products from Certain Connected Subsidiaries, including engineering ships (e.g. leveling ship, crane ship, etc.), engineering machines, steel structure products, cement and cement products, etc.; and the Group will sell raw materials to Certain Connected Subsidiaries, including steel, equipment, components, etc.

#### **(2) The Mutual Product Sales and Purchase Framework Agreement**

The principal terms of the Mutual Product Sales and Purchase Framework Agreement are set out as follows:

##### ***Date***

31 December 2024

##### ***Parties***

- (1) the Company; and
- (2) Certain Connected Subsidiaries.

##### ***Term***

Three years from 1 January 2025 to 31 December 2027.

##### ***Description of the transactions***

The Group purchases engineering products from Certain Connected Subsidiaries, including engineering ships (e.g. leveling ship, crane ship, etc.), engineering machines, steel structure products, cement and cement products, etc. The Group sells raw materials to Certain Connected Subsidiaries, including steel, equipment, components, etc.

### ***Price determination***

The fees receivable by the Group for sales of products to Certain Connected Subsidiaries and the fees payable by the Group for purchase of engineering products from Certain Connected Subsidiaries shall be agreed at arm's length negotiation between the parties in the following order:

- (i) If such products are subject to government-prescribed price, their prices are determined by the parties according to government-prescribed price, which represents the price determined in accordance with the laws, regulations, decisions, orders or pricing policies of the relevant government authorities; or
- (ii) If such products are not subject to government-prescribed price, their prices are determined by the parties with reference to the market price, which represents (1) the price for sales of or purchase of the same or similar products by the independent third parties located in the same region or adjacent areas on normal commercial terms in the ordinary course of business; (2) the price for sales of or purchase of the same or similar products by the independent third parties in the PRC on normal commercial terms in the ordinary course of business; or
- (iii) If such products are not subject to government-prescribed price and market price, their prices are determined by the parties with reference to the cost price, which represents (1) the fees incurred for sales of or purchase of products by the parties; (2) the fees incurred for sales of or purchase of products by one party to or from the third parties and additional fees incurred for transfer of such products to the other party.

The Group will make reference to the quotations and terms of the two independent third parties in respect of the relevant products in order to assess and review whether the quotations and terms of the products provided by the Group to Certain Connected Subsidiaries and those provided by Certain Connected Subsidiaries to the Group are fair and reasonable and are no less favorable to the Group than those provided by such independent third parties.

The above-mentioned fees received from the sales of products and paid for the purchase of engineering products by the Group, and relevant periodic reports will be submitted to the independent non-executive Directors for their annual review on the pricing so as to ensure its fairness and reasonableness. The Directors consider such methods and procedures can ensure the transactions will be conducted on normal commercial terms and will not prejudice the interests of the Company and its Shareholders.

## ***Payment***

The specific payment terms (including time and method of payment) of the fees receivable by the Group for sales of products to Certain Connected Subsidiaries and the fees payable by the Group for purchase of engineering products from Certain Connected Subsidiaries will be agreed by the parties in the individual agreement to be entered into by them, with reference to the payment terms of similar transactions in the market and the payment terms offered by or provided to independent third parties.

## ***Separate contract***

The Group and Certain Connected Subsidiaries should enter into a separate agreement for the product sales and purchase transactions that actually take place, respectively, based on the terms of the Mutual Product Sales and Purchase Framework Agreement. Each separate agreement shall set out detailed requirements for the product and must comply with each of the provisions of the Mutual Product Sales and Purchase Framework Agreement in any material respect.

### **(3) Historical Amounts**

For the two financial years ended 31 December 2023 and the six months ended 30 June 2024, the Company did not sell products to Certain Connected Subsidiaries. For the two financial years ended 31 December 2023 and the six months ended 30 June 2024, the fees paid by the Group for purchase of engineering products from Certain Connected Subsidiaries are set out below:

	<i>RMB' million</i>		
<b>Transaction</b>	<b>Actual amount for the year ended 31 December 2022</b>	<b>Actual amount for the year ended 31 December 2023</b>	<b>Actual amount for the six months ended 30 June 2024</b>
Purchase of engineering products from Certain Connected Subsidiaries (i.e. Qilianshan Cement Group) by the Group	–	–	71



#### (4) Proposed Annual Caps and Basis for Determination

For the three financial years ending 31 December 2027, the proposed annual caps for the fees to be received by the Group for sales of products to Certain Connected Subsidiaries and the fees to be paid by the Group for purchase of engineering products from Certain Connected Subsidiaries pursuant to the Mutual Product Sales and Purchase Framework Agreement are set out below:

	<i>RMB' million</i>		
<b>Transaction</b>	<b>Annual cap for the year ending 31 December 2025</b>	<b>Annual cap for the year ending 31 December 2026</b>	<b>Annual cap for the year ending 31 December 2027</b>
Sales of products to Certain Connected Subsidiaries by the Group	65.24	31.52	24.88
Purchase of engineering products from Certain Connected Subsidiaries by the Group	425.70	455.20	510.00

In estimating the proposed annual caps for the fees to be received by the Group for sales of products to Certain Connected Subsidiaries under the Mutual Product Sales and Purchase Framework Agreement, the Company has principally considered the following factors: (i) the prevailing prices of relevant products; (ii) the current production and supply capacity of the Group; (iii) based on the existing orders and contracts and the expected orders and contracts in the foreseeable future, the expected demands of CCCC E-commerce Group and Xi'an Sci-tech City Group for purchase of the Group's products for 2025 will amount to approximately RMB12 million and RMB43 million, respectively, the expected demands of CCCC E-commerce Group and Xi'an Sci-tech City Group for purchase of the Group's products for 2026 will amount to approximately RMB15 million and RMB13 million, respectively, the expected demands of CCCC E-commerce Group and Xi'an Sci-tech City Group for purchase of the Group's products for 2027 will amount to approximately RMB16 million and RMB5 million, respectively, and a buffer of approximately 10% to 15% for other Certain Connected Subsidiaries' unexpected demands for purchasing of products from the Group.

In estimating the proposed annual caps for the fees to be paid by the Group for purchase of engineering products from Certain Connected Subsidiaries under the Mutual Product Sales and Purchase Framework Agreement, the Company has principally considered the following factors: (i) the prevailing prices of the relevant engineering products; (ii) the current production capacity of Certain Connected Subsidiaries; (iii) based on the existing orders and contracts and the expected orders and contracts in the foreseeable future, the expected demands of the Group for purchase of the engineering products such as bulk materials, equipment, subcontracts and unproductive goods required for the construction of projects from CCCC E-commerce Group and purchase of cement and cement products from Qilianshan Cement Group for the 2025 will amount to approximately RMB108 million and RMB275 million, respectively, the expected demands of the Group for the aforesaid purchase of engineering products from CCCC E-commerce Group and Qilianshan Cement Group for the 2026 will amount to approximately RMB126 million and RMB283 million, respectively, the expected demands of the Group for purchase of engineering products from CCCC E-commerce Group and Qilianshan Cement Group for the 2027 will amount to approximately RMB144 million and RMB315 million, respectively, and a buffer of approximately 10% for the Group' unexpected demands for purchasing of engineering products from other Certain Connected Subsidiaries.

**(5) Reasons and Benefits**

The Directors consider that, due to the existing cooperation relationship between the Group and Certain Connected Subsidiaries, Certain Connected Subsidiaries have a better understanding of the Group's business. Purchasing engineering products from Certain Connected Subsidiaries can better ensure the standards of technology, quality, delivery and technical support of the products meet the Group's requirements, which helps minimize the administrative and transportation costs and is in the best interests of the Group.

Meanwhile, the Group sells material products such as steel, equipment and components to Certain Connected Subsidiaries for its processing and manufacturing of industrial products. As all or part of such industrial products will be sold back by Certain Connected Subsidiaries to the Group for its use in the core business, the Directors are also of the view that the Group can benefit from the sale of material products to Certain Connected Subsidiaries. In addition, such transaction will improve the revenue of the Company and generate reasonable profit, and is therefore of great significance to the Company's development.

#### **(IV) HONG KONG LISTING RULES IMPLICATIONS**

As at the date of this announcement, all Certain Connected Subsidiaries are subsidiaries of the Company, and CCCG (a controlling Shareholder of the Company holding approximately 59.42% interests in the issued ordinary shares of the Company) indirectly holds more than 10% interest in each of certain subsidiaries through its subsidiaries. Therefore, these subsidiaries are connected subsidiaries of the Company under Rule 14A.16 of the Hong Kong Listing Rules. As such, the transactions contemplated under the Leasing Framework Agreement, the Mutual Project Contracting Framework Agreement and the Mutual Product Sales and Purchase Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratio of the proposed annual caps for each of (i) the leasing of the Leased Assets by Certain Connected Subsidiaries to the Group contemplated under the Leasing Framework Agreement; (ii) the transactions contemplated under the Mutual Project Contracting Framework Agreement; and (iii) the purchase of engineering products from Certain Connected Subsidiaries by the Group contemplated under the Mutual Product Sales and Purchase Framework Agreement exceeds 0.1% but is less than 5%, such transactions contemplated thereunder and the proposed annual caps thereof are subject to 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 proposed annual caps for each of (i) the leasing of the Leased Assets by the Group to Certain Connected Subsidiaries contemplated under the Leasing Framework Agreement; and (ii) the sales of products to Certain Connected Subsidiaries by the Group contemplated under the Mutual Product Sales and Purchase Framework Agreement is less than 0.1%, such transactions contemplated thereunder and the proposed annual caps thereof are exempt from reporting, announcement, annual review and the independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

#### **(V) CONFIRMATION BY THE DIRECTORS**

Mr. Wang Tongzhou, Mr. Wang Haihuai and Mr. Liu Xiang, being the Directors, are also directors or senior management of CCCG, and therefore are deemed to have a material interest in the above-mentioned continuing connected transactions and have abstained from voting on the relevant Board resolutions. Save for the said Directors, none of the other Directors of the Company has or is deemed to have a material interest in the above-mentioned continuing connected transactions.

Having made all reasonable and due inquiries, the Directors (including the independent non-executive Directors) are of the view that the above-mentioned continuing connected transactions 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 its Shareholders as a whole.

## **(VI) 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, respectively. 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 and related projects 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 known-how accumulated from projects undertaken in a wide range of areas over the decades.

### **(2) CCCC Haifeng**

CCCC Haifeng is a subsidiary of the Company incorporated in the PRC, which is mainly engaged in services such as wind power technology, information technology consultation and ship leasing, etc., and the sales of equipment related to offshore wind power, water transport equipment, offshore wind turbines and components. As at the date of this announcement, CCCC Haifeng is owned as to 37% by the Company through its subsidiary, CCCC Third Harbor Engineering Co., Ltd.\* (中交第三航務工程局有限公司); as to 20% by CCCG, the controlling Shareholder through its subsidiary, CCCC Industrial Investment; and as to 20%, 10%, 10% and 3% by CTGR (the A shares of which are listed on the Shanghai Stock Exchange (stock code: 600905)), Datang Power (the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601991), and the H shares of which are listed on the Hong Kong Stock Exchange (stock code: 00991) and the London Stock Exchange (stock code: DAT)), Guohua Investment (wholly-owned by the State Council) and Envision Energy, respectively. Envision Energy is directly held as to 99.99% equity interests by Envision Energy International Limited. To the Company’s best knowledge, Envision Energy is beneficially owned by several shareholders, and only one shareholder, Mr. Zhang Lei (張雷先生), owns more than 30% equity interests and no other shareholders own 10% or more equity interests.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, CTGR, Datang Power, Guohua Investment and Envision Energy and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

**(3) CCCC E-commerce**

CCCC E-commerce is a subsidiary of the Company incorporated in the PRC, which is mainly engaged in the Internet and sale of Internet equipment, information technology consulting services, software development, information system integration and consulting services, Internet of Things application services and data processing and storage support services. As at the date of this announcement, CCCC E-commerce is owned as to 57% by the Company through its subsidiary, CCCC Materials & Equipment, and as to 43% by CCCG, the controlling Shareholder through its subsidiary, China Communications Information & Technology Group Co., Ltd.\* (中國交通信息科技集團有限公司).

**(4) Qilianshan Cement**

Qilianshan Cement is a subsidiary of the Company incorporated in the PRC, which is mainly engaged in cement production, lime and gypsum manufacturing, asbestos cement products manufacturing, manufacturing and sales of cement products, as well as manufacturing and sales of concrete structural components. As at the date of this announcement, the Company holds 85% equity interests in Qilianshan Cement and CCCG, the controlling Shareholder, holds 15% equity interests in Qilianshan Cement through its subsidiary, China Urban and Rural Holding Group Co., Ltd.\* (中國城鄉控股集團有限公司).

**(5) CCCC Hairun**

CCCC Hairun is a subsidiary of the Company incorporated in the PRC, which is mainly engaged in businesses such as urban renewal and integrated urban development. As at the date of this announcement, the Company holds 49.5% equity interests in CCCC Hairun through its subsidiary, CCCC Urban Investment; CCCG, the controlling Shareholder, holds 49.5% equity interests in CCCC Hairun through its subsidiary, China National Real Estate Development Group Co., Ltd.\* (中國房地產開發集團有限公司); and Guiyang Yunyan Urban Renewal Development Co., Ltd.\* (貴陽雲岩城市更新發展有限公司) (wholly-owned by the State-owned Assets Management Service Center of Yunyan District\* (雲岩區國有資產管理服務中心)), holds 1% equity interests in CCCC Hairun.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, Guiyang Yunyan Urban Renewal Development Co., Ltd.\* (貴陽雲岩城市更新發展有限公司) and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

**(6) Xi'an Sci-tech City**

Xi'an Sci-tech City is a subsidiary of the Company incorporated in the PRC, which is mainly engaged in the construction, investment promotion and operation of industrial parks. As at the date of this announcement, the Company holds 36% and 19% equity interests in Xi'an Sci-tech City respectively through its subsidiaries, CCCC Investment and CCCC Northwest Investment and Development Co., Ltd.\* (中交西北投資發展有限公司); CCCG, the controlling Shareholder, holds 15% equity interests in Xi'an Sci-tech City through its subsidiary, CCCG Real Estate Management Group Co., Ltd.\* (中交房地產管理集團有限公司); and Xi'an Caijin Chuang'an Investment Partnership (Limited Partnership)\* (西安財金創安投資合夥企業(有限合夥)) (wholly-owned by the Xi'an Finance Bureau\* (西安市財政局)), holds 30% equity interests in Xi'an Sci-tech City.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, Xi'an Caijin Chuang'an Investment Partnership (Limited Partnership)\* (西安財金創安投資合夥企業(有限合夥)) and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

**(7) Guizhou Airport**

Guizhou Airport is a subsidiary of the Company incorporated in the PRC, which is mainly engaged in the construction, investment promotion and operation of airports and supporting service facilities. As at the date of this announcement, the Company holds 51% equity interests in Guizhou Airport through its subsidiary, CCCC Investment; Guizhou Civil Aviation Construction and Investment holds 34% equity interests in Guizhou Airport; and CCCG, the controlling Shareholder, holds 15% equity interests in Guizhou Airport through its subsidiary, CCCC Airport Co., Ltd.\* (中交航空港有限公司). The ultimate beneficial owners of Guizhou Civil Aviation Construction and Investment are the State-owned Assets Supervision and Administration Commission of the People's Government of Guizhou Province\* (貴州省人民政府國有資產監督管理委員會) and the Guizhou Provincial Finance Bureau\* (貴州省財政廳).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, Guizhou Civil Aviation Construction and Investment and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

**(8) ZhongBo Energy**

ZhongBo Energy is a subsidiary of the Company incorporated in the Republic of Botswana, which is mainly engaged in the investment, financing, design, construction and operation of the 100MW photovoltaic power station project in Jwaneng, Botswana, as well as the asset management business of the project. As at the date of this announcement, the Company holds 55% equity interests in ZhongBo Energy through its subsidiary, Zhenwei (Hainan) International Trade Co., Ltd.\* (振偉(海南)國際貿易有限責任公司), CCCG (the controlling shareholder) holds 35% equity interests in ZhongBo Energy through its subsidiary, Boyuan Tongda (Hainan) Investment Co., Ltd.\* (博源通達(海南)投資有限責任公司), New Energy Company Proprietary Limited (whose interests are held by five natural persons, namely Zheng Li, Guang Li, Xiang Li, Qin Ye, and Hu Shanlu, as to approximately 16.67%, 33.33%, 16.67%, 16.67% and 16.67% respectively) holds 10% equity interests in ZhongBo Energy.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, New Energy Company Proprietary Limited and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

**(9) CCCG**

CCCG is a state-owned enterprise established under the laws of the PRC and the controlling Shareholder of the Company holding approximately 59.42% 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.



## (VII) DEFINITION

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

“Board”	the board of directors of the Company
“CCCC E-commerce”	CCCC (Xiamen) E-Commerce Co., Ltd.* (中交(廈門)電子商務有限公司), a company incorporated in the PRC with limited liability, and a connected subsidiary of the Company as at the date of this announcement
“CCCC E-commerce Group”	CCCC E-commerce and its subsidiaries (if any)
“CCCC Haifeng”	CCCC Haifeng Wind Power Development Co., Ltd. * (中交海峰風電發展股份有限公司), a joint stock company incorporated in the PRC with limited liability, and a connected subsidiary of the Company as at the date of this announcement
“CCCC Haifeng Group”	CCCC Haifeng and its subsidiaries
“CCCC Hairun”	CCCC Urban Investment Hairun (Yunyan) Urban Renewal Co., Ltd.* (中交城投海潤(雲岩)城市更新有限公司), a company incorporated in the PRC with limited liability, and a connected subsidiary of the Company as at the date of this announcement
“CCCC Hairun Group”	CCCC Hairun and its subsidiaries (if any)
“CCCC Industrial Investment”	CCCC Industrial Investment Holding Limited* (中交產業投資控股有限公司), a company incorporated in the PRC with limited liability, and a wholly-owned subsidiary of CCCG as at the date of this announcement
“CCCC Investment”	CCCC Investment Co., Ltd.* (中交投資有限公司), a company incorporated in the PRC with limited liability, and a wholly-owned subsidiary of the Company as at the date of this announcement
“CCCC Materials & Equipment”	China Communications Materials & Equipment Co., Ltd.* (中國交通物資有限公司), a company incorporated in the PRC with limited liability, and a wholly-owned subsidiary of the Company as at the date of this announcement



“CCCC Urban Investment”	CCCC Urban Investment Holding Co., Ltd.* (中交城市投資控股有限公司), a company incorporated in the PRC with limited liability, and a subsidiary of the Company as at the date of this announcement
“CCCCG”	China Communications Construction Group (Limited), a wholly state-owned company incorporated on 8 December 2005 in the PRC which currently holds approximately 59.42% equity interests in the Company
“Certain Connected Subsidiaries”	certain connected subsidiaries of the Company, namely CCCC Haifeng, CCCC E-commerce, CCCC Hairun, Xi’an Sci-tech City, Guizhou Airport, ZhongBo Energy and/or their respective subsidiaries (as the case may be)
“Company”	China Communications Construction Company Limited, a joint stock limited 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
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“connected subsidiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“CTGR”	China Three Gorges Renewables (Group) Co., Ltd., a joint stock limited company incorporated in the PRC
“Datang Power”	Datang International Power Generation Co., Ltd., a joint stock limited company incorporated in the PRC
“Director(s)”	the director(s) of the Company
“Envision Energy”	Envision Energy Co., Ltd.* (遠景能源有限公司), a company incorporated in the PRC with limited liability
“Group”	the Company and its subsidiaries

“Guizhou Airport”	Guizhou Airport Investment Development Co., Ltd.* (貴州航空港投資發展有限公司), a company incorporated in the PRC with limited liability, and a connected subsidiary of the Company as at the date of this announcement
“Guizhou Civil Aviation Construction and Investment”	Guizhou Civil Aviation Construction and Investment Co., Ltd.* (貴州民航建設投資有限公司), a company incorporated in the PRC with limited liability
“Guohua Investment”	Guohua Energy Investment Co., Ltd., a company incorporated in the PRC with limited liability
“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
“Leased Assets”	assets specified in the Leasing Framework Agreement, including buildings, plants and auxiliary equipment, facilities, etc. for production and operation
“Leasing Framework Agreement”	the leasing and asset management services framework agreement entered into between the Company and Certain Connected Subsidiaries on 31 December 2024
“Mutual Project Contracting Framework Agreement”	the mutual project contracting framework agreement entered into between the Company and Certain Connected Subsidiaries on 31 December 2024
“Mutual Product Sales and Purchase Framework Agreement”	the mutual product sales and purchase framework agreement entered into between the Company and Certain Connected Subsidiaries on 31 December 2024
“PRC”	the People’s Republic of China, which for the purposes of this announcement, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Qilianshan Cement”	Gansu Qilianshan Cement Group Ltd.* (甘肅祁連山水泥集團有限公司), a company incorporated in the PRC with limited liability, and a connected subsidiary of the Company as at the date of this announcement

“Qilianshan Cement Group”	Qilianshan Cement and its subsidiaries
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Xi’an Sci-tech City”	CCCC High-tech Industrial Development Co., Ltd.* (中交高新科技產業發展有限公司), a company incorporated in the PRC with limited liability, and a connected subsidiary of the Company as at the date of this announcement
“Xi’an Sci-tech City Group”	Xi’an Sci-tech City and its subsidiaries
“ZhongBo Energy”	ZhongBo Green Energy Co., Ltd.* (中博綠色能源有限責任公司), a company incorporated in the the Republic of Botswana, and a connected subsidiary of the Company as at the date of this announcement
“ZhongBo Energy Group”	ZhongBo Energy and its subsidiaries (if any)
“%”	per cent

By Order of the Board

**China Communications Construction Company Limited**

**LIU Zhengchang**

*Board Secretary*

**YU Jingjing**

*Company Secretary*

Beijing, the PRC  
31 December 2024

*As at the date of this announcement, the Directors of the Company are WANG Tongzhou, WANG Haihuai, LIU Xiang, LIU Hui #, CHAN Wing Tak Kevin #, WU Guangqi # and ZHOU Xiaowen #.*

# *Independent non-executive directors*

\* *For identification purpose only*