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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**  
**THE RESERVED GRANT OF RESTRICTED SHARES TO THE**  
**PARTICIPANTS UNDER THE 2022 INCENTIVE SCHEME**

The Board is pleased to announce that the conditions for the Reserved Grant are satisfied and determined to grant a total of 16.70 million Restricted Shares to 134 Participants on 26 January 2024, at a price of RMB5.06 per A Share.

**I. BACKGROUND**

References are made to (i) the announcement dated 15 December 2022 and the circular dated 4 April 2023 (the “**Circular**”) in relation to, among other things, the proposed adoption of the 2022 Incentive Scheme and the proposed issue and grant of the new A Shares under the 2022 Incentive Scheme pursuant to the Specific Mandate; (ii) the announcements dated 4 May 2023 and 7 June 2023 in relation to the First Grant of Restricted Shares under the 2022 Incentive Scheme; and (iii) the announcement dated 26 January 2024 in relation to the repurchase and cancellation of certain Restricted Shares under the 2022 Incentive Scheme of China Communications Construction Company Limited (the “**Company**”). Unless the context otherwise requires, the terms used herein shall have the same meanings as those defined in the Circular.

Following the First Grant, the Board is pleased to announce that the conditions for the Reserved Grant are satisfied and determined to grant a total of 16.70 million Restricted Shares to 134 Participants on 26 January 2024, at a price of RMB5.06 per A Share (the “Reserved Grant”).

The total funds to be raised under the Reserved Grant will be RMB84.5020 million. The proposed use of proceeds set out in the paragraph headed “III. OTHER RESOLUTIONS IN RELATION TO THE PROPOSED ADOPTION OF THE 2022 INCENTIVE SCHEME – (iii)” to the Circular remains unchanged.

## II. THE RESERVED GRANT OF RESTRICTED SHARES TO THE PARTICIPANTS

### (i) Details of the Reserved Grant

Details of the Reserved Grant are set out below:

Grant Date:	26 January 2024;
Total Restricted Shares to be granted:	16.70 million Restricted Shares;
Grant Price:	RMB5.06 per Restricted Share;
Market price on the Grant Date:	The closing price of the Company’s A Shares on 26 January 2024 was RMB8.51 per share.

### *Allocation of the Restricted Shares under the Reserved Grant*

The allocation of the Restricted Shares under the Reserved Grant among the Participants is set out in the table below:

<b>Position</b>	<b>Number of Restricted Shares to be granted (0’000 shares)</b>	<b>Percentage of the total Restricted Shares under the Reserved Grant</b>	<b>Percentage of the total ordinary A Shares of the Company</b>
Middle management personnel and core personnel (totalling 134)	1,670.00	100.00%	0.14%
Total (no more than 134 for the Reserved Grant)	1,670.00	100.00%	0.14%

*Notes:*

1. The total number of the Company's shares granted under all effective share incentive schemes to any of the aforesaid Participants does not exceed 1% of the total issued ordinary A Shares of the Company as at the date of this announcement. The total number of underlying shares in relation to all effective share incentive schemes of the Company does not exceed 10% of the total issued ordinary A Shares of the Company as at the date of this announcement.
2. The total number of the issued shares and shares to be issued for the incentive interests granted to any of the Participants in the past 12 months does not exceed 0.1% of the total issued ordinary A Shares of the Company as at the date of this announcement.
3. Under the 2022 Incentive Scheme, up to 17.60 million Restricted Shares were proposed to be granted under the Reserved Grant. A total of 16.70 million Restricted Shares are granted under the Reserved Grant, and the remaining 0.90 million Restricted Shares will not be granted. After making the Reserved Grant, the number of shares available for future grant under the 2022 Incentive Scheme will be nil share.
4. Any difference in the total amount and the sum of the breakdowns in the above table is due to rounding.

**(ii) Term, Lock-up Period and unlocking arrangements**

**1. *Term of the Incentive Scheme***

The term of the Incentive Scheme shall commence from the completion date of registration of the Restricted Shares under the First Grant and end on the date of all the Restricted Shares granted to the Participants having been unlocked or repurchased, the maximum period of which shall not exceed 72 months.

**2. *Lock-up Period of the Reserved Grant***

The Restricted Shares under the Reserved Grant shall be unlocked in three batches, and the Lock-up Period of each batch is 24 months, 36 months and 48 months respectively from the completion date of registration of the corresponding grant. During the Lock-up Period, the Restricted Shares granted to the Participants under the Incentive Scheme shall be restricted for sale and shall not be transferred, used as security or for repayment of debts. The shares entitled by the Participants as a result of the capitalisation issue, bonus issue and sub-division of shares, etc. in connection with the granted Restricted Shares that have not yet been unlocked are simultaneously locked in accordance with the Incentive Scheme. Upon unlocking, the Company will handle the unlocking matters for the Participants who meet the conditions, and the Restricted Shares held by the Participants who do not meet the unlocking conditions will be repurchased by the Company.

### 3. *Unlocking arrangements under the Reserved Grant*

The unlocking schedule for the Restricted Shares under the Reserved Grant are set out below:

<b>Unlocking arrangements</b>	<b>Unlocking schedule</b>	<b>Percentage of the number of Restricted Shares to be unlocked to the number of the Restricted Shares granted</b>
The first unlocking period for the Reserved Grant	Commencing from the first trading day after expiry of the 24-month period from the date of completion of registration of the corresponding grant and ending on the last trading day of the 36-month period from the date of completion of registration of such grant	34%
The second unlocking period for the Reserved Grant	Commencing from the first trading day after expiry of the 36-month period from the date of completion of registration of the corresponding grant and ending on the last trading day of the 48-month period from the date of completion of registration of such grant	33%
The third unlocking period for the Reserved Grant	Commencing from the first trading day after expiry of the 48-month period from the date of completion of registration of the corresponding grant and ending on the last trading day of the 60-month period from the date of completion of registration of such grant	33%

#### **4. Performance appraisal conditions**

*(1) Achievement of the performance appraisal conditions of the Company*

The Restricted Shares under the Incentive Scheme shall be unlocked based on the performance appraisal to be conducted on an annual basis during the three accounting years (2023–2025):

<b>Unlocking period</b>	<b>Performance appraisal targets</b>
The first unlocking period for the Reserved Grant	<p>(1) on the basis of the results for 2021, the compound growth rate of the net profit for 2023 shall not be less than 8%, and not lower than 75 percentile of benchmarking enterprises or the industry average;</p> <p>(2) the weighted average returns on net assets for 2023 shall not be less than 7.7%, and not lower than 75 percentile of benchmarking enterprises or the industry average;</p> <p>(3) achieve the economic value added (EVA) performance targets of SASAC for 2023.</p>

<b>Unlocking period</b>	<b>Performance appraisal targets</b>
The second unlocking period for the Reserved Grant	<p>(1) on the basis of the results for 2021, the compound growth rate of the net profit for 2024 shall not be less than 8.5%, and not lower than 75 percentile of benchmarking enterprises or the industry average;</p> <p>(2) the weighted average returns on net assets for 2024 shall not be less than 7.9%, and not lower than 75 percentile of benchmarking enterprises or the industry average;</p> <p>(3) achieve the economic value added (EVA) performance targets of SASAC for 2024.</p>
The third unlocking period for the Reserved Grant	<p>(1) on the basis of the results for 2021, the compound growth rate of the net profit for 2025 shall not be less than 9%, and not lower than 75 percentile of benchmarking enterprises or the industry average;</p> <p>(2) the weighted average returns on net assets for 2025 shall not be less than 8.2%, and not lower than 75 percentile of benchmarking enterprises or the industry average;</p> <p>(3) achieve the economic value added (EVA) performance targets of SASAC for 2025.</p>

*Notes:*

1. “Net profit” represents the net profit in the consolidated statements announced in the annual financial statements of the Company;
2. If the major asset restructuring as determined by a superior authority or strategic measures as debt-to-equity, increase in capital and shares, rights issue, issuance of preferred shares and perpetual bonds implemented by the Company in response to the call of national policies related to deleveraging and debt reduction may affect the relevant performance indicators and force majeure events encountered by the Company have significant influence on operating results, resulting in incomparability of relevant performance indicators, the Board is authorized to restore the actual value of the relevant performance indicators.

*(2) Achievement of the performance appraisal conditions at subsidiary level*

According to the performance appraisal conditions for the subsidiaries established by the Company, the linkage coefficients of unlocking quota of the Participants in the subsidiaries with the results of performance appraisal of the subsidiaries they belong to are as follows:

<b>Rank of appraisal</b>	<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>
Appraisal coefficient for the subsidiary	100%	100%	80%	0

The actual unlocking amounts held by the Participants in the appraisal year of the subsidiary = appraisal coefficient for the subsidiary × the amounts of Restricted Shares that are planned to be unlocked in the appraisal year of the subsidiary.

(3) *Achievement of the performance appraisal conditions of the Participants at individual level*

The individual appraisal of the Participants shall be conducted annually in accordance with the Appraisal Management Measures, the percentage of unlocking of the Restricted Shares for the year shall be determined in accordance with individuals' performance evaluation results. The individuals' actual unlocking limit for the current year = individual appraisal coefficient × limit of shares planned to be unlocked by individuals in the current year. Details are as follows:

<b>Rank of appraisal</b>	<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>
Appraisal coefficient for individual	100%	100%	80%	0

If the Restricted Shares currently, held by the Participants, are unable to be wholly or partly unlocked as a result of the performance appraisal at the Company, subsidiary or individual level, such shares shall not be unlocked, or be deferred until the next unlocking period, and the Company shall repurchase those Restricted Shares at the lower of the Grant Price and the market price (i.e. the average trading price of the Company's underlying Shares in the one trading day immediately preceding the date of the announcement of the Board resolution for consideration of the repurchase) of the shares during repurchasing.

**(iii) Clawback mechanism**

For details of the handling of changes in relation to the Company/the Participants under the Reserved Grant, please refer to "CHAPTER XIII HANDLING OF CHANGES IN RELATION TO THE COMPANY AND THE PARTICIPANTS" in the Appendix I to the Circular.



### III. IMPACT OF THE RESERVED GRANT ON THE COMPANY'S FINANCIAL POSITION

In accordance with the Accounting Standards for Business Enterprise No. 11 – Share-based Payments (《企業會計準則第11號-股份支付》), 16.70 million Restricted Shares are granted to the Participants under the Reserved Grant. Taking the difference between the closing price on the Grant Date and the Grant Price as the share-based payment expenses per Restricted Share, the total cost of the Restricted Shares under the Reserved Grant amounts to RMB57.6150 million. Such cost shall be charged to recurring gain or loss. Details of the potential impacts of the Restricted Shares under the Reserved Grant on the accounting cost for each period are shown in the table below:

*Unit: RMB0'000*

<b>Number of Restricted Shares to be granted (0'000 shares)</b>	<b>Total cost</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>
1,670	5,761.50	1,914.50	2,088.54	1,190.71	528.14	39.61

The above figures do not constitute the final accounting cost. Other than the Grant Date, Grant Price and number of Restricted Shares to be granted, accounting cost also relates to the actual number of effective and lapsed entitlements. The final result of the above impact on the operating performance of the Company shall be subject to the annual auditor's report to be issued by the auditors.

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

Beijing, the PRC  
26 January 2024

*As at the date of this announcement, the Directors of the Company are WANG Tongzhou, WANG Haihuai, LIU Xiang, 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*