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**中國建築國際集團有限公司**  
**CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3311)**

## **CONTINUING CONNECTED TRANSACTIONS SUPPLEMENTAL AGREEMENT IN RELATION TO CONSTRUCTION WORKS**

Reference is made to the announcement of China State Construction International Holdings Limited (the “**Company**”) dated 8 April 2020 (the “**Announcement**”) and the circular of the Company dated 20 May 2020 (the “**Circular**”) in relation to, among others, the New Master Engagement Agreement and the transactions contemplated thereunder. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement and the Circular.

On 10 June 2021, the Company and COLI entered into a supplemental agreement to the New Master Engagement Agreement (the “**Supplemental Agreement**”), pursuant to which, in addition to the members of the COLI Group currently subject to the New Master Engagement Agreement, the Group may tender for construction works of the companies which respective share capital is held as to not less than 30% and not more than 50% by the COLI Group and their respective subsidiaries (excluding China Overseas Grand Oceans Group Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 81) and which is held as to approximately 38.32% by COLI, and its subsidiaries) (collectively the “**COLI Associated Companies**”) from time to time on the terms set out in the New Master Engagement Agreement for the remainder of the term of the New Master Engagement Agreement (which will expire on 31 December 2022) with effect from the date of the Supplemental Agreement. The transactions contemplated under the Supplemental Agreement between members of the Group and the COLI Associated Companies constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Save as disclosed above, all the other major terms and conditions of the New Master Engagement Agreement (including, among other things, the COLI Works Annual Cap and the pricing basis of the tenders submitted by the Group) remain unchanged and in full force and effect in all respects. Both the Group and the COLI Group (including the COLI Associated Companies) shall enter into transactions under the New Master Engagement Agreement in the ordinary and usual course of their respective businesses within the limit of the COLI Works Annual Cap subject to the terms and conditions of the New Master Engagement Agreement. For material terms of the New Master Engagement Agreement and the COLI Works Annual Cap, please refer to the Announcement and the Circular.

The Directors consider that through extending the scope of companies subject to the New Master Engagement Agreement to the COLI Associated Companies, the Group will be able to potentially participate in the construction works of the COLI Associated Companies in the PRC, Hong Kong and Macau in addition to the construction works of COLI Group currently subject to the New Master Engagement Agreement. Accordingly, the Group will be able to strengthen and further develop its construction business and qualifications in the PRC, Hong Kong and Macau.

The Directors (excluding the Directors who have abstained from voting as described below, but including the independent non-executive Directors) have considered and approved the entering into of the Supplemental Agreement, and are of the view that: (i) the Supplemental Agreement has been entered into on normal commercial terms after arm's length negotiation between the parties; (ii) the transactions contemplated under the Supplemental Agreement are expected to be entered into on normal commercial terms and in the ordinary and usual course of business of the Group; (iii) the terms and conditions of the New Master Engagement Agreement and the Supplemental Agreement and the transactions thereunder are fair and reasonable and in the interests of the Company and the shareholders as a whole; and (iv) the Supplemental Agreement does not constitute a material change to the terms and conditions of the New Master Engagement Agreement nor would the changes made under the Supplemental Agreement result in the COLI Works Annual Cap being exceeded.

None of the directors of the Company has any material interest in the Supplemental Agreement and the transactions contemplated thereunder. However, Mr. Yan Jianguo, who is the Chairman and non-executive director of the Company, the Chairman and President of COHL and the Chairman and executive director of COLI, and Mr. Zhang Haipeng, who is a director of both the Company and COHL, have voluntarily abstained from voting on the Board resolutions approving the entering into of the Supplemental Agreement and the transactions contemplated thereunder.

By order of the Board  
**China State Construction  
International Holdings Limited**  
**Yan Jianguo**  
*Chairman and Non-executive Director*

Hong Kong, 10 June 2021

*As at the date of this announcement, the Board comprises Mr. Yan Jianguo as Chairman and Non-executive Director; Mr. Zhang Haipeng (Chief Executive Officer), Mr. Tian Shuchen, Mr. Zhou Hancheng and Mr. Hung Cheung Shew as Executive Directors; and Mr. Adrian David Li Man Kiu, Dr. Raymond Leung Hai Ming and Mr. Lee Shing See as Independent Non-executive Directors.*