



河北建設集團股份有限公司

HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

(stock code: 1727)

TERMS OF REFERENCE OF THE REMUNERATION AND APPRAISAL COMMITTEE UNDER THE BOARD OF DIRECTORS OF HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

Chapter 1 General Provisions

A 1 I
a a , a a a a a a a
a a a a a a a a H b C G
C a L (, Company), R a a A a C
, b a H b C G C a L (, Committee)
ab (, Terms) a a , C a
La , P , R b C , a , S a a C a G a L
C a , R G , L S T , S E , a H K
L (, Hong Kong Listing Rules), A a H b C
G C a L (, Articles), R P , M
B a D H b C G C a L a , a a ,
a a a .

A 2 T , C a a , b a a a b
a , a a a a a a a a a a
a a , C a , a a a a a a a
a a a a , C a .

A 3 T , C a b a ab a , b a .

A 4 T , a a , C a , ,
a a , a , b a a b , b a a , ,
a a a , A .

Chapter 2 Composition and Executive Body of the Committee

A 5 T , C , a , , a a , b
-

M b , C a b a b , a a , b a a
a b , b a a a b , a , a , .

A 6 T, C , a a a a , a b a - . T ,
 , a a , C , a b a b , a a , b a a
 a a , b a .

A 7 T, , C , a b , a a , a , b a , a ,
 a C b , a b , a a , / , a a .
 C b a b - , . A b ,
 C a , a , a b a b , / , a ,
 C a . A b , a b , a b , a a , / , ,
 a , a a , a , / , a b a a , , a ,
 a , , A , T .

A 8 A C b a , / , a , b a , / ,
 b a a a , a a a a
 , , b b , , a , b a . I , b b
 a b , b a , , b a
 , / , , a a b , b a a .

A 9 T, C b a b a , a b ,
 , a a , b a a a b , b a .

A 10 A b , C a a , b , a ,
 b a , a , / , ab , / , , C a

A 11 I , b , C b a b , b a , ,
 , b a , a a , , a a a , , T .

A 12 W , , a , b a , , , a a
 , C a , a a , b , C a
 a a b , C .

Chapter 3 Responsibilities of the Committee

A 13 T, a b , C :

(1) a a , b a a , a a
 a , a a a , C a a
 , ab , a a a a , a
 ;

(2) $a a a a a a a a$
 $a a a a a a a a$
 $(a a a a a a a a)$
 $a a a a a a a a$
 $. T a a a a a a a a$
 $a a a a a a a a$
 $ba a a a a a a a a$

(3) $a a a a a a a a$
 $a a a a a a a a$

(4) $a a a a a a a a$
 $a a a a a a a a$

(5) $a a a a a a a a$
 $a a a a a a a a$
 $a a a a a a a a$
 $a a a a a a a a$

A 14 R b , , a a , C :

(1) a , a a a a , C ;

(2) a a , a , C a a , , C ;

(3) , a , C ;

(4) , , C , b a ;

(5) , a b , a a a , a a a R , , T a b , b a , C a , , a , H K L .

A 15 Ma b a C b :

(1) a , C a , a , a , a ;

(2) a a , , C ;

(3) a b a a , C a , a a , a b a , , a a a , a a , a , / , b ;

(4) a , b , C a a , a , a a b a , C , a a a , / , , a , a a , b a a , C a , / , a a , a b ;

(5) a a , a , / , a a a , / , b ;

(6) , a b , a a a , a a a R , , T a b , b a , C a , , a , H K L .

A 16 T , b , C , a b b , a a , a a a a , - a , C :

(1) a a a a , C a a a , a a ;

(2) a a b , a a , C a ;

- (3) $a^2 a^2 a^2 b^2$, $a^2 a^2 a^2$;
- (4) $a^2 a^2 a^2 -ba^2 a^2 a^2$,
 $C a^2$.

Chapter 4 Meetings of the Committee

A 17 M, C $a^2 b^2 a^2 a^2 a^2 a^2 a^2$.

A 18 T, C $a^2 a^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 b^2 a^2 b^2 a^2 b^2$.

A 19 T, C $a^2 a^2 a^2 a^2 a^2 a^2 a^2$. I $a^2 a^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$:
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$.

(1) $a^2 a^2 a^2 b^2 b^2 a^2$;

(2) $a^2 a^2 a^2 b^2 a^2 a^2 a^2$;

(3) $a^2 b^2 a^2 b^2 a^2 b^2$.

A 20 T, C $a^2 b^2 a^2 a^2 a^2 a^2 a^2$,
 $C a^2 b^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$ ($a^2 a^2 a^2 a^2 a^2 a^2 a^2$) . T,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$.

A 21 U, C $a^2 b^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$ ($b^2 a^2 a^2 a^2 a^2 a^2 a^2$) .

A 22 A $b^2 a^2 a^2 a^2 a^2 a^2 a^2$. I $a^2 b^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$. S,
 $Ea^2 b^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$. W,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$. I $a^2 a^2 a^2 a^2 a^2 a^2 a^2$,
 $a^2 a^2 a^2 a^2 a^2 a^2 a^2$.

A 28 T, C a , a a b a a ,
 C a , a , a , a a a , a
 . S , b , a a a ab a a
 a b a C b .

A 29 W, a , C a , a a b , b a ,
 a a a a a a . A a ab
 , a b b b , C a .

A 30 I a b , C a a b b , C ,
 , b , a ab a , a , a .

A 31 A a , C , a a a a ,
 a a , a a , a , a .

Chapter 6 Minutes and Summary of the Committee Meetings

A 32 M , a b a , C , , , a b a b ,
 b , C a , a , a :

(1) a b , , a , a a , a a , ;

(2) a a a ab b b ;

(3) a a a , a ;

(4) a a , ;

(5) a a b , C b a , a a ;

(6) a , a , ;

(7) ab a b (a), , , a b ,
 , a .

A C b a , a , .

A 33 A a , C , , b , C , a a a
 a a a
 a , a b b , b a , C a a a
 C b , a , b a , , , a a
 , C a a , a a a .

A 34 M , a , , b ,
 C a , a a , a b b , b a ,
 a a , a .

Chapter 7 Supplementary Provisions

A 35 U , a , , a a , a a a b ,
 , A .

A 36 F a a , T , , a a , a a ,
 a a a , a , a a a ,
 a , , C a , , a , H K L R , , A a
 a a a a a a , T b , , a ,
 a a a a a , a a a
 , a , , C a , , a , H K L R , a , A
 , a a . A , T , a b a , , a b , b a
 a a .

A 37 T , T , a b a a b , b a a , a b
 a a ab , a , , , a , C a a a
 H K .

A 38 T , , a a a , T , a b , b a
 , C a .

A 39 T , T a a a ab b , C , a E ; I a a , , C ,
 , a a .