

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## 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)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2018 annual general meeting (the “AGM”) of Hebei Construction Group Corporation Limited (the “Company”) will be held at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the People's Republic of China (the “PRC”) at 10 a.m. on Thursday, 20 June 2019 to consider and, if thought fit, approve, among others, the following resolutions (with or without modification).

#### ORDINARY RESOLUTIONS

1. 2018 Annual Report
2. 2018 Financial Report
3. Work Report of the Board for 2018
4. Work Report of the Board of Supervisors for 2018
5. Profit Distribution Proposal for 2018
6. Remuneration of Directors for 2018
7. Remuneration of Supervisors for 2018
8. Financing Plan for 2019
9. Guarantee Arrangement for 2019
10. Non-reappointment of Overseas Auditor and Appointment of Domestic Auditor for 2019 and Determination of its Remunerations
11. The Equity Swap and Transfer Agreement and the Disposal and Transfer Contemplated thereunder
12. The Engineering Construction Service Framework Agreement and the Transactions Contemplated thereunder and the Proposed Annual Caps for 2019, 2020 and 2021
13. Change of Business Scope of the Company

#### SPECIAL RESOLUTIONS

14. Issuance of Debt Financing Instruments in 2019
15. General Mandate to Issue Shares
16. Amendments to Articles of Association

Details of the above resolutions are set out in the circular issued by the Company in due course.

By order of the Board  
**H . . . . . C . . . . . G . . . . . L . . . . .**  
**LI B . . . . .**  
*Chairman and Executive Director*

Hebei, the PRC, 3 May 2019

Notes:

- (1) The register of members of the Company will be closed from Tuesday, 21 May 2019 to Thursday, 20 June 2019 (both days inclusive), during which period no transfer of Shares of the Company will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 20 June 2019 will be eligible to attend the AGM. In order to qualify for attending and voting at the AGM, holders of H Shares of the Company shall deliver all duly completed and signed transfer documents together with the relevant share certificates to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 20 May 2019.

The register of members of the Company will be closed from Saturday, 29 June 2019 to Thursday, 4 July 2019 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to receive the proposed final dividend, all duly completed and signed share transfer documents together with relevant share certificates must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by holders of H Shares no later than 4:30 p.m. on Friday, 28 June 2019.

- (2) Shareholders who intend to attend the AGM should complete the reply slip for the AGM and return the same by hand, fax or mail to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, fax number: (852) 2861 1465 (for holders of H Shares of the Company), or to the Company's registered office in the PRC at No. 125 Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC, fax number: (86) 312 301 9434 (for holders of Domestic Shares of the Company), on or before Friday, 31 May 2019.
- (3) Shareholder entitled to attend and vote at the AGM can complete the proxy form provided by the Company to appoint one or more person to attend and vote on his/her/its behalf at the AGM. A proxy need not be a Shareholder of the Company. For Shareholder who appoints more than one proxy, his/her/its proxies can only exercise their voting right in a poll.
- (4) A Shareholder shall appoint his/her/its proxy by an instrument in writing under the hand of the Shareholder or of his/her/its attorney duly authorized in writing. If the Shareholder is a corporation, the instrument in writing shall be either under its common seal or under the hand of its authorized representative or an attorney duly authorized. If the instrument in writing is signed by an attorney of the Shareholder, the power of attorney authorizing the attorney to sign, or other authorization documents must be notarized.
- (5) In order to be valid, the proxy form and the related notarized power of attorney (if any) and other authorization documents (if any) referred in note (4) above must be lodged to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares of the Company), or to the Company's registered office in the PRC at No. 125 Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC (for holders of Domestic Shares of the Company), not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be) (i.e. no later than 10 a.m. on Wednesday, 19 June 2019). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.
- (6) Shareholders or their proxy(ies) should produce his/her identification document when attending the AGM. If the Shareholder is a corporation, its authorized representative or the person authorized by its board of directors or other authorities shall produce the copy of the authorization documents appointing him/her to attend the meeting issued by the board of directors or other authorities of such corporate Shareholder.
- (7) The AGM is expected to last for no more than half day. Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.
- (8) Contact information of the Board office is set out below:  
Address: No. 125 Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC  
Post code: 071000  
Contact person: Li Wutie  
Tel: (86) 312 331 1028  
Fax: (86) 312 301 9434

*As of the date of this notice, the executive Directors are Mr. LI Baozhong, Mr. SHANG Jinfeng, Mr. LIU Yongjian and Mr. ZHAO Wensheng; the non-executive Directors are Mr. LI Baoyuan and Mr. CAO Qingshe; and the independent non-executive Directors are Mr. XIAO Xuwen, Ms. SHEN Lifeng, Ms. CHEN Xin and Mr. CHAN Ngai Sang Kenny.*