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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)

PROPOSED A SHARE OFFERING AND RELATED MATTERS

PROPOSED A SHARE OFFERING AND RELATED MATTERS

T B , 19 J 2019, B B S , , A S O . T / ( ) S EGM / C M CSRC .

SHAREHOLDERS' APPROVAL AND GENERAL INFORMATION

T C EGM C M , , A S O , S . A , , , EGM H S C M S L R . P S , A S O CSRC .

As the A Share Offering is subject to approval at the EGM and the Class Meetings and by the CSRC and other relevant regulatory authorities and may or may not proceed, Shareholders and investors should exercise caution when dealing in the H Shares of the Company. Further announcement(s) will be made to disclose any major updates and developments in respect of the A Share Offering in accordance with the Listing Rules and other applicable laws and regulations as and when appropriate. This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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CSRC

(6) P : SSE

(7) U : T C A
A S O S O PPP , BOT

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CSRC, C W
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EGM C M

Proposing to the EGM and the Class Meetings to Authorize the Board to Deal with Relevant Matters Concerning the A Share Offering and Listing at its Absolute Discretion

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EGM C M B A S
O L , :

(1) A EGM C M ,
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A S O L , :
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(3) F A S O L ;

(4) U A S O L , A A
EGM C ' ;

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A S O ;

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CSRC, SSE, H R B CSRC, CSDC S B),
A S O w , , ,
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(10) E - w,
A A , C ' A S
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w ;

(11) T B D w
A S O L w ;

(12) E A S O , ,
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(13) H A S O L
A S O L .

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Feasibility of Investment Projects to be Funded by Proceeds from the A Share Offering and Listing

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RMB3,955 w .

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Proposed Amendments to the Articles of Association

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The Distribution Plan of Accumulated Profits before the A Share Offering and Listing

P A S O L , C
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SSE CSRC SSE,
C A S O L S
S .

Report on the Use of Proceeds Raised from the Previous Offering

A R R U P R P O
(J F 2007 N . 500) (《關於前次募集資金使用情況報告的規定》(證監發行字 2007 500號)) CSRC,

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I A S O L , B R U P
R P O H C G C L (《河北建設集團股份有限公司前次募集資金使用情況報告》

The Dividend Distribution Plan within the Three Years after the A Share Offering and Listing

I w N .3 G S A L C D C D L C (《上市公司監管指引第3號－上市公司現金分紅》) CSRC, G C D L C SSE (《上海證券交易所上市公司現金分紅指引》) , C D D P w T U L A S H C G C L (《河北建設集團股份有限公司A股上市後三年內分紅回報規劃》) , w S .

Remedial Measures for the Dilution of Immediate Returns by the A Share Offering and Listing and the Relevant Undertakings

I w w, , C L w PRC, S L w PRC, A M I P O L (《首次公開發行股票並上市管理辦法》), O G O S C F S P L w R I S M - I C M (G B F 2013 N . 110) (《國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見》(國辦發 2013 110號)), G O M R D I R I P O , R M A R (CSRC A 2015 N . 31) (《關於首發及再融資、重大資產重組攤薄即期回報事項的指導意見》(中國證監會公告 2015 31號)) CSRC, , (A S), C ' , C w , w D C C ' .

I , C R M D I R I P O A S H C G C L (《關於河北建設集團股份有限公司首次公開發行A股股票攤薄即期回報的填補措施》) D C R U P I R M D I R I P O A S H C G C L (《關於河北建設集團股份有限公司首次公開發行股票攤薄即期回報填補措施切實履行的承諾》), w S .

Proposed Formulation of the Working Rules of the Independent Directors

I A S O L C C
W
, W, ,
C L W PRC, G A A L C (《上市公司章程指引》), G E I D S L C (《關於在上市公司建立獨立董事制度的指導意見》 A A , C W R I D H C G C L (**Working Rules of the Independent Directors**), W W A S O L C . T S .

T B EGM B , (W ,) W R I D S W W W CSRC A S O , EGM B .

Proposed Formulation of the Rules for the Management of External Guarantees

I A S O L C C
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, W, ,
C L W PRC N R E G P L C (《關於規範上市公司對外擔保行為的通知》) A A , C R M E G H C G C L (**Rules for the Management of External Guarantees**), W W A S O L C . T S .

T B EGM B , (W ,) R M E G S W W W CSRC A S O , EGM B .

Establishment and Adjustment of the Special Committees under the Board and Their Composition

I w A A ,
C w A , B
S C B M . LI B w
S C M . CAO Q M . SHANG J
w S C ; M . CHEN w
w N C B M . LI B , M . SHANG J ,
M . SHEN L M . CHAN N S K w N
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Proposed Issuance of Relevant Undertakings for the A Share Offering and Listing

I w w, ,
O F P R IPO S (《關於進一步推進新股發行體制改革的意見》) CSRC,
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S w ,
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OTHER INFORMATION RELATED TO THE A SHARE OFFERING

Impact of the A Share Offering on the Shareholding Structure of the Company

T 1,300,000,000 D S C w A S
A S O . F ,
587,127,833 A S A S O ,
- C C
A S O , C
A S O w:

	As at the date of this announcement		Immediately after the completion of the A Share Offering	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Domestic Shares	**1,300,000,000**	**73.81%**	**–**	**–**
A Shares (at maximum)	**–**	**–**	**1,887,127,833**	**80.35%**
A S D S [(1)]			1,300,000,000	55.35%
A S w A S O [(2)]			587,127,833	25.00%
H Shares [(3)]	**461,383,500**	**26.19%**	**461,383,500**	**19.65%**
Total	**1,761,383,500**	**100.00%**	**2,348,511,333**	**100.00%**

A , C
D , 26.19% S
C , R 8.08(1)
L R . A 587,127,833 A S A S
O - C , A S
25.00% C ,
H S 19.65%
C S (H S A S) 44.65% C .

A , C
A S C .

Fund Raising Activities in the Past 12 Months

T C 12 .

A , C - (A S O) 12 .

Reasons for the A Share Offering

T B A S O C , , , ( ); D S C , . T C .

T B , A S O C S .

SHAREHOLDERS' APPROVAL AND GENERAL INFORMATION

T C EGM C M , , A S O , S . A , , , EGM H S C M S L R . P S , A S O CSRC .

A A S O EGM C M CSRC
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DEFINITIONS

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PRC P ’ R C ,
, H K , M S
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Q I Q I C ., L .(乾寶投資有限責任公司)
(B I C ., L .(寶元投資
有限責任公司)), PRC
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RMB R R , PRC

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I I C ., L .(中儒投資股份有限公
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C ., L .(保定中陽投資股份有限公司)),
PRC 2 A 2010. A
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68.3% C
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%

B B
Hebei Construction Group Corporation Limited
LI Baozhong
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19 J 2019

A , D M . LI B , M . SHANG J ,
M . LIU M . HAO W ; - D M . LI B
M . CAO Q ; - D M . IAO , M . SHEN L ,
M . CHEN M . CHAN N S K .