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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)**

## **REVISED NOTICE OF 2019 SECOND EXTRAORDINARY GENERAL MEETING**

**References are made to** the notice of the 2019 second extraordinary general meeting (the “**EGM**”) of Hebei Construction Group Corporation Limited (the “**Company**”) dated 30 July 2019 and the announcement of the Company dated 7 August 2019, in relation to, among others, the postponement of the EGM and change of book closure period.

**REVISED NOTICE IS HEREBY GIVEN** that the EGM of 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 **9:00 a.m. on Monday, 16 September 2019** to consider and, if thought fit, approve the following resolutions (with or without modification).

### **SPECIAL RESOLUTIONS**

1. Resolutions in Relation to the Application for Initial Public Offering of Renminbi Ordinary Shares (A Shares) and Listing, including:
  - 1.1. Type of shares to be issued and par value
  - 1.2. Number of A shares to be issued
  - 1.3. Target subscribers
  - 1.4. Methods of offering
  - 1.5. Offer price of the shares
  - 1.6. Place of listing of the shares
  - 1.7. Use of proceeds from the A share offering
  - 1.8. Undertaking of offering expenses

- 1.9. Underwriting method
- 1.10. Conversion into a joint stock limited liability company with shares issued and listed domestically and overseas
- 1.11. Valid period of the resolutions
2. Resolution in Relation to Authorization to the Board to Deal with Relevant Matters Concerning the Initial Public Offering and Listing of A Shares at its Absolute Discretion
3. Resolution in Relation to Feasibility of Investment Projects to be Funded by Proceeds from the Initial Public Offering of A Shares of the Company
4. Resolution in Relation to the Formulation of the Articles of Association (Draft Version) to Take Effect Upon Listing of A Shares of the Company
5. Resolution in Relation to the Formulation of the Rules of Procedure for General Meetings to Take Effect Upon Listing of A Shares of the Company
6. Resolution in Relation to the Formulation of the Rules of Procedure for the Board to Take Effect Upon Listing of A Shares of the Company
7. Resolution in Relation to the Formulation of the Rules of Procedure for the Board of Supervisors to Take Effect Upon Listing of A Shares of the Company

#### **ORDINARY RESOLUTIONS**

8. Resolution in Relation to the Distribution Plan of Accumulated Profits Before the A Share Offering of the Company
9. Resolution in Relation to the Report on the Use of Proceeds Raised from the Previous Offering of Hebei Construction Group Corporation Limited and the Authentication Report of the Company
10. Resolution in Relation to the Formulation of the A Share Price Stabilization Plan of the Company
11. Resolution in Relation to the Formulation of the Dividend Distribution Plan Within the Three Years After the Listing of A Shares of the Company
12. Resolution in Relation to Remedial Measures for the Dilution of Immediate Returns by the Initial Public Offering of A Shares and the Relevant Undertakings of the Company
13. Resolution in Relation to the Formulation of the Working Rules of the Independent Directors to Take Effect Upon Listing of A Shares of the Company

14. Resolution in Relation to the Formulation of the Rules of the Management of External Guarantees to Take Effect Upon Listing of A Shares of the Company
15. Resolution in Relation to the Issuance of Relevant Undertakings for the Initial Public Offering and Listing of A Shares of the Company

By order of the Board  
**Hebei Construction Group Corporation Limited**  
**LI Baozhong**  
*Chairman and Executive Director*

Hebei, the PRC, 27 August 2019

*Notes:*

- (1) The register of members of the Company will be closed from **Saturday, 17 August 2019 to Monday, 16 September 2019** (both days inclusive), during which period no transfer of Shares of the Company will be registered. In order to qualify for attending and voting at the EGM, 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 in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on **Friday, 16 August 2019**.
- (2) **The reply slip despatched to shareholders on 30 July 2019 shall remain effective.** Shareholders who intend to attend the EGM should complete the reply slip for the EGM and return the same by hand, fax or mail to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, 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 **Tuesday, 27 August 2019**.
- (3) **The form of proxy despatched to shareholders on 30 July 2019 shall remain effective.** Shareholders entitled to attend and vote at the EGM 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 EGM. 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 in Hong Kong, Tricor Investor Services Limited, at Level 54, 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 EGM or any adjournment thereof (as the case may be) (i.e. no later than 9:00 a.m. on **Sunday, 15 September 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 EGM, the authority of your proxy will be revoked.
- (6) Shareholders or their proxy(ies) should produce his/her identification document when attending the EGM. 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 EGM is expected to last for no more than half a day. Shareholders who attend the EGM 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: | Mr. Li Wutie  |
| Tel:            | (86) 312 331 1028   |
| Fax:            | (86) 312 301 9434   |
- (9) **Except for the change in the date and the relevant book closure period of the EGM, other information of the EGM shall remain unchanged.**

*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.*