

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



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)**

**POLL RESULTS OF 2019 SECOND EXTRAORDINARY GENERAL MEETING,  
2019 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING  
AND 2019 FIRST H SHAREHOLDERS CLASS MEETING  
AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the revised notices of the 2019 second extraordinary general meeting (the “**EGM**”) and the 2019 first H shareholders class meeting (the “**H Shareholders Class Meeting**”) and the circular (the “**Circular**”) dated 27 August 2019 of Hebei Construction Group Corporation Limited (the “**Company**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

**ATTENDANCE AT THE MEETINGS**

The EGM, the H Shareholders Class Meeting and the 2019 first domestic shareholders class meeting (the “**Domestic Shareholders Class Meeting**”) (together with the EGM and the H Shareholders Class Meeting, the “**Meetings**”) have been convened by the Company at 9:00 a.m., 10:00 a.m. and 10:30 a.m. respectively on Monday, 16 September 2019 at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the PRC. The Meetings have been convened and held legally and validly in accordance with the Company Law of the PRC and the Articles of Association. The Meetings were chaired by Mr. LI Baozhong, the chairman of the Board of the Company.

***Attendance at the EGM***

As at the date of the EGM, the Company’s issued Shares comprised a total of 1,761,383,500 Shares (including 461,383,500 H Shares and 1,300,000,000 Domestic Shares), which entitled the holders to attend the EGM and vote for or against or abstain from voting on the resolutions proposed thereat. Shareholders and proxies of Shareholders attending the EGM held a total of 1,402,818,000 voting Shares, representing approximately 79.64% of the total issued Shares of the Company as of the date of the EGM. There were no Shares entitling any Shareholder to attend but requiring them to abstain from voting in favor of or voting on the resolutions at the EGM pursuant to Rule 13.40 of the Listing Rules, and no Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on any resolution proposed at the EGM.

### ***Attendance at the Domestic Shareholders Class Meeting***

As at the date of the Domestic Shareholders Class Meeting, the Company's issued Domestic Shares comprised a total of 1,300,000,000 Shares, which entitled the holders of Domestic Shares to attend the Domestic Shareholders Class Meeting and vote for or against or abstain from voting on the resolutions proposed thereat. Shareholders and proxies of Shareholders attending the Domestic Shareholders Class Meeting held a total of 1,300,000,000 voting Shares, representing approximately 100.00% of the total issued Domestic Shares of the Company as of the date of the Domestic Shareholders Class Meeting. There were no Shares entitling any Shareholder to attend but requiring them to abstain from voting in favor of or voting on any resolutions at the Domestic Shareholders Class Meeting pursuant to Rule 13.40 of the Listing Rules, and no Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on any resolutions proposed at the Domestic Shareholders Class Meeting.

### ***Attendance at the H Shareholders Class Meeting***

As at the date of the H Shareholders Class Meeting, the Company's issued H Shares comprised a total of 461,383,500 Shares, which entitled the holders to attend the H Shareholders Class Meeting and vote for or against or abstain from voting on the resolutions proposed thereat. Shareholders and proxies of Shareholders attending the H Shareholders Class Meeting held a total of 102,818,000 voting Shares, representing approximately 22.28% of the total issued H Shares of the Company as of the date of the H Shareholders Class Meeting. There were no Shares entitling any Shareholder to attend but requiring them to abstain from voting in favor of or voting on any resolutions at the H Shareholders Class Meeting pursuant to Rule 13.40 of the Listing Rules, and no Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on any resolutions proposed at the H Shareholders Class Meeting.

All resolutions proposed at the Meetings were put to vote by way of poll. Two supervisors and one shareholder representative of the Company participated in the vote-taking and vote-tabulation at the Domestic Shareholders Class Meeting. Tricor Investor Services Limited, the Company's H Share Registrar in Hong Kong, assisted in the vote-taking and vote-tabulation at the Meetings. Tricor Investor Services Limited, the Company's H Share Registrar in Hong Kong, was also appointed as the scrutineer for the vote-taking at the EGM and the H Shareholders Class Meeting.

## POLL RESULTS OF THE MEETINGS

### *Poll Results of the EGM*

The Board is pleased to announce that all proposed resolutions have been duly passed by the Shareholders by way of poll at the EGM. The poll results of the resolutions are as follows:

Special Resolutions		Votes (%)		
		For	Against	Abstain
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	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.2	Number of A shares to be issued	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.3	Target subscribers	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.4	Methods of offering	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.5	Offer price of the shares	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.6	Place of listing of the shares	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.7	Use of proceeds from the A share offering	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.8	Undertaking of offering expenses	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.9	Underwriting method	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.10	Conversion into a joint stock limited liability company with shares issued and listed domestically and overseas	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.11	Valid period of the resolutions	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
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	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
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	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)

Special Resolutions		Votes (%)		
		For	Against	Abstain
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	1,397,719,500 (99.64%)	5,098,500 (0.36%)	0 (0.00%)
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	1,402,299,000 (99.96%)	519,000 (0.04%)	0 (0.00%)
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	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
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	1,402,299,000 (99.96%)	0 (0.00%)	519,000 (0.04%)
Ordinary Resolutions		Votes (%)		
		For	Against	Abstain
8.	Resolution in Relation to the Distribution Plan of Accumulated Profits Before the A Share Offering of the Company	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
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	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
10.	Resolution in Relation to the Formulation of the A Share Price Stabilization Plan of the Company	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
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	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
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	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
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	1,402,299,000 (99.96%)	0 (0.00%)	519,000 (0.04%)
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	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
15.	Resolution in Relation to the Issuance of Relevant Undertakings for the Initial Public Offering and Listing of A Shares of the Company	1,402,818,000 (100.00%)	0 (0.00%)	0 (0.00%)

As more than two thirds of the votes cast were in favor of the above Special Resolutions 1 to 7, and more than 50% of the votes cast were in favor of the above Ordinary Resolutions 8 to 15, all the above resolutions have been duly passed at the EGM.

***Poll Results of the Domestic Shareholders Class Meeting***

The Board is pleased to announce that all proposed resolutions have been duly passed by the Shareholders by way of poll at the Domestic Shareholders Class Meeting. The poll results of the resolutions are as follows:

Special Resolutions		Votes (%)		
		For	Against	Abstain
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	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.2	Number of A shares to be issued	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.3	Target subscribers	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.4	Methods of offering	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.5	Offer price of the shares	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.6	Place of listing of the shares	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.7	Use of proceeds from the A share offering	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.8	Undertaking of offering expenses	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.9	Underwriting method	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.10	Conversion into a joint stock limited liability company with shares issued and listed domestically and overseas	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.11	Valid period of the resolutions	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)

Special Resolutions		Votes (%)		
		For	Against	Abstain
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	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
3.	Resolution in Relation to the Distribution Plan of Accumulated Profits Before the A Share Offering of the Company	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
4.	Resolution in Relation to the Formulation of the A Share Price Stabilization Plan of the Company	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
5.	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	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
6.	Resolution in Relation to the Issuance of Relevant Undertakings for the Initial Public Offering and Listing of A Shares of the Company	1,300,000,000 (100.00%)	0 (0.00%)	0 (0.00%)

As more than two thirds of the votes cast were in favor of the above Special Resolutions 1 to 6, all the above resolutions have been duly passed at the Domestic Shareholders Class Meeting.

***Poll Results of the H Shareholders Class Meeting***

The Board is pleased to announce that all proposed resolutions have been duly passed by the Shareholders by way of poll at the H Shareholders Class Meeting. The poll results of the resolutions are as follows:

Special Resolutions		Votes (%)		
		For	Against	Abstain
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	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.2	Number of A shares to be issued	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.3	Target subscribers	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.4	Methods of offering	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.5	Offer price of the shares	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.6	Place of listing of the shares	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.7	Use of proceeds from the A share offering	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.8	Undertaking of offering expenses	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.9	Underwriting method	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.10	Conversion into a joint stock limited liability company with shares issued and listed domestically and overseas	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
1.11	Valid period of the resolutions	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
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	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
3.	Resolution in Relation to the Distribution Plan of Accumulated Profits Before the A Share Offering of the Company	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
4.	Resolution in Relation to the Formulation of the A Share Price Stabilization Plan of the Company	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)

Special Resolutions		Votes (%)		
		For	Against	Abstain
5.	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	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)
6.	Resolution in Relation to the Issuance of Relevant Undertakings for the Initial Public Offering and Listing of A Shares of the Company	102,818,000 (100.00%)	0 (0.00%)	0 (0.00%)

As more than two thirds of the votes cast were in favor of the above Special Resolutions 1 to 6, all the above resolutions have been duly passed at the H Shareholders Class Meeting.

#### AMENDMENTS TO THE ARTICLES OF ASSOCIATION

References are made to the announcement dated 19 July 2019 of the Company and the Circular, in relation to, among other things, the amendments to the Articles of Association. The main purpose of the amendments is to prepare for the A Share Offering and Listing of the Company and to render the Company to be in compliance with the requirements applicable to A-share listed companies and the requirements of relevant laws, regulations and regulatory documents, including the Company Law of the PRC, the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “**Amendments**”). The Company announces that, following the official approval by Shareholders at the EGM, the amended Articles of Association will be implemented upon completion of the A Share Offering and Listing. Prior to this, the Articles of Association currently in force shall remain effective.

Due to the Amendments by adding and deleting certain provisions, the serial number of the terms of the original Articles of Association has been adjusted accordingly. For details of the Amendments, please refer to the Circular. Once officially taking effect, the full text of the amended Articles of Association will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hebjs.com.cn](http://www.hebjs.com.cn)).

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

Hebei, the PRC  
16 September 2019

*As of the date of this announcement, 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.*