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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED ELECTION OF THE DIRECTORS OF THE THIRD
SESSION OF THE BOARD OF DIRECTORS
AND
PROPOSED ELECTION OF THE SUPERVISORS OF THE THIRD
SESSION OF THE BOARD OF SUPERVISORS**

The board of directors (the “**Board**”) of Hebei Construction Group Corporation Limited (the “**Company**”) hereby announces that, at the meeting of the Board held on 27 March 2023, the Board considered and approved, among other things, the resolutions in relation to (i) proposed amendments to the Articles of Association of Hebei Construction Group Corporation Limited (the “**Articles of Association**”); and (ii) the proposed election of the directors of the third session of the Board.

At the meeting of the board of supervisors of the Company (the “**Board of Supervisors**”) convened on 27 March 2023, the Board of Supervisors considered and approved, among other things, the resolution on proposed election of the non-employee representative supervisors of the third session of the Board of Supervisors.

The above resolutions are subject to the consideration and approval by the shareholders of the Company (the “**Shareholders**”) at the general meeting of the Company. A circular containing, among other things, details of (i) the proposed amendments to the Articles of Association; (ii) the candidates for the directors of the third session of the Board; and (iii) the candidates for the non-employee representative supervisors of the third session of the Board of Supervisors, together with the notice of general meeting, are expected to be dispatched to Shareholders as soon as practicable.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and based on the needs of the Company’s governance, the Company proposes to amend some provisions of the Articles of Association. The details of the amendments are as follows:

Existing Article	Proposed Amendments
<p>Article 63 The general meeting shall exercise the following functions and powers:</p> <p>.....</p> <p>(XI) to pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;</p> <p>.....</p>	<p>Article 63 The general meeting shall exercise the following functions and powers:</p> <p>.....</p> <p>(XI) to <u>consider and approve the appointment, removal and remuneration</u> pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;</p> <p>.....</p>
<p>Article 102 Decisions of the general meeting on any of the following matters shall be adopted by ordinary resolution:</p> <p>.....</p> <p>(VI) the Company’s annual reports;</p> <p>(VII) matters other than those which the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed, or these Articles of Association require to be adopted by special resolution.</p>	<p>Article 102 Decisions of the general meeting on any of the following matters shall be adopted by ordinary resolution:</p> <p>.....</p> <p>(VI) the Company’s annual reports;</p> <p><u>(VII) appointment, removal and remuneration of the accounting firms;</u></p> <p>(VIII) matters other than those which the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed, or these Articles of Association require to be adopted by special resolution.</p>

<p>Article 122 The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of 7 to 11 directors, including one honorary chairman, one chairman, one vice chairman and no less than 3 independent non-executive directors, which should represent at least a third of the Board.</p>	<p>Article 122 The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of 7 to 11 directors, including one honorary chairman, one chairman, one vice chairman (optional) and no less than 3 independent non-executive directors, which should represent at least a third of the Board.</p>
<p>Article 134 The board of directors shall be accountable to the general meetings and exercise the following functions and powers:</p> <p>.....</p> <p>(XIV) to propose to the general meeting the appointment or replacement of an accounting firm that provides audit service of annual financial statement to the Company and decide the audit fee;</p> <p>.....</p>	<p>Article 134 The board of directors shall be accountable to the general meetings and exercise the following functions and powers:</p> <p>.....</p> <p>(XIV) to propose to the general meeting the appointment or replacement of appointment, removal of an accounting firm that provides audit service of annual financial statement to the Company and decide the audit fee and its remuneration;</p> <p>.....</p>
<p>Article 171 The Company shall have a Supervisory Committee, which shall consist of five supervisors. The Supervisory Committee shall have one chairman, whose appointment and dismissal shall be subject to the affirmative vote of at least two-thirds of the members of the Supervisory Committee.</p> <p>The supervisors who are not representatives of employees shall be elected or removed by the general meeting, and the supervisors who represent the employees shall be democratically elected or removed by the Company's employees. The supervisors who represent the employees shall not be less than one-third of the supervisors.</p>	<p>Article 171 The Company shall have a Supervisory Committee, which shall consist of five three supervisors. The Supervisory Committee shall have one chairman, whose appointment and dismissal shall be subject to the affirmative vote of at least two-thirds of the members of the Supervisory Committee.</p> <p>The supervisors who are not representatives of employees shall be elected or removed by the general meeting, and the supervisors who represent the employees shall be democratically elected or removed by the Company's employees. The supervisors who represent the employees shall not be less than one-third of the supervisors.</p>

Article 221 The remuneration or method of determining the remuneration of an accounting firm shall be decided upon by the general meeting. The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.

Article 221 ~~The remuneration or method of determining the remuneration of an accounting firm shall be decided upon by the general meeting. The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.~~

The amended Articles of Association shall become effective on the date of passing the relevant resolution at the general meeting. Prior to the passing of the relevant resolution at the general meeting, the prevailing Articles of Association of the Company shall remain valid.

PROPOSED ELECTION OF THE DIRECTORS OF THE THIRD SESSION OF THE BOARD

Since the term of the second session of the Board of the Company has expired, for the better performance of the Board, taking into account the professional structure, the performance experience, the advantage and expertise and other factors, the Board recommends to propose Mr. Li Baozhong, Mr. Shang Jinfeng, Mr. Zhao Wensheng, Mr. Tian Wei and Mr. Zhang Wenzhong as the candidates for the executive directors of the third session of the Board of the Company, Mr. Li Baoyuan as the candidate for the non-executive director of the third session of the Board of the Company, and Ms. Shen Lifeng, Ms. Chen Xin and Mr. Chan Ngai Sang Kenny as the candidates for the independent non-executive directors of the third session of the Board of the Company.

The Board agrees to submit the above list of candidates for directors of the third session of the Board at the general meeting for the consideration and approval to elect 5 executive directors, 1 non-executive director and 3 independent non-executive directors, a total of 9 directors, to form the third session of the Board. The term of office of the directors of the third session of the Board is three years, effective from the date of approval at the general meeting. All the original members of the second session of the Board continue to perform their duties before the appointment of the members of the third session of the Board.

The above-mentioned director candidates have respectively confirmed that they have no disagreement in respect of the nomination.

Due to the imminent retirement, Mr. Liu Yongjian, an existing executive director, will not seek re-election as a director upon the expiry of his term of office as a director. Mr. Liu Yongjian has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Stock Exchange or the Shareholders. The Board has confirmed that there is no other matter relating to Mr. Liu Yongjian that needs to be brought to the attention of the Stock Exchange or the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Liu Yongjian for his valuable contributions to the Company during his tenure.

Pursuant to the requirements of the Rule 13.51(2) of the Listing Rules, the details of the biographies of candidates for the directors of the third session of the Board and other information relating to their appointments to be disclosed are set out in Appendix I to this announcement.

PROPOSED ELECTION OF THE SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS

Since the term of the second session of the Board of Supervisors of the Company has expired, for the better performance of the Board of Supervisors, taking into account the professional structure, the performance experience, the advantage and expertise and other factors, the Board of Supervisors recommends to propose Mr. Yue Jianming and Mr. Wang Feng as the candidates for the non-employee representative supervisors of the third session of the Board of Supervisors of the Company.

The Company has recently held an employee representative meeting, and elected Mr. Chen Qinghan as the employee representative supervisor of the Board of Supervisors. His term of office is consistent with that of the third session of the Board of Supervisors.

Subject to approval by the Shareholders of the above resolution on proposed amendments to the Articles of Association at the general meeting, the Board of Supervisors agrees to submit the above list of candidates for the non-employee representative supervisors of the third session of the Board of Supervisors at the general meeting for the consideration and approval to elect 2 non-employee representative supervisors, together with 1 employee representative supervisor elected through democratic elections organized by the employees, a total of 3 supervisors, to form the third session of the Board of Supervisors. The term of office of the supervisors of the third session of the Board of Supervisors is three years, effective from the date of approval at the general meeting. All the original members of the second session of the Board of Supervisors continue to perform their duties before the appointment of the members of the third session of the Board of Supervisors.

The above-mentioned candidates for the non-employee representative supervisors have respectively confirmed that they have no disagreement in respect of the nomination.

Due to reaching retirement age, Mr. Yu Xuefeng, an existing non-employee representative supervisor, and Mr. Liu Jingqiao, an existing employee representative supervisor, will not seek re-election as supervisors upon the expiry of their terms of office. Ms. Feng Xiujian, an existing non-employee representative supervisor, will not seek re-election as supervisor upon the expiry of her term of office. Mr. Yu Xuefeng, Mr. Liu Jingqiao and Ms. Feng Xiujian have each confirmed that they have no disagreement with the Board of Supervisors and there is no other matter relating to their resignations that needs to be brought to the attention of the Stock Exchange or the Shareholders. The Board of Supervisors has confirmed that there is no other matter relating to them that needs to be brought to the attention of the Stock Exchange or the Shareholders.

The Board of Supervisors would like to take this opportunity to express its gratitude to them for their valuable contributions to the Company during their tenure.

Pursuant to the requirements of the Rule 13.51(2) of the Listing Rules, the details of the biographies of candidates for the non-employee representative supervisors and employee representative supervisor of the third session of the Board of Supervisors and other information relating to their appointments to be disclosed are set out in Appendix II to this announcement.

GENERAL

The Company will propose the above resolutions at the general meeting for approval by the Shareholders. A circular containing, among other things, the details of the above resolutions, together with the notice of the general meeting, will be dispatched to Shareholders as soon as practicable.

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

Hebei, the PRC
27 March 2023

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 director is Mr. LI Baoyuan; and the independent non-executive directors are Ms. SHEN Lifeng, Ms. CHEN Xin and Mr. CHAN Ngai Sang Kenny.

APPENDIX I BIOGRAPHIES OF CANDIDATES FOR THE DIRECTORS OF THE THIRD SESSION OF THE BOARD

Executive Directors

Mr. Li Baozhong (李寶忠), aged 53, is the Chairman of the Board and an executive Director of the Company since 22 December 2015. Mr. Li is also the chairman of the Strategic Committee and a member of the Nomination Committee and the Remuneration and Appraisal Committee under the Board of the Company, and has served as the secretary to the Party Committee of the Company since January 2021. Mr. Li also serves as the chairman of Zhongming Zhiye Group Co., Ltd., Zhongru Investment Co., Ltd. (“**Zhongru Investment**”) and Shenzhen Zhongru Investment Co., Ltd., an executive director and the general manager of Baoding Zhongcheng Investment Management Co., Ltd., a supervisor of Qianbao Investment Co., Ltd. (“**Qianbao Investment**”) and a director of Bank of Baoding Co., Ltd. (保定銀行股份有限公司). Mr. Li is a vice president of Hebei Construction Industry Association and the president of Baoding Construction Industry Association. Mr. Li has over 30 years of experience in corporate management and in the construction engineering industry. His previous primary work experience includes: serving as a technician, a deputy project manager and the project manager of Work Zone I of the Fourth Branch of No. 1 Construction Engineering Company of Hebei Province from July 1992 to December 1996; a vice manager of the Fourth Branch of No. 1 Construction Engineering Company of Hebei Province from January 1997 to December 1997; the manager of the Fourth Branch of the Company from January 1998 to December 2010; and a vice Chairman of the Board and a vice President of the Company from December 2010 to December 2015. Mr. Li was elected as a Deputy of the thirteenth session to the National People’s Congress in March 2018.

Mr. Li obtained an executive master’s degree in business administration from Cheung Kong Graduate School of Business in Beijing, the PRC in September 2015. Mr. Li obtained the qualification of national certified constructor from the Ministry of Construction of the PRC in January 2008 and the qualification of senior engineer from the Qualification Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室) in December 2009, respectively. Mr. Li was awarded the “Model Worker of Baoding (保定市勞動模範)” by the People’s Government of Baoding in April 2013, the “Model Worker of Hebei Province (河北省勞動模範)” by the People’s Government of Hebei Province in April 2014, the “National Excellent Worker in Construction Industry (全國建築業先進工作者)” by China Construction Industry Association in October 2016 and the “Quality Award of Hebei Government (河北省政府質量獎)” by the People’s Government of Hebei Province in June 2017, and was appointed as an “Expert with Special Allowance of Hebei Provincial Government” by the People’s Government of Hebei Province in September 2019.

Mr. Li is the brother of Mr. Li Baoyuan, the Honorary Chairman and non-executive Director of the Company, and uncle of Mr. Li Wutie, the Board Secretary, joint company secretary and assistant to the President of the Company.

As at the date of this announcement, Mr. Li Baozhong holds 5,000,000 shares of Qianbao Investment, a controlling Shareholder of the Company.

Mr. Shang Jinfeng (商金峰), aged 46, is an executive Director and the President of the Company since 31 March 2017. Mr. Shang is also a member of the Nomination Committee, the Remuneration and Appraisal Committee and the Strategic Committee under the Board of the Company. Mr. Shang also serves as a director of HCG Tianchen Construction Engineering Co., Ltd., Hebei Lvjian Investment Company (河北綠建投資股份公司), Zhongru Investment, Inner Mongolia Construction Investment Group Co., Ltd. (內蒙古建設投資集團有限公司) and Zhongcheng Real Estate Development Co., Ltd. Mr. Shang has over 25 years of experience in the construction engineering industry and corporate management. His previous primary work experience includes: serving as a technician, the person in charge of technology and the project manager of HCG Tianchen Construction Engineering Co., Ltd. from July 1998 to October 2008; a vice general manager in charge of production of HCG Tianchen Construction Engineering Co., Ltd. from March 2008 to December 2010; a standing vice general manager and the general manager of HCG Tianchen Construction Engineering Co., Ltd. from December 2010 to January 2017; and a vice President and a standing vice President of the Company from December 2013 to March 2017.

Mr. Shang obtained an undergraduate diploma in urban construction from the Agricultural University of Hebei Province in Baoding, the PRC in July 1998 and an EMBA degree from Peking University in Beijing, the PRC in January 2016. Mr. Shang obtained the qualifications of national certified constructor from the Ministry of Construction of the PRC in January 2008 and senior engineer from the Qualification Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室) in December 2013. Mr. Shang was accredited the “Wusi Youth Medal of Baoding City (保定市五四青年獎章)” jointly from China Communist Youth League Baoding Committee, Bureau of Human Resources and Social Security of Baoding and Baoding Youth Federation in May 2012. Mr. Shang has been awarded as the “Excellent Enterprise Manager in Construction Industry (建築業優秀企業管理者)” by Hebei Building Industry Association for five times from 2012 to 2017 and a second-level candidate of “New Century Triple Talents Project of Hebei Province” (河北省新世紀“三三三人才工程”) by Leading Group of “Triple Talents Project” of Hebei Province (河北省“三三三人才工程”領導小組) in December 2015.

As at the date of this announcement, Mr. Shang Jinfeng holds 5,000,000 shares of Zhongru Investment, a controlling Shareholder of the Company.

Mr. Zhao Wensheng (趙文生), aged 53, is the chief accountant and the director of finance of the Company since 23 January 2013 and an executive Director of the Company since 25 February 2019. Mr. Zhao serves as a director of Beijing Tianjia Construction Engineering Co., Ltd. (北京天佳建築工程有限公司), and the chairman of the board of supervisors of HCG Zhuocheng Road and Bridge Engineering Co., Ltd. (河北建設集團卓誠路橋工程有限公司), HCG Installment Engineering Co., Ltd. (河北建設集團安裝工程有限公司), HCG Decoration Engineering Co., Ltd. (河北建設集團裝飾工程有限公司) and Zhongji United Investment Holdings Co., Ltd. (中冀聯合投資控股有限公司) and a supervisor of HCG Tianchen Construction Engineering Co., Ltd. (河北建設集團天辰建築工程有限公司), Zhongcheng Real Estate Development Co., Ltd. (中誠房地產開發股份有限公司), Hebei Lvjian Investment Company (河北綠建投資股份公司), Hebei Construction Group Qianqiu Management Co., Ltd. (河北建設集團千秋管業有限公司), Shenzhen Zhongru Investment Co., Ltd. (深圳中儒投資有限公司) and Hebei Haikuo Environmental Technology Co., Ltd. (河北海闊環境科技有限公司) respectively. Mr. Zhao is also a standing member of China Construction Accounting Institute (中國建設會計學會). Mr. Zhao's previous primary work experience includes: serving as an accountant of No. 1 Construction Engineering Company of Hebei Province (河北省第一建築工程公司) from July 1989 to January 1997; the head of finance department of HCG Decoration Engineering Co., Ltd. from January 1997 to July 2005; a deputy head of the Financial Audit Department of the Company from June 2005 to April 2006; and the head of Financial Management Department of the Company from April 2006 to January 2013.

Mr. Zhao obtained a bachelor's degree in management majoring in accounting (self-study) from Hebei University of Economics and Business in Shijiazhuang, the PRC in June 2004. Mr. Zhao obtained the qualification of senior accountant from Qualification Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室) in 2019.

As at the date of this announcement, Mr. Zhao Wensheng holds 3,000,000 shares of Zhongru Investment, a controlling Shareholder of the Company.

Mr. Tian Wei (田偉), aged 53, is a Vice President of the Company since 10 October 2019. Mr. Tian's previous primary work experience includes working in the First Branch and Inner Mongolia Branch of the Company from December 1991 to October 2019. Mr. Tian also serves as a director of HCG Tianchen Construction Engineering Co., Ltd., HCG Installment Engineering Co., Ltd., Hebei Haikuo Environmental Technology Co., Ltd. and Hebei Zhiping Construction Equipment Leasing Co., Ltd.

Mr. Tian obtained an academic diploma (adult education) in construction engineering from Hebei University of Architecture (河北建築工程學院) in June 2001, and obtained an academic diploma (adult education) in operation management of construction enterprises from Hebei University of Architecture in June 2004. Mr. Tian obtained the qualification of national first-class certified constructor from the Ministry of Construction of the PRC in April 2006, and obtained the qualification of senior engineer from the Office of Qualification Reform Leading Group of Hebei Province (河北省職稱改革領導小組辦公室) in November 2011.

As at the date of this announcement, Mr. Tian Wei holds 3,000,000 shares of Zhongru Investment, a controlling Shareholder of the Company.

Mr. Zhang Wenzhong (張文忠), aged 47, is a Vice President of the Company since 31 March 2017. He also serves as a director of Hebei Haikuo Environmental Technology Co., Ltd., Hebei Zhiping Construction Equipment Leasing Co., Ltd. and Rongcheng County Xinrong City Development Co., Ltd (容城縣鑫融城市發展有限公司). Mr. Zhang's previous primary work experience includes working in Tianli Labor Company, Tianchen Construction Engineering Company Limited and the Third Branch of the Company from July 1998 to December 2020.

Mr. Zhang obtained an academic diploma in industrial and civil construction from Agricultural University of Hebei in July 1998; and obtained an undergraduate degree (adult education) in industrial and civil construction from Tianjin University in August 2017. Mr. Zhang obtained the qualification of national first-class certified constructor from the Ministry of Housing and Urban-Rural Development of the PRC in January 2020, and obtained the qualification of senior engineer from the Office of Qualification Reform Leading Group of Hebei Province (河北省職稱改革領導小組辦公室) in December 2020.

As at the date of this announcement, Mr. Zhang Wenzhong holds 3,000,000 shares of Zhongru Investment, a controlling Shareholder of the Company.

Non-Executive Directors

Mr. Li Baoyuan (李寶元), aged 72, is the honorary Chairman of the Board and a non-executive Director of the Company since 22 December 2015. Mr. Li is also a member of the Audit Committee under the Board of the Company. Mr. Li also serves as a director of Zhongru Investment and the chairman of the board of directors of Hebei Baocang Expressway Co., Ltd. (河北保滄高速公路有限公司), an executive director and the general manager of Qianbao Investment, and a director of Zhongming Zhiye Group Co., Ltd. Mr. Li is the president of the SME Committee of China Construction Industry Association. Mr. Li has over 52 years of experience in corporate management and the construction engineering industry. His previous primary work experience includes: serving as a trainee, budget planner, vice subsection chief of the planning subsection of Division I, a deputy head of Team 2 of Division I and the head of Team 2 of Division I of No. 1 Construction Engineering Company of Hebei Province from 1970 to 1984; the head of Team 2 of Division I, the head of the 101 Engineering Team (formerly Team 2 of Division I), the director of Working Area I, the manager and an assistant to the manager of the Fourth Branch of No. 1 Construction Engineering Company of Hebei Province from October 1986 to September 1991; a vice manager of the No. 1 Construction Engineering Company of Hebei Province from September 1991 to August 1995; the general manager and secretary to the Party Committee of No. 1 Construction Engineering Company of Hebei Province from August 1995 to October 1997; the Chairman of the Board from October 1997 to December 2015 and the honorary Chairman of the Board and a non-executive Director of the Company since December 2015; the President of the Company from October 1997 to January 2006; and the secretary to the Party Committee of the Company from October 1997 to January 2021. Mr. Li was elected as a representative of the ninth, tenth and eleventh sessions of the National People's Congress from March 1998 to March 2013.

Mr. Li obtained an academic diploma from a post-secondary course for Party and government cadres from Hebei Radio and TV University in Shijiazhuang, the PRC in July 1986, an undergraduate degree in economics and management (through correspondence course) from the Correspondence College of the Party School of the Central Committee of C.P.C. (中共中央黨校函授學院) in Beijing, the PRC in December 1998. He also obtained a PhD degree in business administration from International East-West University in the United States in May 2009. Mr. Li obtained the qualifications of senior economist from the Qualification Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室) in December 2006. Mr. Li was granted a special government allowance and the certificate by the State Council in April 2007. He was awarded the title of “Outstanding Pioneer in Corporate Reform of Hebei Province (河北省企業改革標兵)” by the People's Government of Hebei Province in December 1998, the “Model Worker of Hebei Province (河北省勞動模範)” by the People's Government of Hebei Province in April 1999, the “National Model Worker (全國勞動模範)” by the State Council in April 2000 and “Excellent Enterprise Director (河北省優秀企業家)” by the People's Government of Hebei Province in June 2001. He received the “Hebei Province Special Quality Award (河北省質量特別獎)” from the People's Government of Hebei Province in December 2003 and the title of “Young and Middle-aged Expert with Outstanding Contributions in Hebei Province” by the People's Government of Hebei Province in April 2005.

Mr. Li is the brother of Mr. Li Baozhong, the Chairman and executive Director of the Company, and the father of Mr. Li Wutie, the Board secretary, joint company secretary and assistant to President of the Company.

As at the date of this announcement, Mr. Li Baoyuan directly holds 90% of the equity interests in Qianbao Investment, while Qianbao Investment is deemed to be interested in 100% of the equity interests in Zhongru Investment and directly holds 5.54% of the equity interests in the Company. Therefore, Mr. Li Baoyuan is deemed to be interested in the 1,300,000,000 Shares of the Company directly or indirectly held by Qianbao Investment for the purpose of Part XV of the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).

Independent Non-executive Directors

Ms. Shen Lifeng (申麗鳳), aged 57, is an independent non-executive Director of the Company since 15 December 2017. Ms. Shen is also the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration and Appraisal Committee under the Board of the Company. Ms. Shen also serves as the chief advisor of Porda Havas International Finance Communications (Group) Holdings Company Limited (博達浩華國際財經傳訊(集團)控股有限公司); and a founding arbitrator of the Arbitration Committee of Langfang City (廊坊市仲裁委員會). Ms. Shen was a standing committee member of the Federation of Industry and Commerce of Hebei Province (河北省工商業聯合會) and a vice president of the General Chamber of Commerce of Hebei Province (河北省總商會) and her term ended on 31 December 2017. Ms. Shen served as a founding arbitrator of the Arbitration Committee of Shijiazhuang City (石家莊市仲裁委員會) and her term ended on 31 December 2018. Ms. Shen has more than 33 years of experience in law, investment and financing management and corporate management. Her previous primary work experience includes: serving as a teaching assistant in the Department of Law of Hebei University from September 1987 to October 1989; the director of the legal department, an assistant to the general manager and a vice general manager of Hebei Textiles Import and Export (Group) Company (河北省紡織品進出口(集團)公司) from October 1989 to May 2006; a standing vice general manager and a member of the discipline-inspection committee of Shenglun International Industrial Group Co., Ltd. (聖倫國際實業集團股份有限公司), responsible for the reorganization and restructuring of the state-owned enterprise from May 2006 to December 2007; an executive director and the general manager of Shaanxi Kunzheng Mining Co., Ltd. (陝西坤正礦業股份有限公司) from September 2008 to August 2014; and the chief director in charge of PRC businesses of Chong & Partners LLP from September 2016 to February 2019. Ms. Shen has served as an executive director and vice president of China Tianbao Group Development Company Limited (stock code: 1427) since 11 November 2018; an external director of Shenzhen SEZ Construction and Development Group Co., Ltd. (深圳市特區建設發展集團有限公司) as appointed by Shenzhen SASAC since November 2021, and an independent non-executive director of China South City Holdings Limited (stock code: 1668) since 16 June 2022 and re-designated as a non-executive director of China South City Holdings Limited since 6 January 2023. All the listed companies above are listed on the Main Board of the Stock Exchange. Ms. Shen has also been appointed as a committee member (special invitee) of Hong Kong and Macau of the Chinese People's Political Consultative Conference of Hebei Province in January 2023.

Ms. Shen obtained a bachelor of law degree from the Department of Law of Hebei University in Baoding, the PRC in July 1987, graduated from the Department of Economics of Hebei University in Baoding, the PRC in May 1999 and obtained a master's degree of economics in world economy, obtained a doctor of law degree in civil and commercial law from the School of Law of Peking University in Beijing, the PRC in June 2005 and a master's degree in Buddhist studies from the Faculty of Arts of the University of Hong Kong in Hong Kong in November 2015. Ms. Shen obtained the qualifications of lawyer from the Lawyer's Qualification Review Committee of the Ministry of Justice (司法部律師資格審查委員會) in June 1998 and senior economist from the Qualification Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室) in November 1998, respectively. Ms. Shen was accredited the 2004 "Top Ten Excellent Youth of Hebei (河北十大傑出青年)" and the first-class merit for individuals (個人一等功) by the China Communist Youth League Committee of Hebei Province (共青團河北省委員會) and Hebei Provincial Department of Human Resources and Social Security and the "Top Ten Excellent Youth of Enterprises contributed by Hebei SASAC (河北省國資委所出資企業十大傑出青年)" by Hebei SASAC in 2005, respectively. Ms. Shen was also elected and served as the representative of the sixth and seventh sessions of the Party Congress of Hebei Province.

Ms. Chen Xin (陳欣), aged 40, is an independent non-executive Director of the Company since 15 December 2017. Ms. Chen is also the chairman of the Nomination Committee and the Remuneration and Appraisal Committee and a member of the Audit Committee under the Board of the Company. Ms. Chen is currently the director of human resources consultant of Talentpool (HK) Limited. Ms. Chen has more than 15 years of experience in corporate management. Her previous primary work experience includes: serving as a financial advisor and accountant assistant in the financial department, and a deputy manager of the personnel unit in administration & personnel department of COSCO (HK) Industry & Trade Holdings Ltd. from February 2008 to February 2016; and the head of HR and administration department of Zhongrong International Securities Co., Ltd. from February 2016 to May 2016. Ms. Chen was the Hong Kong director of human resources of Fortune Fountain Capital Limited in 2017.

Ms. Chen obtained a bachelor's degree in accounting and finance from University of Southampton in Southampton, the United Kingdom in June 2006, and a master's degree in international management from University of London, King's College in London, the United Kingdom in December 2007.

Mr. Chan Ngai Sang Kenny (陳毅生), aged 58, is an independent non-executive Director of the Company since 15 December 2017. Mr. Chan is also a member of the Nomination Committee, Remuneration and Appraisal Committee and the Audit Committee of the Board of the Company. Prior to joining the Company, Mr. Chan worked at Ernst & Young from July 1989 to March 1997. Since April 1997 to date, he has served as the principal of Kenny Chan & Co. Mr. Chan has served as an independent non-executive director of CMIC Ocean En-Tech Holding Co., Ltd. (stock code: 00206) since October 2005, an independent non-executive director of Minsheng Education Group Company Limited (stock code: 1569) since March 2017 and an independent non-executive director of Zhongyuan Bank Co., Ltd. (stock code: 1216) since May 2017. He served as an independent non-executive director of Kingland Group Holdings Limited (stock code: 1751) from December 2016 to May 2020; and an independent non-executive director of Pak Tak International Limited (stock code: 2668) from October 2019 to December 2022. All the companies above are listed on the Main Board of the Stock Exchange.

Mr. Chan obtained a Bachelor of Commerce degree in accounting and finance from the University of New South Wales in Sydney, Australia in October 1988. He is a certified public accountant and a fellow member of the Hong Kong Institute of Certified Public Accountants and a chartered accountant (New Zealand).

SUMMARY

After the appointments of the above-mentioned director candidates are approved at the general meeting, the Company will enter into director's service contract with them, respectively, for a term from the date of approval at the general meeting of the Company to the expiration of the term of the third session of the Board. During their terms of office as the directors of the Company, their remuneration will be determined based on the overall remuneration structure of the Company. In particular, during the tenure of Mr. Li Baozhong, Mr. Shang Jinfeng, Mr. Zhao Wensheng, Mr. Tian Wei and Mr. Zhang Wenzhong as executive directors, their remuneration will be determined with reference to their positions in the Company, including basic remuneration, performance-related remuneration, various social insurance, employee benefits and housing fund; during the tenure of Mr. Li Baoyuan as a non-executive director, his remuneration will be determined with reference to his position in the Company, including basic remuneration, performance-related remuneration, various social insurance, employee benefits and housing fund; during the tenure of Ms. Shen Lifeng, Ms. Chen Xin and Mr. Chan Ngai Sang Kenny as independent non-executive directors, each of them will receive an annual remuneration of HK\$240,000. The Company will also disclose the directors' remuneration in its annual report.

As at the date of this announcement, save as disclosed above, each of the above-mentioned candidates for the directors has confirmed that he/she (i) has not held any other directorships in any listed companies, in Hong Kong or overseas, in the last three years, nor any other positions within the Group; (ii) does not have any relationship with any directors, supervisors, senior management, substantial Shareholder or controlling Shareholder of the Company; (iii) does not have any interests in the shares of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong); and (iv) there are no other matters relating to his/her appointment that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

APPENDIX II BIOGRAPHIES OF CANDIDATES FOR THE SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS

Non-employee representative supervisors

Mr. Yue Jianming (岳建明), aged 50, is an employee supervisor of the Company since 31 March 2017. Mr. Yue also serves as the general manager of the Market Development Department of the Company, the legal representative and executive director of Beijing Zhongjian Zhilian Management Consulting Co., Ltd. (北京中建智聯管理諮詢有限公司), a director of Inner Mongolia Xinglifeng Construction Management Co., Ltd. (內蒙古興利豐建設管理有限公司), a director of Hebei Haikuo Environmental Technology Co., Ltd. (河北海闊環境科技有限公司), a supervisor of Beijing Tianjia Construction Engineering Co., Ltd. (北京天佳建築工程有限公司) and a supervisor of HCG Tianchen Construction Engineering, HCG Zhuocheng Road and Bridge Engineering, HCG Installment Engineering and HCG Ecological Environment Company, respectively. He is also a consultation expert of National Development and Reform Commission, a mediator of Mediation Centre of China Construction Industry Association, an arbitrator of China International Economic and Trade Arbitration Commission and Shanghai Arbitration Commission, a consultant expert of Hebei Urban Construction Investment & Financing Association, an editor of textbook for the National Grade I Practising Qualification Certificate Constructor Examination, a vice director committee member of the Real Estate and Construction Engineering Law Profession Committee of China Legal Consulting Centre (中國法律諮詢中心房地產與建築工程法律專業委員會), an expert in the NDRC PPP expert pool (國家發改委PPP專家庫), a council member of China Experts Association (中國專家學者協會), an adjunct professor at the College of Political Science and Law of Hebei University, a researcher of Real Estate Law Research Centre of China University of Political Science and Law, a member of the Legal Expert Consulting Committee of the People's Government of Baoding (保定市人民政府法制專家諮詢委員會), a researcher of the China Behavior Law Association and Joint Major and Difficult Cases Research Centre (中國行為法學會、法聯重大疑難案件研究中心), an arbitrator of Harbin Arbitration Commission and a researcher of China Arbitration Law Research Association. Mr. Yue's previous primary work experience includes: serving as the legal counsel of the Company from September 1995 to March 2006; and a deputy head of the Economic Contract Department of the Company from April 2006 to March 2009.

Mr. Yue obtained a master's degree in law from China University of Political Science and Law in Beijing, the PRC in July 2015. Mr. Yue obtained the qualifications of senior economist from Qualification Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室) in December 2013. He also obtained the qualification of corporate legal counsel jointly issued by the Ministry of Personnel, National Economics and Trade Commission and the Ministry of Justice in June 1999, the legal profession qualification from the Ministry of Justice in February 2006, and the qualification of construction project manager from China Construction Industry Association in June 2010.

As at the date of this announcement, Mr. Yue holds 1,000,000 shares of Zhongru Investment, a controlling Shareholder of the Company.

Mr. Wang Feng (王豐), aged 43, is a Shareholder supervisor of the Company since 31 March 2017. Mr. Wang also serves as the general manager of the Inspection and Auditing Department of the Company, and a supervisor of Zhongru Investment, HCG Tianchen Construction Engineering Co., Ltd., HCG Decoration Engineering Co., Ltd., HCG Zhuocheng Road and Bridge Engineering Co., Ltd., HCG Installment Engineering Co., Ltd. and HCG Ecological Environment Co., Ltd. Mr. Wang's previous primary work experience includes: serving as a teacher at No.10 Middle School of Dalad Qi, Inner Mongolia from September 2003 to August 2004, an information commissioner of the office of the Party Committee of Dalad Qi, Inner Mongolia from September 2004 to August 2005, the human resource manager of Aishengya (Baoding) Package Company Limited (愛生雅(保定)包裝有限公司) from September 2008 to June 2010, the human resource manager of Baoding International Paper Package Company Limited (保定國際紙業包裝有限公司) from September 2010 to December 2013, and the secretary to the vice Chairman of the Board of the Company from January 2014 to September 2014.

Mr. Wang obtained an academic diploma from a post-secondary course for computer and application from Inner Mongolia University of Technology in Hohhot, the PRC in July 2003, and an academic diploma of undergraduate course in English language from Hebei University in Baoding, the PRC in April 2009. Mr. Wang obtained the qualification of constructor from the Qualification Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室) in September 2016.

As at the date of this announcement, Mr. Wang Feng holds 1,000,000 shares of Zhongru Investment, a controlling Shareholder of the Company.

Employee representative supervisor

Mr. Chen Qinghan (陳清晗), aged 41, is the director of the Party affairs office, the vice president of the trade union and the deputy secretary of the disciplinary committee of the Company. Mr. Chen's previous primary work experience includes: serving as a clerk of the political work department of the Company from July 2011 to October 2014; secretary of the youth league committee of the Company from October 2014 to April 2017; deputy director of the Party affairs office and secretary of the youth league committee of the Company from April 2017 to October 2021; deputy director of Party affairs office, deputy secretary of the disciplinary committee and vice president of the trade union of the Company from October 2021 to June 2022; and the director of the Party affairs office, the deputy secretary of the disciplinary committee and the vice president of the trade union of the Company since June 2022.

Mr. Chen obtained a master's degree of arts from Hebei University in 2011 and the title of senior political engineer in 2022.

As at the date of this announcement, Mr. Chen Qinghan holds 1,000,000 shares of Zhongru Investment, a controlling Shareholder of the Company.

SUMMARY

After the appointments of the above-mentioned non-employee representative supervisor candidates are approved at the general meeting, the Company will enter into supervisor's service contract with them and the employee representative supervisor, respectively, for a term from the date of approval at the general meeting of the Company to the expiration of the term of the third session of the Board of Supervisors. During their terms of office as the supervisors of the Company, their remuneration will be determined based on the overall remuneration structure of the Company. In particular, during the tenure of Mr. Yue Jianming, Mr. Wang Feng and Mr. Chen Qinghan as the supervisors of the Company, their remuneration will be determined with reference to their positions in the Company, including basic remuneration, performance-related remuneration, various social insurance, employee benefits and housing fund. The Company will also disclose the supervisors' remuneration in its annual report.

As at the date of this announcement, save as disclosed above, each of the above-mentioned candidates for the non-employee representative supervisors and the employee representative supervisor has confirmed that he (i) has not held any other directorships in any listed companies, in Hong Kong or overseas, in the last three years, nor any other positions within the Group; (ii) does not have any relationship with any directors, supervisors, senior management, substantial Shareholder or controlling Shareholder of the Company; (iii) does not have any interests in the shares of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong); and (iv) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.