

HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

(stock code: 1727)

TERMS OF REFERENCE OF THE REMUNERATION AND APPRAISAL COMMITTEE UNDER THE BOARD OF DIRECTORS OF HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

Chapter 1 General Provisions

- A 1 I f., a a a a a f. a a a a a a a a a fHb C G. C a L (, Company), R a a A A a a C . b a f fHb C G C a L (, Committee) ab f f (, Terms) a a , C a La f, P 'R.b fC, a, Sa a fC a G a f L C a , R G L fS T, S Ex a fH K L (, Hong Kong Listing Rules), A fA a fHb C . G C a L (, Articles), R fP f M f B a fD fHb C G C a L a a a a, a a a a
- A 2 T,C a a b b a f a a b f f a a a a a a a a a f C a ,a a a f C a . f f a a a f C a .
- A 3 T C aba aba baf .
- A 4 T, f f f f f a f C a, aa f , , , f , f , f a.a, a baf a b baf a aa a A A

Chapter 2 Composition and Executive Body of the Committee

A 5 T, C , a f , a a f , b - x . .

- A 6 T,C aaaaa aba -x. .T, aaf,C ab ab aaf,baf a a aaf,baf .
- A 7 T, fff f, C ab a a a f ba f , a fff faC b ab a a , fff aa C b ab - x f fff A b f C a, fa, a ba b , /, a f C a.A b a b , a bf x a f , , a a a a /, a b ff a a , a, a, a , A , T .
- A 8 AC b a ,/, a , b a f , /, fff b a a xa a f a a a b b , a f, b a f . If , b f b fa b , b a , b a . f ,/, . , a a b f, b a f a ff .
- A 9 T,C baba, fff f b, a a f,bafaa b,baf.

- A 12 W, a f, ff f, ba f, , , a . a f , C a aaa, x . b f, C . a a f . a b, C .

Chapter 3 Responsibilities of the Committee

- A 13 T, a b f, C . :
 - (1) a a baf a a a a f a a a f C a a , ab ff a a a a f C a a ;

- (3) f . a a a a a f f a a a f f a a a f f a a a f f a a a a a a a a a a a b ;
- (4) a a f a -ba a a a b a f , a b a f b, b a f ;

A 14 R b f a a f C . :

- (1) a **,** a a x a a **f**, C ;
- (2) a xa f a f C a a f , f C ;
- (3) a f C ;
- (4) **f**, C **b** a f ;
- (5) f , a b , a a , a a , a f , a , C a , , a , H K L R , , T a b , b a f .
- A 15 Ma b faC b :
 - (1) a f, C . . a, a x , a , a x , a ;
 - (2) a f a , f , C ;
 - (3) a b a f, C a, . . a a, a ba, . . , a a a, f a a f, f a f, /, b;
 - (4) f. . a , b f C aa , a , aa b f C , a a . a , f/, f , a , aa , b a a f C a , /, aa f , f a f b ;
 - (5) aa a / a ff aa ff / b;
 - (6) f , a b , a a , a a , a f , a , C a , , a , H K L R , , T a b , b a f .
- A 16 T, x. b f, C ab bf aa f, f f a faa -a f, C : (1) a faa a f, C aa a, f, a a;
 - (2) f. a a b f, a a f, C a;

- (3) **f f f a a a a b , a a a ;**
- (4) a. f. f. a f. f. a -ba . a a a f. C. a.

Chapter 4 Meetings of the Committee

- A 17 M f, C abafa a axaa .
- A 18 T, C a, a a a a, a f, ab a b, a b f. .
- A 19 T, C a xaa a a.Iaf, f a, aaf, C a.a a , af, f, f :
 - (1) . a a a b b a f ;
 - (2) a a a b a a f C ;
 - (3) b b f C .
- A 21 U f, , a C b a f a a a (...b. f a f a a, , ...a a) aa a.

- A 28 T, C a , aa ba ax f, C a, x ax , a, aa a a , S b a xaa a ba a . a ba C b.
- A 29 W, a, C a, a ab ba f , f f aa fx a f a aa . A a ab abb b C a.
- A 30 If a b f C a a b b C , b a ab a f a f a .
- A 31 A a C a a a a a f a a a . a,

Chapter 6 Minutes and Summary of the Committee Meetings

- A 32 M. ab fa f C , ab ab x. b f C a a a f f a :
 - (1) a.b., f., a, .a. a f, a a f, ;
 - (2) a a a a b f b b x;
 - (3) a a faa;
 - (4) a a f , ;
 - (5) a ab, C ba, aa;
 - (6) a **f** , a , ;

 - AC b a a .
- A 33 Af a f C , x b f C a a a a a f C f a a b b b b a f f C a a a C b, a b a f , a a f C a a a a f
- A 34 M . , . . a, f x, f, b f, C a , a a f, a b b, ff f, b a f a a , a . .

Chapter 7 Supplementary Provisions

- A 35 U a, a a a a a b , A .
- A 36 F a a , T , fa a , a a , a a , C a , a , H K L R , A a a , a , a a , A a , A a a , a f , a , a , A , A a a , a , C a , a , A a , A a , C a , a , A , A , A a , C a , a , A , A , A f f a a.
- A 37 T, T a b a a b b a f a a b ff a a ab f a , a f C a a f . a H K .
- A 38 T, f a a a f, T a b , b a f f, C a.
- A 39 T, T a a a a b b C, a E , I a f a , C, a a.