



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)

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

Chapter 1 General Provisions

Article 1 In this document, unless otherwise specified, the following terms shall have the meanings ascribed to them: **Company**, referring to Hebei Construction Group Corporation Limited; **Committee**, referring to the Remuneration and Appraisal Committee; **Terms**, referring to the Terms of Reference of the Remuneration and Appraisal Committee; **Laifu**, referring to the Laifu Group; **Sanafa**, referring to the Sanafa Group; **Listing Rules**, referring to the Hong Kong Listing Rules; **Articles**, referring to the Articles of Association of the Company; **Board**, referring to the Board of Directors of the Company.

Article 2 The Committee shall be established by the Board of Directors of the Company, and shall be responsible for the remuneration and appraisal of the members of the Board of Directors of the Company.

Article 3 The Committee shall be composed of five members.

Article 4 The members of the Committee shall be elected by the Board of Directors of the Company, and shall have the same term of office as the members of the Board of Directors of the Company. The members of the Committee shall be elected by the Board of Directors of the Company.

Chapter 2 Composition and Executive Body of the Committee

Article 5 The Committee shall be composed of five members, including three independent non-executive directors and two executive directors. The members of the Committee shall be elected by the Board of Directors of the Company.

A . 6 T C . . . a a a a . . . an a b an . . . n n n n T
a . . . an f C . . . a b n . . . na b a . . . an f b a f . . . an
a . . . n , na a f b a f

A . 7 T . . . f ff f C . . . a b . . . a a f b a f . . . , an
. . . f ff fa C mb a b . . . a a / . . . f ff a a
C mb a b . . . , n . . . f . . . f ff . A . . . mb f
C . . . a , . . . fa , a b a . . . mb n / . . . n n a . . . f
C . . . an . A . . . mb a n b . . . , a b f . . . a n f / . . . ,
. . . n . . . an . . . , an a / . . . a n b n ff na an . . . a ,
. . . a n , A . . . T . . .

A . 8 A C mb a n . . . / . . . na n b a f . . . , n . . . /
. . . f ff b . . . n a . . . n . . . na n an a n f . . . na n an . . . a
. . . n b b , . . . a n n f b a f If n . . . mb f . . . mb
fa b . . . n . . . mb a . . . n , . . . n n . . . mb a n n
f . . . / . . . , n . . . a na . . . mb f b a f . . . a ff .

A . 9 T C mb a , b . . . an . . . n . . . f ff f . . . b
a . . . an f b a f . . . an a b b a f

A . 10 A . . . mb f C a a . . . mb . . . f . . . a . . . , n
b a f a / . . . ab f . . . / . . . f C . . . a
. . . .

A . 11 If n . . . mb f C mb fa b . . . n . . . mb a . . . n ,
b a f . . . a . . . a , . . . fa na an . . . T . . .

A . 12 W . . . na n f ff f b a f . . . , . . . an . . . a . . . n f
C . . . an a a a . . . , b f C , an . . .
an f . . . , a . . . n b C

Chapter 3 Responsibilities of the Committee

A . 13 T . . . a . . . n b . . . f C n , :

(1) . . . a . . . n a . . . n b a f a n . . . a . . . n a . . . n
. . . an . . . , f . . . an n . . . ana . . . n f C . . . an an n
ab . . . n ff . . . a an an a n . . . , f . . . n . . . n a . . . n
. . . ;

A 14 R n b f a an f C n :

- (1) n n an a an a na n f C ;
- (2) an a n f an f C an n a n f n f C ;
- (3) n an n f C ;
- (4) f C b a f ;
- (5) f a b a an a n , an a a n f a C an , a H n. K n. L n. R , T an b b a f .

A 15 Ma n b f a C n b n :

- (1) a n n f C n , a n n n a n an n a n ;
- (2) a f n a n f C ;
- (3) a n b an n f C an , n , an a , an b an , n , a a an nf a n n a f f an f / n b ;
- (4) f n an n b f C a a an a a n b f C , an a , an f / f a n , ana n , b n a an n f C an n , / a a f f an f n b ;
- (5) a an a / a , ff n an a n n f f / n b ;
- (6) f a b a an a n , an a a n f a C an , a H n. K n. L n. R , T an b b a f .

A 16 T r b f C a b n b f a a n f f n nf a n n fa a n- a n f C :

- (1) a f nan a n a f C an an a n f a n a ;
- (2) f a n a n b f n ana n f C an ;

- (3) f f n f f an a a n n a b an n ana n ;
- (4) a , f f a n f f an -ba n a n a a f C an .

Chapter 4 Meetings of the Committee

A 17 M n f C an b a f a a n an a na n .

A 18 T C a a a a , an n f n n n a b a ab a b f , n .

A 19 T C a n n a na n n a . In an f f n , a an f C a , an n na n n a f , n f f n :

- (1) n , an a n a b b a f ;
- (2) n , an a n a b a an f C ;
- (3) n b ab f C .

A 20 T , b f C a , n f n n a f C ab an an n b n a n n a a a f n (n a , an n fa n , a a an f n a ana na n). T n f n a n an nf a n n f , , n , a n an a n a f n , f , an f n , na an na nf a n f n a n f n an an nf a n .

A 21 U n f n , a C ab a nf a n an an (n n b n nf a n fa n , , an a) a a an .

A 22 A ab f C a a n n n . If a ab , nab a n n n n , ab a , b n n an , b n a f , a an ab f C a n an n na n n / b a f . S f a a an f a a n . Ea ab a a n n n ab a / n n / b a f . W a ab a ab n n / b a f , a a n a b n a . In a n , n ab a a an , a a n f ab n , n .

Chapter 7 Supplementary Provisions

- A . 35 Un . . . a , . . . n . . . a a . . . an n . a b . . .
 . n A . . .
- A . 36 F an . a n . . . n T . , . . n f an . n a . . . n . an a ,
 a . n . a . . . a n , . . a . . . n , an . an . . a . . . n f
 a . . . C . an . . . , . . a H n . K n . L . n . R . , an A . a
 a . n . n . a f a af T . b . ff . , . . a ,
 a . n . a . . . a n an . . a . . . n , an . an . . a . . . n f
 a . . . C . an . . . , . . a H n . K n . L . n . R . , an A .
 a . a . A . n . n . T . a b . a f . . an , b . . . b a
 f . . . f a . . a .
- A . 37 T T . a b n n . . an a . b . b a f . . an a b .
 ff . an a . ab f . . a n . . a f C . an a f . . an
 . . n H n . K n .
- A . 38 T . . f n . a . n an . n . n f T . a b . n . b a f
 . . . f C . an .
- A . 39 T T . a a a ab n b C . n an En . . In a f . . an , C . n
 . n a . a .