

*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)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED ELECTION OF THE SECOND SESSION OF  
THE BOARD OF DIRECTORS  
AND  
PROPOSED ELECTION OF THE SECOND 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 12 May 2020, the Board considered and approved, among other things, (i) the resolution in relation to the amendment to the Articles of Association of Hebei Construction Group Corporation Limited (the “**Articles of Association**”); and (ii) the resolution for the proposed election of directors of the second session of the Board.

The board of supervisors (the “**Supervisor**”) of the Company (the “**Board of Supervisors**”) convened a meeting on 12 May 2020, and considered and unanimously approved, among other things, the resolution for the proposed election of Supervisors of the second 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 2019 annual general meeting of the Company (the “**AGM**”) to be held on 23 June 2020. A circular containing, among other things, (i) details of the proposed amendments to the Articles of Association; (ii) details of the candidates for the directors of the second session of the Board; and (iii) details of the candidates for the Supervisors of the second session of the Board of Supervisors is expected to be dispatched to Shareholders as soon as practicable.

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

To meet the needs of the Company’s governance, the Company proposes to amend some provisions of the Articles of Association of the Company regarding the composition of the Board. The detailed amendments are as follows:

Existing Article	Proposed Amendments
<p><b>Article 122</b> The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of 10 directors, including one honorary chairman, one chairman, one vice chairman and 4 independent non-executive directors.</p>	<p><b>Article 122</b> The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of <del>10</del> <b><u>7 to 11</u></b> directors, including one honorary chairman, one chairman, one vice chairman and <del>4</del> <b><u>no less than 3</u></b> independent non-executive directors, <b><u>which should represent at least a third of the Board.</u></b></p>

In respect of the proposed amendment to the Articles of Association, 1 article is amended, and no article is added or deleted. The number of the articles of the amended Articles of Association remains the same.

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

**PROPOSED ELECTION OF THE SECOND SESSION OF THE BOARD**

Since the term of the first session of the Board has expired, for the better performance of the Board of the Company, 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 and Mr. LIU Yongjian as the candidates for the executive directors of the Company, Mr. LI Baoyuan and Mr. CAO Qingshe as the candidates for the non-executive directors 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 Company.

Subject to the approval of the Shareholders of the above resolution for the proposed amendments to the Articles of Association at the AGM, the Board agrees to submit the above list of candidates for directors of the second session of the Board at the AGM for the consideration and approval to elect 4 executive directors, 2 non-executive directors and 3 independent non-executive directors, a total of 9 directors, to form the second session of the Board. The term of office of the directors of the second session of the Board is three years, effective from the date of approval at the AGM. All the original members of the first session of the Board continue to perform before the appointment of the members of the second session of the Board.

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

Mr. XIAO Xuwen, the current independent non-executive director, will not seek re-election of directors upon the expiration of his term of office due to reaching his retirement age. Mr. XIAO Xuwen has confirmed that he has no disagreement with the Board and there is no other matter related to his retirement that needs to be brought to the attention of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or the Shareholders. The Board has confirmed that there are no other matters concerning Mr. XIAO Xuwen that need to be brought to the attention of the Stock Exchange or the Shareholders.

The Board would like to thank Mr. XIAO Xuwen for his valuable contributions to the Company during his term of office.

Pursuant to the requirements of the Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the details of the biographies of candidates for the directors of the second 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 SECOND SESSION OF THE BOARD OF SUPERVISORS**

Since the term of the first session of the Board of Supervisors has expired, for the better performance of the Board of Supervisors of the Company, taking into account the professional structure, the performance experience, the advantage and expertise and other factors, the Board of Supervisors recommends to propose Mr. YU Xuefeng, Ms. FENG Xiujian and Mr. WANG Feng as the candidates for the Shareholder representative Supervisors of the second session of the Board of Supervisors of the Company.

The Company held an employee representative meeting on 25 April 2020, and elected Mr. LIU Jingqiao and Mr. YUE Jianming as employee representative Supervisors of the Board of Supervisors. Their term of office is consistent with that of the second session of the Board of Supervisors.

The Board of Supervisors agrees to submit the above list of candidates for the Shareholder representative Supervisors of the second session of the Board of Supervisors at the AGM for the consideration and approval to elect 3 Shareholder representative Supervisors, together with 2 employee representative Supervisors elected through democratic elections organized by the employees, a total of 5 Supervisors, to form the second session of the Board of Supervisors. The term of office of the Supervisors of the second session of the Board of Supervisors is three years, effective from the date of approval at the AGM. All the original members of the first session of the Board of Supervisors continue to perform before the appointment of the members of the second session of the Board of Supervisors.

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

Pursuant to the requirements of the Rule 13.51(2) of the Listing Rules, the details of the biographies of candidates for the Shareholder representative Supervisors and employee representative Supervisors of the second 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 intends to convene the AGM on 23 June 2020. A circular containing, among other things, the details of the above resolutions, together with the notice of the AGM, 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 People's Republic of China  
12 May 2020

*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.*

## APPENDIX I      BIOGRAPHIES OF CANDIDATES FOR THE DIRECTORS OF THE SECOND SESSION OF THE BOARD

### Executive Directors

**Mr. LI Baozhong (李寶忠)**, aged 50, 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. Mr. Li also serves as the chairman of Zhongming Zhiye Co., Ltd., Baoding Langzhuo Guan-Baoding Railway Construction Co., Ltd. and Shenzhen Zhongru Investment Co., Ltd., a vice chairman of the board of directors of Zhongru Investment Co., Ltd. (“**Zhongru Investment**”), an executive director and the general manager of Baoding Zhongcheng Investment Management Co., Ltd., a supervisor of Qianbao Investment Co., Ltd. (“**Qianbao Investment**”) and Guoxing Global Land Consolidation and Development Co., Ltd. (國興環球土地整理開發有限公司) and a director of Zhongcheng Real Estate Development Co., Ltd., Baoding Tiane Real Estate Development Co., Ltd. (保定天鵝房地產開發有限公司), Baoding Mancheng Zhongbao Investment Co., Ltd. (保定市滿城區中寶投資有限公司), Bank of Baoding Co., Ltd. (保定銀行股份有限公司) and Zhongji United Investment Holdings Co., Ltd. (中冀聯合投資控股有限公司), respectively. Mr. Li is a vice president of Hebei Construction Industry Association and the president of Baoding Construction Industry Association. Mr. Li has over 27 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, 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 the “Expert with Special Allowance of Hebei Government” (河北省政府特殊津貼專家) by the People’s Government of Hebei Province in September 2019.

Mr. LI Baozhong 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 43, 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) and Zhongcheng Real Estate Development Co., Ltd. (中誠房地產開發股份有限公司), and the general manager of Baoding Mancheng District Zhongbao Investment Co., Ltd. (保定市滿城區中寶投資有限公司). Mr. Shang has over 22 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 1,000,000 shares of Zhongru Investment, a controlling Shareholder of the Company.

**Mr. ZHAO Wensheng** (趙文生), aged 50, 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 also serves as a director of Tianjin Tianzheng Construction Engineering Co., Ltd., Zhuozhou Zhongzhou Water Co., Ltd. (涿州市中洲水業有限公司) and Hebei Construction Group Infrastructure Construction Co., Ltd. (河北建設集團基礎設施建設有限公司). Mr. Zhao Wensheng also serves as the general manager of Baoding Jucheng Investment Co., Ltd., the chairman of the board of supervisors of HCG Zhuocheng Road and Bridge Engineering (河北建設集團卓誠路橋工程), HCG Installment Engineering (河北建設集團安裝工程), HCG Decoration Engineering (河北建設集團裝飾工程) 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 (河北建設集團天辰建築工程), Zhongcheng Real Estate Development Co., Ltd. (中誠房地產開發股份有限公司), Baoding Mancheng Zhongbao Investment Co., Ltd. (保定市滿城區中寶投資有限公司), 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), Hebei Haikuo Environmental Technology Co., Ltd. (河北海闊環境科技有限公司) and Hebei Zhongbao New Building Materials Manufacturing Co., Ltd. (河北中寶新型建材製造有限公司) respectively. Mr. Zhao is also a standing member of China Construction Accounting Institute (中國建設會計學會) and a vice president of Hebei Institute of Construction Accounting (河北省建設會計協會). 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. 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 June 2009.

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

**Mr. LIU Yongjian (劉永建)**, aged 56, is an executive Director of the Company since 20 December 2013 and a vice President of the Company since 17 January 2008. Mr. Liu also serves as a director of Hebei Construction Group Decoration Engineering Co., Ltd. and Hebei Zhiping Construction Equipment Leasing Co., Ltd. (河北治平建築設備租賃有限公司), respectively. Mr. Liu is also an external postgraduate tutor in the Institute of Urban and Rural Construction of Agricultural University of Hebei and an adjunct professor at the College of Civil Engineering and Architecture of Hebei University. Mr. Liu has over 35 years of experience in the construction engineering industry and corporate management. His previous primary work experience includes: serving as a technician, quality inspection technician of Engineering Division I of No. 1 Construction Engineering Company of Hebei Province and project manager of the company from July 1985 to December 2000; a vice manager and the manager of the First Branch of the Company from January 2001 to December 2010; and a vice President (non-standing) of the Company from January 2008 to December 2010.

Mr. Liu obtained a technical secondary school diploma in industrial and civil construction from Hebei Institute of Architecture and Civil Engineering in Zhangjiakou, the PRC in July 1985, an academic diploma from a post-secondary course for construction engineering (through correspondence course) from Hebei University of Architecture in Zhangjiakou, the PRC in June 2001, a master of engineer degree in water conservancy and hydropower engineering from Agricultural University of Hebei Province in Baoding, the PRC in June 2002 and a doctor's degree of engineering in structural engineering from Tianjin University in Tianjin, the PRC in June 2012. Mr. Liu obtained the qualifications of national certified constructor (in construction engineering major) 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 June 2009. Mr. Liu was selected as a third-level candidate of the "New Century Triple Talents Project of Hebei Province" (河北省新世紀"三三三人才工程") by the Leading Group of New Century "Triple Talents Project" of Hebei Province (河北省"三三三人才工程"領導小組) in December 2007; the "2008 Young and Middle-aged Experts with Outstanding Contribution to Hebei Province (河北省有突出貢獻中青年專家)" by the People's Government of Hebei Province in August 2008.

As at the date of this announcement, Mr. LIU Yongjian holds 2,000,000 shares of Zhongru Investment, a controlling Shareholder of the Company.

After the appointments of the above-mentioned director candidates are approved at the AGM, the Company will enter into director's service contract with them, respectively, for a term from the date of approval at the AGM of the Company to the expiration of the term of the second session of the Board. During their term of office as the directors of the Company, their remuneration will be determined based on the overall remuneration structure of the Company.

Save as disclosed in this announcement, 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.



## Non-Executive Directors

**Mr. LI Baoyuan** (李寶元), aged 69, 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 the chairman of the board of directors of Zhongru Investment and 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 Baoding Taihang Heyi Cement Co., Ltd. (保定太行和益水泥有限公司) and Zhongming Zhiye Co., Ltd.. Mr. Li is a vice president of China Construction Industry Association. Mr. Li has over 49 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 since October 1997. 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 Baoyuan 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 of the 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 directly or indirectly held by Qianbao Investment for the purpose of Part XV of the Securities and Futures Ordinance.

**Mr. CAO Qingshe** (曹清社), aged 55, is a vice Chairman of the Board and a non-executive Director of the Company since 31 March 2017. Mr. Cao is also a member of the Audit Committee and the Strategic Committee under the Board of the Company. Mr. Cao also serves as an executive director and the general manager of Zhongming Zhiye Co., Ltd., the general manager of Zhongru Investment, and a director of Zhongcheng Real Estate Development Co., Ltd. and Shexian Mountain Tourism Development Co., Ltd. (神仙山旅遊發展有限公司) respectively. Mr. Cao has over 33 years of experience in corporate management and the construction engineering industry. His previous primary work experience includes: serving as a vice manager and the manager of the Instalment Branch of No. 1 Construction Engineering Company of Hebei Province (河北省第一建築工程公司安裝分公司) from September 1996 to December 2004; a vice President of the Company from June 2001 to December 2004; a standing vice President of the Company from January 2005 to December 2005; and the President of the Company from January 2006 to March 2017.

Mr. Cao obtained a bachelor's degree of engineering in heating ventilation from the Urban Construction Department of Hebei University of Architecture (河北建築工程學院) in Zhangjiakou, the PRC in July 1987 and a master's degree of engineering in architecture and civil engineering from Tianjin University in Tianjin, the PRC in March 2003. Mr. Cao obtained the qualification of senior engineer from the Professional Technician Management Division of the Hebei Provincial Department of Human Resources and Social Security (河北省人力資源和社會保障廳專業技術人員管理處) in December 2003 and the qualification of national first-class certified constructor from the Ministry of Construction of the PRC in January 2008, respectively. Mr. Cao was awarded the first session of "Top Ten Excellent Youth (十大傑出青年)" jointly by China Communist Youth League Baoding Committee (共青團保定市委員會) and other authorities in September 1995, the "Model Worker of Baoding City for years 1998 to 2000 (保定市1998-2000年勞動模範)" by the People's Government of Baoding City in April 2001; "Excellent Worker for Urban Construction for 2001 (2001年度城市建設先進工作者)" by the People's Government of Baoding City in March 2002; "Excellent Individual for Construction of Lu Ban Award (創建魯班獎工程先進個人)" by China Construction Industry Association in December 2012; and "National Excellent Worker in Construction Industry (全國建築業先進工作者)" by China Construction Industry Association in October 2016. He also obtained the "First-class Award for Technology Improvement (科技進步一等獎)" from the Ministry of Construction of Hebei Province in April 2003 for the Experiment and Device Development Project of Biofilm Filtering Reactor for Recycling of Urban Sewage (用於城市污水回用的生物膜過濾反應器實驗及設備開發項目), the "Second-class Award for Science and Technology of Hebei Province (河北省科學技術二等獎)" from the People's Government of Hebei Province in December 2014, and the "Quality Award (Individual) of Hebei Government (河北省政府質量獎(個人獎))" from the People's Government of Hebei Province in December 2013.

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

After the appointments of the above-mentioned director candidates are approved at the AGM, the Company will enter into director's service contract with them, respectively, for a term from the date of approval at the AGM of the Company to the expiration of the term of the second session of the Board. During their term of office as the directors of the Company, their remuneration will be determined based on the overall remuneration structure of the Company.

Save as disclosed in this announcement, 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.

### **Independent Non-executive Directors**

**Ms. SHEN Lifeng** (申麗鳳), aged 54, 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 executive officer 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 30 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. She served as the chief executive officer of Porda Havas International Finance Communications Group (博達浩華國際財經傳訊集團) from February 2019 to April 2019; the executive director and the vice president of China Tianbao Group Development Company Limited (中國天保集團發展有限公司) (Stock Code: 01427) from April 2019 until now.

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 37, 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 12 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 55, is an independent non-executive Director of the Company since 15 December 2017. Mr. Chan is also a member of the Audit Committee and the Nomination Committee and Remuneration and Appraisal 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 Kingland Group Holdings Limited (stock code: 1751) since December 2016, 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.

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).

After the appointments of the above-mentioned director candidates are approved at the AGM, the Company will enter into director's service contract with them, respectively, for a term from the date of approval at the AGM of the Company to the expiration of the term of the second session of the Board. During their term of office as the directors of the Company, their remuneration will be determined based on the overall remuneration structure of the Company.

Save as disclosed in this announcement, 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 SECOND SESSION OF THE BOARD OF SUPERVISORS

### Shareholder Representative Supervisors

**Mr. YU Xuefeng** (于學峰), aged 57, is the deputy secretary of the Party Committee, secretary of the discipline committee and chairman of the trade union of the Company as well as the chairman of the Board of Supervisors and shareholder Supervisor since 25 June 2018. Mr. Yu also serves as the legal person, manager and director of Baoding Langzhuo Guan-Baoding Railway Construction Co., Ltd., and serves as a director of Luanping Zhongcheng Real Estate Development Co., Ltd. (灤平中誠房地產開發有限公司), Zhongming Zhiye Co., Ltd., Hebei Baocang Expressway Co., Ltd. (河北保滄高速公路有限公司), and Jiuzhou Zongheng Railway. Investment Co., Ltd. (九州縱橫城際鐵路投資有限公司), Baoding Taihang Heyi Cement Co., Ltd. (保定太行和益水泥有限公司), Baoding Baofeng Agricultural Ecology Technology Co., Ltd. (保定市保豐農業生態科技有限公司), Hebei Tianbo Construction Technology Co., Ltd. (河北天博建設科技有限公司) and Laiyuan Zhongcheng Construction Development Co., Ltd. (涞源中誠建設發展有限公司). Mr. Yu's previous primary work experience includes: serving as the deputy chief of the industry section of Baoding Economic and Trade Commission from August 1984 to July 1998; the assistant to the President of the Company from August 1998 to July 2001; the vice President of the Company from August 2001 to April 2017; the chief accountant of Baoding Taihang Heyi Cement Co., Ltd. from September 2002 to November 2004; the chief accountant of Hebei Baocang Expressway Co., Ltd from December 2004 to October 2011; the general manager, chief accountant, vice chairman and secretary of the party committee of Zhongcheng Real Estate Development Co., Ltd. from November 2011 to September 2017.

Mr. Yu graduated from Hebei College of Engineering, majoring in automation in July 1984, and graduated from Hebei University, majoring in economics in July 1997. Mr. Yu is a senior economist.

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

**Ms. FENG Xiujian** (馮秀健), aged 42, is a shareholder Supervisor of the Company since 23 January 2013. Ms. Feng also serves as a vice Chief Accountant and the head of Finance Management Department of the Company, a director of Tianjin Tianzheng Construction Engineering Co., Ltd. (天津天正建築工程有限責任公司) and a supervisor of Zhongcheng Real Estate, Hebei Zhiping Construction Equipment Leasing Co., Ltd. (河北治平建築設備租賃有限公司), Yuncai Network Technology Co., Ltd. (雲採網絡技術有限公司), Hebei Zhongru Software Technology Co., Ltd. (河北中儒軟件科技股份有限公司), Hebei Construction Group Steel Structure Engineering Co., Ltd. (河北建設集團鋼結構工程有限公司), Hebei Construction Group Zhengyuan Concrete Co., Ltd. (河北建設集團正源混凝土有限公司), Jiuzhou Zongheng Railway. Investment Co., Ltd. (九州縱橫城際鐵路投資有限公司), Baoding Langzhuo Gubao Intercity Railway Engineering Co., Ltd. (保定廊涿固保城際鐵路工程有限公司), Hebei Lvjian Investment Company (河北綠建投資股份公司) and Baoding Taihang Heyi Cement Co., Ltd. (保定太行和益水泥有限公司), respectively. Ms. Feng's previous primary work experience includes: serving as an accountant of the Steel Structures Branch of the Company from September 2000 to August 2004; a deputy head and the head (at division level) of the Finance Division of Concrete Branch of the Company from August 2004 to May 2009; and a deputy head of the Finance Management Department of the Company from June 2009 to December 2009.

Ms. Feng obtained a bachelor's degree in accounting from Hebei University of Economics and Business in Shijiazhuang, the PRC in July 2000. Ms. Feng obtained the qualification of senior accountant 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 2008.

**Mr. WANG Feng** (王豐), aged 40, is a shareholder Supervisor of the Company since 31 March 2017. Mr. Wang also serves as the head of the Inspection and Auditing Department of the Company, and a supervisor of HCG Tianchen Construction Engineering, HCG Decoration Engineering, HCG Zhuocheng Land and Road Engineering, HCG Installment Engineering, HCG Garden Engineering, Tianjin Tianzheng Construction Engineering Co., Ltd. (天津天正建築工程有限責任公司) and Hebei Construction Group Infrastructure Construction Co., Ltd. (河北建設集團基礎設施建設有限公司), respectively. 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.

After the appointments of the above-mentioned Shareholder representative Supervisor candidates are approved at the AGM, the Company will enter into Supervisor's service contract with them, respectively, for a term from the date of approval at the AGM of the Company to the expiration of the term of the second session of the Board of Supervisors. During their term of office as the Supervisors of the Company, their remuneration will be determined based on the overall remuneration structure of the Company.

Save as disclosed in this announcement, each of the above-mentioned candidates for the Shareholder representative Supervisors 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.

## **Employee Representative Supervisors**

**Mr. LIU Jingqiao** (劉景喬), aged 58, is an employee Supervisor of the Company since 31 March 2017. Mr. Liu also serves as the director of the Office of Party and Administration of the Company, the chairman of board of directors of Yuncai Network Technology Co., Ltd. (雲採網絡技術有限公司), Shenxian Mountain Tourism Development Co., Ltd. (神仙山旅遊發展有限公司) and Fuping County Ruifu Building Material Co., Ltd. (阜平縣瑞阜建材有限公司), respectively and an executive director of Fuping County Hongyi Labor Service Co., Ltd. (阜平縣紅阜勞務服務有限公司) a director of Hebei Qianyuan Agricultural Technology Development Co., Ltd. (河北乾元農業科技開發有限公司) and a director of Baoding Huawo Engineering Technology Consulting Co., Ltd. (保定華沃工程技術諮詢有限公司). Mr. Liu's previous primary work experience includes: serving as an employee of the health system of Fuping County of Hebei Province from August 1981 to August 1986; the head of the reporting group of the publicity department of the Party committee of Fuping County of Hebei Province and an organizer (at deputy division level) of the organization department of the Party Committee of Fuping County of Hebei Province; a secretary of the Company from September 1994 to January 2001; a deputy director of the office of the Party Committee and the Board secretary of the Company from January 2001 to December 2012; a deputy office director of the Company from April 2002 to February 2009; an office director of the Company, a director of the General Management Office, a deputy head of the Security Department and the secretary to the Party Committee of the Company from February 2009 to December 2012; and the Board secretary of the Company from November 2010 to April 2017.

Mr. Liu obtained an undergraduate academic diploma in law (through correspondence course) from Open College of the Central Party School of C.P.C. (中共中央黨校函授學院) in Beijing, the PRC in December 2001.

As at the date of this announcement, Mr. LIU Jingqiao holds 500,000 shares of Zhongru Investment, a controlling Shareholder of the Company.



**Mr. YUE Jianming** (岳建明), aged 47, is an employee Supervisor of the Company since 31 March 2017. Mr. Yue also serves as the head of the Legal Affairs 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) and a supervisor of Tianjin Tianzheng Construction Engineering Co., Ltd. (天津天正建築工程有限責任公司), Beijing Rungucheng Investment Management Co., Ltd. (北京市潤穀誠投資管理有限公司), HCG Tianchen Construction Engineering, HCG Zhuocheng Road and Bridge Engineering, HCG Installment Engineering and HCG Garden Engineering, 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 Economics 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 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) and a researcher of Arbitrator of Harbin Arbitration Commission and 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 Jianming holds 500,000 shares of Zhongru Investment, a controlling Shareholder of the Company.

The Company will enter into Supervisor's service contract with the above-mentioned employee representative Supervisors, respectively, for a term from the date of approval of the Shareholder representative Supervisors at the AGM of the Company to the expiration of the term of the second session of the Board of Supervisors. During their term of office as the Supervisors of the Company, their remuneration will be determined based on the overall remuneration structure of the Company.

Save as disclosed in this announcement, each of the above-mentioned candidates for the employee representative Supervisors 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.