



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

A 1 I f , a a a a . a f , a a a a a a a a a f H b C . G C a L (, Company), , R a a A a a C , b a f f H b C . G C a L (, Committee) ab f f (, Terms) a a C a La f , P ' R b f C , a , S a a f C a G a f L C a , , R G , L f S . T , S Ex a f H K L (, Hong Kong Listing Rules), , A f A a f H b C G C a L (, Articles), , R f P f , M f , B a f D f H b C . G C a L a , a a , a a a .

A 2 T , C a a . b a f a a b f f . a a a a a a . a a a f , a a a f , C a , a . a a a a a a a a f , C a .

A 3 T , C a b a . ab a , b a f .

A 4 T , f f , f a f , C a , , a a f , , f , , f a . a , a , b a f a b , b a f a , a a a . A .

Chapter 2 Composition and Executive Body of the Committee

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

M b f , C a b a b , a a f , b a f a a b , b a f . a a b , a a f f , .

A 6 T, C a a a a a a b a - x . T,
 a a f, C a b a b, a a f, b a f a
 a a a f, b a f .

A 7 T, f ff f, C a b, a a a f, b a f, a,
 f ff faC b, a b, a a, /, f ff a a .
 C b a b - x f, f ff . A b f,
 C a, fa, a b a b, /, a f,
 C a . A b a b, a b f, x a f, /,
 a a a, /, a b ff a a, a,
 a, A T .

A 8 AC b a, /, a b a f, /,
 f ff b a a x a, 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 b a b a, f ff f b,
 a a f, b a f a a b, b a f .

A 10 A b f, C a a b, f a,
 b a f, a, /, ab f, /, f, C a

A 11 If, b f, C b fa b, b a,
 b a f, a a, fa a a, T .

A 12 W, a f, ff f, b a f, a a f,
 C a a a a, 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 b a f a a a
 a f, a a f, C a a
 ab, ff a a a a f, a
 ;

(2) f a a a f a x a
 a a , b f , a a a
 (a a a ab f a f ff a),
 a a a b a f a f -
 x . T fa b b C
 f a a a a , a a a b a ab a ,
 a b f a a a ,
 f f a C a a a a b
 ba f f a ;

(3) f a a a a f a a a f
 a a f C 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 ;

(5) xa a a a a ab x a
 a a f a a f ff a a
 a f a a a , a a

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 f a a f , f a f , / b ;

(4) f a b f , C a a a a a a a a b f , C , a a a f / f a , a a b a a f , C a / a a f f a f b ;

(5) a a a / a ff a a f f / 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 a b b f , a a f , f f a fa a - a f , C :

(1) a f a a a f , C a a a f , a a ;

(2) f a a b f , a a f , C a ;

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

Chapter 4 Meetings of the Committee

A 17 M $f , C a b a f a . a a x a a .$

A 18 T , C $a , a a a , a , a f ,$
 $a b a b , a b f .$

A 19 T , C $a x a a a . I a f , f$
 $a , a a f , C a a a$
 $a f , f f :$

(1) $a a a b , b a f ;$

(2) $a a a b , a a f , C ;$

(3) $b b f , C .$

A 20 T , x b f , C a f a , f a , f ,
 $C b a a b a a a$
 $a f (x a a a f a$
 $x , a a a f a x a a a$
 $). T f a a f a f , , a$
 $a a a f , f a f , a a a f a f ,$
 $a f a a f a .$

A 21 U $f , a C b a f a a$
 $a (b f a f a a , a$
 $a) a a a .$

A 22 A b f , C a a . If a b . ab
 $a , b a b a f x ,$
 $a a b f , C a a x a , a$
 $/ b a f . S f x a x a f a a .$
 $E a b a a b a / x x$
 $/ b a f . W a b a b x$
 $/ b a f , a a a b a . I a , b a a$
 $a a a f b$

A 28 T, C a , a a b a a x f ,
 C a , x a x , a , a a a a
 . S b a x a a a ab a a
 a b a C b .

A 29 W a , C a , a a b b a f , f
 f a a f x a f a a a . A a ab
 a b b 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
 f a a a f a a a .

Chapter 6 Minutes and Summary of the Committee Meetings

A 32 M a b f a f C , a b a b x
 b f C a a f f a :

(1) a b , f , a , a a f , a a f ;

(2) a a a ab f b b x ;

(3) a a f a a ;

(4) a a f ;

(5) a a b C b a a a ;

(6) a f a ;

(7) ab fa b (fa) , a b f
 a .

A C b a a .

A 33 Af a f C , x b f C a a a
 a a a f C f
 a a b b b a f f C a a a
 C b , a b a f , a a f
 C a a a a a .

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 b ,
 , A .

A 36 F a a T , f a a a a ,
 a a a , a a a f ,
 a , C a , a H K L R , A a
 a a f a af T b ff , a ,
 a a a a a , a a a f
 , a C a , a H K L R , a A
 a a . A T a b a f , a b , b 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 ab b , C , a E ; I a f a , , C ,
 a a .