



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 these Terms of Reference, the following terms shall have the meanings ascribed to them: "Company" refers to Hebei Construction Group Corporation Limited; "Committee" refers to the Remuneration and Appraisal Committee; "Terms" refers to the Terms of Reference of the Remuneration and Appraisal Committee; "Laifu" refers to the Board of Directors; "Sanga" refers to the General Meeting of Shareholders; "RGL" refers to the Rules Governing the Listing of Securities in Hong Kong; "AL" refers to the Articles of Association of Hebei Construction Group Corporation Limited; "RPF" refers to the Memorandum and Articles of Association of Hebei Construction Group Corporation Limited.

Article 2 The Committee shall be a permanent body established by the Board of Directors to manage the remuneration and appraisal of the Company's directors and senior management.

Article 3 The Committee shall be a permanent body.

Article 4 The functions of the Committee shall be to: (1) formulate and review the remuneration policy of the Company; (2) determine the remuneration of the Company's directors and senior management; (3) determine the remuneration of the Company's independent non-executive directors; (4) determine the remuneration of the Company's executive directors; (5) determine the remuneration of the Company's non-executive directors; (6) determine the remuneration of the Company's senior management; (7) determine the remuneration of the Company's independent non-executive directors; (8) determine the remuneration of the Company's executive directors; (9) determine the remuneration of the Company's non-executive directors; (10) determine the remuneration of the Company's senior management.

Chapter 2 Composition and Executive Body of the Committee

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

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 / . . . ,
. . . 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 . . . , . . . 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
. . . ;

(2) $\int_{-\infty}^{\infty} f(x) \delta(x-a) dx = f(a)$, $\int_{-\infty}^{\infty} \delta(x-a) dx = 1$
 $\int_{-\infty}^{\infty} f(x) \delta(x-a) dx = f(a)$, $\int_{-\infty}^{\infty} \delta(x-a) dx = 1$
 (n, n an n n a n a b f n a n f ff a n n),
 an n a n n a n b a f n n a n f n n-
 . T fa b n b C n, , n
 f an a an , a n, a a a b a ab an, n n n
 an n b f an n ana n, n n n n
 f n n n C an an a a , b n n
 ba f f an ;

(3) $\int_{-\infty}^{\infty} f(x) \delta(x-a) dx = f(a)$, $\int_{-\infty}^{\infty} \delta(x-a) dx = 1$
 ana n f C an, a a, a n an an n a, a n b ;

(4) $\int_{-\infty}^{\infty} f(x) \delta(x-a) dx = f(a)$, $\int_{-\infty}^{\infty} \delta(x-a) dx = 1$
 a b a a f n n b b a f ;

(5) $\int_{-\infty}^{\infty} f(x) \delta(x-a) dx = f(a)$, $\int_{-\infty}^{\infty} \delta(x-a) dx = 1$
 ana n f an n a n f ff a n n n, a
 n a n nf n a, a , n a n a n n
 nf n a, a , fa an a nab an n, n, 5 (ana n,)0.5 (n, 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 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 r an 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 .

A 28 The Commission, in accordance with the provisions of the Constitution, has the honor to inform you that the Commission has completed its work and has submitted its report to the President of the Republic.

A 29 With regard to the Commission's work, the Commission has the honor to inform you that the Commission has completed its work and has submitted its report to the President of the Republic.

A 30 If a Commission member is unable to attend a meeting, he or she may be represented by another member of the Commission.

A 31 A Commission member who is unable to attend a meeting may be represented by another member of the Commission.

Chapter 6 Minutes and Summary of the Committee Meetings

A 32 Minutes of the Commission's meetings, as well as the Commission's summary of its work, are available to the public.

(1) The Commission's work is carried out in accordance with the provisions of the Constitution.

(2) The Commission's work is carried out in accordance with the provisions of the Constitution.

(3) The Commission's work is carried out in accordance with the provisions of the Constitution.

(4) The Commission's work is carried out in accordance with the provisions of the Constitution.

(5) The Commission's work is carried out in accordance with the provisions of the Constitution.

(6) The Commission's work is carried out in accordance with the provisions of the Constitution.

(7) The Commission's work is carried out in accordance with the provisions of the Constitution.

A Commission member who is unable to attend a meeting may be represented by another member of the Commission.

A 33 After the Commission's work is completed, the Commission has the honor to inform you that the Commission has completed its work and has submitted its report to the President of the Republic.

A 34 Minutes of the Commission's meetings, as well as the Commission's summary of its work, are available to the public.

Chapter 7 Supplementary Provisions

- A . 35 Un . . . a , . . . n . . . a a . . . an n . a b . . .
 . n A . . .
- A . 36 F an . . . n . . . T . . . , . . . n f an . n a . . . n . . . an a ,
 a . . . a . . . a n , . . . a n , an . . . a n f
 a . . . C . . . an . . . , . . . a H n . K n . L . n . R . , . . . A . . . a
 a . . . n . . . a f a af . . . T . . . b . . . ff . . . , . . . a ,
 a . . . 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 a . . . 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 . . .