



# 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)

### FORM OF PROXY FOR 2018 ANNUAL GENERAL MEETING

No. of shares to which this form of proxy relates <sup>(Note 1)</sup>	domestic shares
	H shares

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ domestic shares/H shares <sup>(Note 3)</sup> of RMB1.00 each in the share capital of Hebei Construction Group Corporation Limited (the “**Company**”) HEREBY APPOINT THE CHAIRMAN OF THE MEETING or \_\_\_\_\_ <sup>(Note 4)</sup> of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the 2018 annual general meeting (the “**AGM**”) of the Company to be held at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Thursday, 20 June 2019 (and any adjournment thereof) and to vote for me/us and in my/our name(s) at such meeting(s) in respect of the resolutions set out in the AGM notice as indicated below or, if no such instruction is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	2018 Annual Report			
2.	2018 Financial Report			
3.	Work Report of the Board for 2018			
4.	Work Report of the Board of Supervisors for 2018			
5.	Profit Distribution Proposal for 2018			
6.	Remuneration of Directors for 2018			
7.	Remuneration of Supervisors for 2018			
8.	Financing Plan for 2019			
9.	Guarantee Arrangement for 2019			
10.	Non-reappointment of Overseas Auditor and Appointment of Domestic Auditor for 2019 and Determination of its Remunerations			
11.	The Equity Swap and Transfer Agreement and the Disposal and Transfer Contemplated thereunder			
12.	The Engineering Construction Service Framework Agreement and the Transactions Contemplated thereunder and the Proposed Annual Caps for 2019, 2020 and 2021			
13.	Change of Business Scope of the Company			
Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
14.	Issuance of Debt Financing Instruments in 2019			
15.	General Mandate to Issue Shares			
16.	Amendments to Articles of Association			

Date: \_\_\_\_\_ 2019

Signature: \_\_\_\_\_ <sup>(Note 6)</sup>

*Notes:*

1. Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the shares register of members of the Company in block letters.
3. Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
4. If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend the meeting and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
5. **Important:** If you wish to vote for any resolution, please put a tick in the box marked “FOR” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “AGAINST” or insert the number of shares held by you. If you wish to vote abstention on any resolution, please put a tick in the box marked “ABSTAIN” or insert the number of shares held by you. Where no instruction is given, your proxy will be entitled to vote at his/her discretion.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or other officer duly authorized in writing. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
7. If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of relevant resolution, the share(s) represented by that shareholder or proxy will be regarded as valid votes when the Company counts the votes with respect to that resolution.
8. Any votes of abstention or abstention from voting shall be deemed as “abstained” for the number of shares they represented. Any vote which is not filled or wrongly filled or illegible or not casted shall be deemed that the voter has waived the voting rights and the corresponding poll shall be counted as “abstained”. Votes of abstention shall be regarded as valid votes casted when the Company takes poll in respect of the relevant matter.
9. To be valid, this form of proxy and, if such form is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company’s H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H shares of the Company) or the Company’s PRC registered office at No. 125 Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC (for holders of Domestic Shares of the Company) not less than 24 hours before the time appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Wednesday, 19 June 2019) or for the holding of any adjournment, or not less than 24 hours before the time appointed for taking the poll.
10. In case of registered joint holders of any shares, one of the registered joint holders can vote on such shares in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the AGM in person or by proxy, only the vote of the person whose name appears first in the register of members relating to the shares (in person or by proxy) will be accepted as the only vote of the joint holders.
11. You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

## **PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.