



## 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 2019 SECOND EXTRAORDINARY 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 2019 second extraordinary general meeting (the “**EGM**”) 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 9 a.m. on Friday, 13 September 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 EGM notice as indicated below or, if no such instruction is given, as my/our proxy thinks fit.

Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	Resolutions in Relation to the Application for Initial Public Offering of Renminbi Ordinary Shares (A Shares) and Listing, including:			
	1.1 Type of shares to be issued and par value			
	1.2 Number of A shares to be issued			
	1.3 Target subscribers			
	1.4 Methods of offering			
	1.5 Offer price of the shares			
	1.6 Place of listing of the shares			
	1.7 Use of proceeds from the A share offering			
	1.8 Undertaking of offering expenses			
	1.9 Underwriting method			
	1.10 Conversion into a joint stock limited liability company with shares issued and listed domestically and overseas			
	1.11 Valid period of the resolutions			
2.	Resolution in Relation to Authorization to the Board to Deal with Relevant Matters Concerning the Initial Public Offering and Listing of A Shares at its Absolute Discretion			
3.	Resolution in Relation to Feasibility of Investment Projects to be Funded by Proceeds from the Initial Public Offering of A Shares of the Company			
4.	Resolution in Relation to the Formulation of the Articles of Association (Draft Version) to Take Effect Upon Listing of A Shares of the Company			
5.	Resolution in Relation to the Formulation of the Rules of Procedure for General Meetings to Take Effect Upon Listing of A Shares of the Company			

Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
6.	Resolution in Relation to the Formulation of the Rules of Procedure for the Board to Take Effect Upon Listing of A Shares of the Company			
7.	Resolution in Relation to the Formulation of the Rules of Procedure for the Board of Supervisors to Take Effect Upon Listing of A Shares of the Company			
Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
8.	Resolution in Relation to the Distribution Plan of Accumulated Profits Before the A Share Offering of the Company			
9.	Resolution in Relation to the Report on the Use of Proceeds Raised from the Previous Offering of Hebei Construction Group Corporation Limited and the Authentication Report of the Company			
10.	Resolution in Relation to the Formulation of the A Share Price Stabilization Plan of the Company			
11.	Resolution in Relation to the Formulation of the Dividend Distribution Plan Within the Three Years After the Listing of A Shares of the Company			
12.	Resolution in Relation to Remedial Measures for the Dilution of Immediate Returns by the Initial Public Offering of A Shares and the Relevant Undertakings of the Company			
13.	Resolution in Relation to the Formulation of the Working Rules of the Independent Directors to Take Effect Upon Listing of A Shares of the Company			
14.	Resolution in Relation to the Formulation of the Rules of the Management of External Guarantees to Take Effect Upon Listing of A Shares of the Company			
15.	Resolution in Relation to the Issuance of Relevant Undertakings for the Initial Public Offering and Listing of A Shares of the Company			

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

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

**Notes:**

- 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).
- Please insert the full name(s) and address(es) as registered in the shares register of members of the Company in block letters.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- 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.
- 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.
- 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.
- If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of the relevant resolutions, 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.
- 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.
- 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 lodged to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 54, 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 EGM (i.e. not later than 9 a.m. on Thursday, 12 September 2019) or for the holding of any adjournment, or not less than 24 hours before the time appointed for taking the poll.
- In the case of joint holders of shares of the Company, only the joint shareholders who ranked first in the register of shareholders shall have the right to attend and vote at the EGM. In the event that an H shareholder appoints more than one proxy to attend the EGM, such proxies may only exercise their voting rights in a poll.
- You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. If you attend and vote at the EGM, 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.