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**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)**

**ANNOUNCEMENT**

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS FOR 2025 TO 2027**

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS FOR 2025 TO 2027**

References are made to the announcement dated 22 November 2021 and the circular dated 8 December 2021 of the Company in relation to, among others, the Engineering Construction Service Framework Agreement entered into between the Company and Zhongming Zhiye on 22 November 2021, and the annual caps set for the continuing connected transactions thereunder for 2022, 2023 and 2024.

Reference is further made to the announcement of the Company dated 22 November 2021 in relation to, among others, the Construction Auxiliary Service Framework Agreement entered into between the Company and Zhongming Zhiye on 22 November 2021, and the annual caps set for the continuing connected transactions thereunder for 2022, 2023 and 2024.

As the Engineering Construction Service Framework Agreement and the Construction Auxiliary Service Framework Agreement will expire on 31 December 2024 and taking into account that the counterparties to the framework agreements are the same and the terms and conditions are similar, the Company entered into the Engineering Construction Related Services Framework Agreement with Zhongming Zhiye on 6 May 2024 and proposed the annual caps for 2025, 2026 and 2027 thereunder, in order to contract for the engineering construction services and construction auxiliary services to be provided by the Group to Zhongming Zhiye and its associates in the ordinary course of business.

## **IMPLICATIONS OF THE LISTING RULES**

As of the date of this announcement, Zhongming Zhiye is owned as to 92.5% and 7.5% by Zhongru Investment and Qianbao Investment, the controlling shareholders of the Company, respectively. Therefore, Zhongming Zhiye is a connected person of the Group, and thus according to the Listing Rules, the transactions contemplated under the Engineering Construction Related Services Framework Agreement constitute continuing connected transactions of the Company.

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the transactions contemplated under the Engineering Construction Related Services Framework Agreement is higher than 5%, such transactions are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Having considered the pricing policies, basis of determination for the proposed annual caps, reasons for and benefits of the continuing connected transactions, and internal control measures of the Company, the Directors (including the independent non-executive Directors) are of the view that the Engineering Construction Related Services Framework Agreement is entered into on normal commercial terms in the ordinary and usual course of business of the Company, the terms and the proposed annual caps of the continuing connected transactions contemplated thereunder are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

## **AGM**

The AGM will be held by the Company for Shareholders to consider and, if thought fit, approve (among other things) the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps for 2025, 2026 and 2027.

Zhongru Investment and Qianbao Investment will abstain from voting on relevant resolution at the AGM. To the best of the knowledge, information and belief of the Directors after having made all reasonable inquiries, except for Zhongru Investment and Qianbao Investment, no other Shareholders will be required to abstain from voting at the AGM regarding the relevant resolution.

The Independent Board Committee comprising all independent non-executive Directors has been established to advise the Independent Shareholders in respect of the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps for 2025, 2026 and 2027. The Company has appointed Halcyon Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders regarding such matters.

A circular containing, among other things, (i) details of the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps for 2025, 2026 and 2027; (ii) a letter from the Independent Board Committee to Independent Shareholders on the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps for 2025, 2026 and 2027; (iii) a letter from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders on the above matters; and (iv) the notice of the AGM, will be sent to the Shareholders on or before 24 May 2024.

## I. RENEWAL OF CONTINUING CONNECTED TRANSACTIONS FOR 2025 TO 2027

### Engineering Construction Related Services Framework Agreement

#### (1) *Background*

References are made to the announcement dated 22 November 2021 and the circular dated 8 December 2021 of the Company in relation to, among others, the Engineering Construction Service Framework Agreement entered into between the Company and Zhongming Zhiye on 22 November 2021, and the annual caps set for the continuing connected transactions thereunder for 2022, 2023 and 2024. As disclosed in the announcement and the circular, pursuant to the Engineering Construction Service Framework Agreement, the Group provides engineering construction services, including but not limited to engineering procurement construction, decoration and landscape engineering, to Zhongming Zhiye and its associates in the ordinary course of business, and Zhongming Zhiye and its associates pay service fees to the Group.

Reference is further made to the announcement of the Company dated 22 November 2021 in relation to, among others, the Construction Auxiliary Service Framework Agreement entered into between the Company and Zhongming Zhiye on 22 November 2021, and the annual caps set for the continuing connected transactions thereunder for 2022, 2023 and 2024. As disclosed in the announcement, pursuant to the Construction Auxiliary Service Framework Agreement, the Group provides construction auxiliary services, including but not limited to design and consultancy, to Zhongming Zhiye and its associates in the ordinary course of business, and Zhongming Zhiye and its associates pay service fees to the Group.

As the Engineering Construction Service Framework Agreement and the Construction Auxiliary Service Framework Agreement will expire on 31 December 2024 and taking into account that the counterparties to the framework agreements are the same and the terms and conditions are similar, the Company entered into the Engineering Construction Related Services Framework Agreement with Zhongming Zhiye on 6 May 2024 and proposed the annual caps for 2025, 2026 and 2027 thereunder, in order to contract for the engineering construction services and construction auxiliary services to be provided by the Group to Zhongming Zhiye and its associates in the ordinary course of business. Subject to the approval at the AGM, the agreement is valid for a term of three years commencing from 1 January 2025 and expiring on 31 December 2027.

#### (2) *Engineering Construction Related Services Framework Agreement*

**Date:** 6 May 2024

**Parties** the Company (as the service provider); and  
Zhongming Zhiye (as the service recipient).

**Principal terms:**

According to the Engineering Construction Related Services Framework Agreement, the Group will provide engineering construction related services, including but not limited to engineering construction services such as engineering procurement construction, decoration and landscape engineering and construction auxiliary services such as design and consultancy to Zhongming Zhiye and its associates in the ordinary course of business, and Zhongming Zhiye and its associates will pay service fees to the Group. The term of the Engineering Construction Related Services Framework Agreement will commence from 1 January 2025 until 31 December 2027 (inclusive). Subject to the relevant laws, regulations and the Listing Rules, the term can be renewed for another three years upon its expiry as agreed by the relevant parties to the agreement, upon which the Group will continue to comply with the applicable requirements under the Listing Rules. Relevant subsidiaries or associated companies of both parties will separately enter into specific agreements and specify specific terms and conditions according to the principles stipulated in the Engineering Construction Related Services Framework Agreement.

**Pricing policy:**

According to the Engineering Construction Related Services Framework Agreement, the fees for the Group to provide engineering construction related services to Zhongming Zhiye and its associates will be determined based on arms-length negotiation with Zhongming Zhiye and its associates. The main reference factors include: (i) availability and cost of raw materials and equipment and machinery, labor and subcontractors; (ii) the local guiding prices of all kinds of raw materials as set out in the monthly cost information manual subscribed by the Company from the cost units under the local housing and urban-rural construction bureaus; (iii) the project process schedule, the complexity and scale of the construction project, and the potential revision of the scope of work; (iv) the geographical location and environmental conditions of the project site; (v) the Group's estimate of competitive bidding; and (vi) contractual risks.

Regarding the evaluation and analysis of competitive bidding, the Company has mainly formulated the following mechanisms: (i) the competitive quotation analysis mechanism, which is based on collecting bid opening records, network data, competitors' usual quotation methods and the importance attached to the project, which provides a comprehensive and overall analysis basis for quotation decision-making procedures; (ii) the quotation decision-making process mechanism led by the market operation department with the overall participation of each functional department (including but not limited to the production and technology department, the material procurement department and the finance department), where the bidding documents will be interpreted and the bidding strategic plan, division of responsibilities and specific timetable will be formulated through the pre-bidding meeting with the participation of the management of the above departments; and (iii) the final quotation decision-making team comprising the Company's general manager and market operation manager will determine the final quotation of the project with reference to the relevant information of competitors, the specific needs of the project and the impact on the Company's macro strategy.

In order to ensure that the fees charged by the Group for the provision of engineering construction related services are fair and reasonable and in line with to market practices, the Group will closely follow the current level of market fees and market conditions and Independent Third Party cost consultation institutions will review the pricing. In addition, the Group will also refer to the fees charged historically for providing similar engineering construction related services to Independent Third Party customers.

**(3) Historical amount**

For the four years ended/ending 31 December 2021, 2022, 2023 and 2024, the annual caps of the total service fees charged by the Group for providing engineering construction related services to Zhongming Zhiye and its associates are set forth below:

*(Unit: RMB million)*

	<b>Annual caps for the year ended/ending 31 December</b>			
	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>
Service fees for engineering construction services	1,400	1,200	1,000	900
Service fees for construction auxiliary services	<u>3</u>	<u>7</u>	<u>2</u>	<u>2</u>
<b>Total service fees</b>	<b><u>1,403</u></b>	<b><u>1,207</u></b>	<b><u>1,002</u></b>	<b><u>902</u></b>

For the three years ended 31 December 2021, 2022 and 2023 and the three months ended 31 March 2024, the actual total service fees charged by the Group for providing engineering construction related services to Zhongming Zhiye and its associates are set forth below:

*(Unit: RMB million)*

	<b>For the year ended 31 December</b>			<b>For the three months ended</b>
	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>31 March</b>
	<b>Actual transaction amount</b>			
	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>
Service fees for engineering construction services	610	550	245	10.54
Service fees for construction auxiliary services	<u>2.47</u>	<u>0.46</u>	<u>0.43</u>	<u>0</u>
<b>Total service fees</b>	<b><u>612.47</u></b>	<b><u>550.46</u></b>	<b><u>245.43</u></b>	<b><u>10.54</u></b>

**(4) Proposed annual caps**

For the three years ending 31 December 2025, 2026 and 2027, the proposed annual caps of the total service fees charged by the Group for providing engineering construction related services to Zhongming Zhiye and its associates are set forth below:

*(Unit: RMB million)*

	<b>Proposed annual caps for the year ending 31 December</b>		
	<b>2025</b>	<b>2026</b>	<b>2027</b>
Total service fees	500	560	600

**(5) Basis of determination of proposed annual caps**

The proposed annual caps under the Engineering Construction Related Services Framework Agreement for the three years ending 31 December 2025, 2026 and 2027 are determined mainly with reference to: (i) the engineering construction related services fees previously paid to the Group by Zhongming Zhiye and its affiliated real estate companies; (ii) expected project contract amount and construction progress; (iii) the number of projects currently available to the Group that require engineering construction related services; and (iv) newly-added engineering construction related services projects in the next three years expected by the Group. In particular:

- (i) although the historical transaction amounts of the Group's relevant engineering construction related services with Zhongming Zhiye and its associates recorded a declining trend in the past few years, the Company estimates an increase in the maximum annual total service fees of engineering construction related services fees charged to Zhongming Zhiye and its associates for the next three years. The Company's project backlog for the next three years records a significant increase from historical level. During the period from 2021 to the date of this announcement, the Company completed two projects and it is expected that five projects will be conducted from 2025 to 2027. In addition, an appropriate buffer has been added when formulating the annual caps to cope with potential new projects that cannot be confirmed at present;

(ii) major considerations referred by the Company in estimating prospective project contract amounts of the engineering construction related services provided to Zhongming Zhiye and its associates include:

- (a) the existing agreements entered into between the Group and Zhongming Zhiye and its associates, total contract amount of the relevant agreements as well as the estimation of cost according to the expected construction progress during the term of the Engineering Construction Related Services Framework Agreement;
- (b) the prospective agreements to be entered into between the Group and Zhongming Zhiye and its associates for the three years ending 31 December 2027, the prospective total contract value and the prospective project progress;

of which, the total contract amount of the existing agreements and the total contract amount of the projects to be entered into are estimated based on the Company's cost budget for related projects with reference to the gross profit margin and/or pricing standard for one square meter of similar projects. The prospective construction or transaction progress is estimated according to the Company's experience and construction schedule in previous similar projects;

(iii) when the Company estimates the service fees that it may receive from the newly added engineering construction related services projects in the next three years, the principal factor for reference is the transaction amount generated by the new projects in each year. As mentioned in (i) above, the Company expected that 11 projects will be conducted from 2025 to 2027. Of such 11 projects, six are under construction, and five have not been acquired but are currently under the Company's continuous and active tracking, which are expected to be acquired in a high probability, of which:

the transaction amount of the above six projects under construction is estimated based on the signed contract and the contract process schedule, amongst which, one project is currently expected to be completed by 31 December 2025, with a total contract amount of approximately RMB248 million; four projects are currently expected to be completed by 31 December 2026, with a total contract amount of approximately RMB82 million, and another one project is currently expected to be completed by 31 December 2027, with a total contract amount of approximately RMB45 million;

the transaction amount of the above remaining five outstanding projects is estimated based on the planned gross floor area of each project, the delivery standard and the cost budget of related projects, with reference to the gross profit margin of similar projects; the construction progress is estimated according to the planned acquisition time of each project with reference to the experience and construction schedule in previous similar projects. For the three years ending 31 December 2025, 2026 and 2027, the service fees expected to be charged by the Group under such projects for providing engineering construction related services to Zhongming Zhiye and its associates are approximately RMB252 million, RMB468 million and RMB555 million, respectively.

**(6) *Reasons for and benefits of entering into the Engineering Construction Related Services Framework Agreement***

Given that: (i) the Group has provided engineering construction related services to Zhongming Zhiye and its branches and subsidiaries in the past, and the relevant services provided in the past have provided stable and substantial profits to the Group; (ii) the pricing of engineering construction related services provided by the Group to Zhongming Zhiye and its affiliated real estate companies is fair and on normal commercial terms; and (iii) Zhongming Zhiye and its affiliated real estate companies have made timely payments in the past without bad debts. In the future, Zhongming Zhiye and its affiliated real estate companies will also give priority to the payment of project funds to the Group.

The Directors (including independent non-executive Directors) are of the opinion that, the Engineering Construction Related Services Framework Agreement and its proposed annual caps are entered into on normal commercial terms in the ordinary and usual course of business of the Company and are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

**(7) *Implications of the Listing Rules***

As of the date of this announcement, Zhongming Zhiye is owned as to 92.5% and 7.5% by Zhongru Investment and Qianbao Investment, the controlling shareholders of the Company, respectively. Therefore, Zhongming Zhiye is a connected person of the Group, and thus according to the Listing Rules, the transactions contemplated under the Engineering Construction Related Services Framework Agreement constitute continuing connected transactions of the Company. As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the transactions contemplated under the Engineering Construction Related Services Framework Agreement is higher than 5%, such transactions are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.



**(8) Internal Control Measures**

In order to ensure that the terms of the Engineering Construction Related Services Framework Agreement are fair and reasonable or no less favourable than those available to or from Independent Third Parties and are conducted on normal commercial terms, the Company has adopted the following internal control measures:

- The Company has adopted and implemented a set of connected transaction management system. According to the system, the Audit Committee of the Board is responsible for reviewing compliance with relevant laws, regulations, the Company's policies and the Listing Rules regarding continuing connected transactions. In addition, the Audit Committee of the Board, the office of the Board and various internal departments of the Company (including but not limited to the market operation department, the financial securities department and the finance management department and the legal department) are jointly responsible for evaluating the terms and service fees (including but not limited to identifying transactions with Independent Third Parties to determine the market prices) under the Engineering Construction Related Services Framework Agreement, especially the pricing policy of the transaction; the market operation department, the production security department and the finance management department are responsible for the approval of the annual caps and its fairness under such transaction;
- The Audit Committee of the Board, the office of the Board and various internal departments of the Company (including but not limited to the finance department and the legal department) will also regularly review the implementation of the Engineering Construction Related Services Framework Agreement and the progress of the transaction semi-annually and quarterly, respectively. In addition, the Board of the Company will regularly review the pricing policy of the Engineering Construction Related Services Framework Agreement on an annual basis; the Company's independent non-executive Directors and auditors will conduct annual reviews of the continuing connected transactions under the Engineering Construction Related Services Framework Agreement in accordance with the Listing Rules and provide annual confirmations to confirm that the transaction is conducted in accordance with the terms of the agreement and in accordance with normal commercial terms and pricing policy; and
- When considering the engineering construction related services provided by the Group to the above-mentioned connected persons, the finance management department of the Company will continue to regularly study the prevailing market conditions and practices on a semi-annual basis and refer to the pricing and terms of similar transactions concluded between the Group and Independent Third Parties to ensure that the pricing and terms provided by the above-mentioned connected persons through the bidding process or mutual commercial negotiation (as the case may be) are fair and reasonable, and no less favourable than those provided to Independent Third Parties.

**(9) Opinions of the Board**

Having considered the pricing policies, basis of determination for the proposed annual caps, reasons for and benefits of the continuing connected transactions, and internal control measures of the Company, the Directors (including the independent non-executive Directors) are of the view that the Engineering Construction Related Services Framework Agreement is entered into on normal commercial terms in the ordinary and usual course of business of the Company, the terms and the proposed annual caps of the continuing connected transactions contemplated thereunder are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

As Mr. Li Baoyuan, Mr. Li Baozhong, Mr. Shang Jinfeng, Mr. Zhao Wensheng, Mr. Tian Wei and Mr. Zhang Wenzhong are interested in or hold management positions in Zhongming Zhiye and/or its associates, they are therefore deemed to be connected to the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder. Thus, they have abstained from voting on the Board resolution to approve the Engineering Construction Related Services Framework Agreement and its proposed annual caps. Save for those disclosed above, none of the other Directors have any material interest in the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and none of the other Directors are required to abstain from voting on the Board resolution to consider and approve the Engineering Construction Related Services Framework Agreement and its proposed annual caps.

**(10) Independent Board Committee and Independent Financial Adviser**

The Company has established the Independent Board Committee (comprising all the independent non-executive Directors, namely Ms. Shen Lifeng, Ms. Chen Xin and Mr. Chan Ngai Sang Kenny) to advise the Independent Shareholders in respect of the Engineering Construction Related Services Framework Agreement and its proposed annual caps. The Company has appointed Halcyon Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders regarding such matters.

**(11) Information on Parties to the Agreement**

*Information on the Company*

The Company is a joint stock company incorporated in the PRC on 7 April 2017 with limited liability and is engaged in the provision of integrated solutions primarily for the construction contracting of buildings and infrastructure projects.

*Information on Zhongming Zhiye*

Zhongming Zhiye is a company incorporated in the PRC on 1 December 2016 with limited liability and is primarily involved in real estate consulting services, ecological tourism development and elderly care services. As at the date of this announcement, Zhongming Zhiye is owned as to 92.5% and 7.5% by Zhongru Investment and Qianbao Investment, the controlling shareholders of the Company, respectively.

## II. AGM

The AGM will be held by the Company for Shareholders to consider and, if thought fit, approve (among other things) the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps for 2025, 2026 and 2027.

Zhongru Investment and Qianbao Investment will abstain from voting on relevant resolution at the AGM. To the best of the knowledge, information and belief of the Directors after having made all reasonable inquiries, except for Zhongru Investment and Qianbao Investment, no other Shareholders will be required to abstain from voting at the AGM regarding the relevant resolution.

The Independent Board Committee comprising all independent non-executive Directors has been established to advise the Independent Shareholders in respect of the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps for 2025, 2026 and 2027. The Company has appointed Halcyon Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders regarding such matters.

A circular containing, among other things, (i) details of the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps for 2025, 2026 and 2027; (ii) a letter from the Independent Board Committee to Independent Shareholders on the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps for 2025, 2026 and 2027; (iii) a letter from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders on the above matters; and (iv) the notice of the AGM, will be despatched to the Shareholders on or before 24 May 2024.

### III. DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“AGM”	the 2023 annual general meeting of the Company to be convened and held physically at 8:30 a.m. on Monday, 24 June 2024 at Meeting Room No. 1, 3/F, No. 125 Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Company”	Hebei Construction Group Corporation Limited
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Construction Auxiliary Service Framework Agreement”	the construction auxiliary service framework agreement entered into between the Company and Zhongming Zhiye on 22 November 2021
“continuing connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Engineering Construction Related Services Framework Agreement”	the engineering construction related services framework agreement entered into between the Company and Zhongming Zhiye on 6 May 2024
“Engineering Construction Service Framework Agreement”	the engineering construction service framework agreement entered into between the Company and Zhongming Zhiye on 22 November 2021
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Independent Board Committee”	the independent board committee of the Company comprising all independent non-executive Directors independent from related matters to advise Independent Shareholders in respect of the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps for 2025, 2026 and 2027
“Independent Financial Adviser”	Halcyon Capital Limited, a corporation licensed to conduct type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser of the Company appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Engineering Construction Related Services Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps for 2025, 2026 and 2027
“Independent Shareholders”	Shareholders of the Company other than Zhongru Investment and Qianbao Investment
“Independent Third Party(ies)”	to the best knowledge of the Directors after having made all reasonable enquiries, person(s) not connected to the Group and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, for the purpose of this announcement only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Qianbao Investment”	Qianbao Investment Co., Ltd. (乾寶投資有限責任公司) (previously known as Baoyuan Investment Co., Ltd. (寶元投資有限責任公司)), a company incorporated in the PRC on 19 April 2010 with limited liability. As at the date of this announcement, Qianbao Investment directly and indirectly through Zhongru Investment held approximately 73.8% equity interests of the Company in aggregate and is a controlling shareholder of the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholders(s)”	holder(s) of the share(s) of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Zhongming Zhiye”	Zhongming Zhiye Group Co., Ltd. (中明置業集團有限公司) (formerly known as Zhongming Zhiye Co., Ltd. (中明置業有限公司)), a company incorporated in the PRC on 1 December 2016 with limited liability. As at the date of this announcement, Zhongming Zhiye is owned as to 92.5% and 7.5% by Zhongru Investment and Qianbao Investment, the controlling shareholders of the Company, respectively
“Zhongru Investment”	Zhongru Investment Co., Ltd. (中儒投資股份有限公司) (previously known as Baoding Zhongyang Investment Co., Ltd. (保定中陽投資股份有限公司)), a joint stock company incorporated in the PRC on 2 August 2010. As at the date of this announcement, Zhongru Investment directly held approximately 68.3% equity interests of the Company and is a controlling shareholder of the Company
“%”	per cent

By order of the Board  
**Hebei Construction Group Corporation Limited**  
**LI Baozhong**  
*Chairman and Executive Director*

Hebei, the PRC  
6 May 2024

*As of the date of this announcement, the executive Directors are Mr. LI Baozhong, Mr. SHANG Jinfeng, Mr. ZHAO Wensheng, Mr. TIAN Wei and Mr. ZHANG Wenzhong; the non-executive Director is Mr. LI Baoyuan; and the independent non-executive Directors are Ms. SHEN Lifeng, Ms. CHEN Xin and Mr. CHAN Ngai Sang Kenny.*