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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
FOR THE YEAR OF 2018 HELD ON 20 JUNE 2019
PAYMENT OF FINAL DIVIDENDS
AND
APPROVAL AND EFFECTIVENESS OF THE ARTICLES OF ASSOCIATION**

References are made to the notice of annual general meeting (the “**Notice of AGM**”) dated 3 May 2019 and the circular dated 31 May 2019 (the “**Circular**”) of Hebei Construction Group Corporation Limited (the “**Company**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

As at the date of the AGM, the total number of issued Shares of the Company is 1,761,383,500 Shares, comprising 461,383,500 H Shares and 1,300,000,000 Domestic Shares, which represents the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. As Zhongru Investment and Qianbao Investment have material interest in the Disposal and Transfer contemplated under the Equity Swap and Transfer Agreement and the Engineering Construction Service Framework Agreement and the transactions contemplated thereunder, Zhongru Investment and Qianbao Investment have abstained from voting in respect of the Ordinary Resolutions numbered 11 and 12 at the AGM. As at the date of the AGM, Zhongru Investment directly held and controlled or was entitled to exercise control over the voting rights of 1,202,500,000 Shares, representing approximately 68.3% of the total issued share capital of the Company. Qianbao Investment directly and indirectly through Zhongru Investment held and controlled or was entitled to exercise control over the voting rights of 1,300,000,000 Shares, representing approximately 73.8% of the total issued share capital of the Company in aggregate. Save for those disclosed above, there were no Shares entitling any Shareholders to attend but requiring them to abstain from voting in favor of or voting on the resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules, and no Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on any resolutions proposed at the AGM.

The Shareholders or their proxy present at the AGM represent a total of 1,761,268,479 Shares carrying voting rights of the Company, representing approximately 99.99% of the entire issued Shares of the Company as of the date of the AGM.

The AGM has been legally and validly convened and held in accordance with the Company Law of the PRC and the Articles of Association. The AGM was chaired by Mr. LI Baozhong, the chairman of the Board of the Company.

At the AGM held on 20 June 2019, all the proposed resolutions set out in the Notice of AGM have been voted on by poll. The Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited was appointed as the scrutineer for the poll at the AGM.

The Board is pleased to announce that all the proposed resolutions have been duly passed by Shareholders by way of poll at the AGM. The poll results of the resolutions are as follows:

Ordinary Resolutions		Votes (%)		
		For	Against	Abstain
1.	2018 Annual Report	1,403,638,592 (100%)	0 (0%)	0 (0%)
2.	2018 Financial Report	1,403,638,592 (100%)	0 (0%)	0 (0%)
3.	Work Report of the Board for 2018	1,403,638,592 (100%)	0 (0%)	0 (0%)
4.	Work Report of the Board of Supervisors for 2018	1,403,638,592 (100%)	0 (0%)	0 (0%)
5.	Profit Distribution Proposal for 2018	1,403,638,592 (100%)	0 (0%)	0 (0%)
6.	Remuneration of Directors for 2018	1,402,341,592 (99.91%)	0 (0%)	1,297,000 (0.09%)
7.	Remuneration of Supervisors for 2018	1,402,341,592 (99.91%)	0 (0%)	1,297,000 (0.09%)
8.	Financing Plan for 2019	1,403,638,592 (100%)	0 (0%)	0 (0%)
9.	Guarantee Arrangement for 2019	1,398,591,500 (99.64%)	4,528,092 (0.32%)	519,000 (0.04%)
10.	Non-reappointment of Overseas Auditor and Appointment of Domestic Auditor for 2019 and Determination of its Remunerations	1,402,341,592 (99.91%)	1,297,000 (0.09%)	0 (0%)
11.	The Equity Swap and Transfer Agreement and the Disposal and Transfer Contemplated thereunder	102,341,592 (98.75%)	0 (0%)	1,297,000 (1.25%)
12.	The Engineering Construction Service Framework Agreement and the Transactions Contemplated thereunder and the Proposed Annual Caps for 2019, 2020 and 2021	103,638,592 (100%)	0 (0%)	0 (0%)
13.	Change of Business Scope of the Company	1,403,638,592 (100%)	0 (0%)	0 (0%)

Special Resolutions		Votes (%)		
		For	Against	Abstain
14.	Issuance of Debt Financing Instruments in 2019	1,403,638,592 (100%)	0 (0%)	0 (0%)
15.	General Mandate to Issue Shares	1,399,710,500 (99.72%)	3,928,092 (0.28%)	0 (0%)
16.	Amendments to Articles of Association	1,402,341,592 (99.91%)	1,297,000 (0.09%)	0 (0%)

As more than 50% of votes cast were in favour of Ordinary Resolutions 1 to 13, and more than two thirds of the votes cast were in favor of Special Resolutions 14 to 16, all the above resolutions have been duly passed at the AGM.

PAYMENT OF FINAL DIVIDENDS

Upon approval by the Shareholders at the AGM, the Company determined the 2018 profit distribution plan and the details regarding the payment of final dividends are as follows:

The Company will distribute the 2018 final dividends on Thursday, 8 August 2019 to the domestic Shareholders and H Shareholders whose name appeared on the register of members of the Company on Thursday, 4 July 2019 of RMB0.30 per Share (tax inclusive) in cash. The 2018 final dividends to be distributed will be denominated and declared in Renminbi and Domestic Shareholders will be paid in Renminbi while H Shareholders will be paid in HK dollars. The exchange rate for HK dollars will be calculated in accordance with the average central parity rate (being HK\$1 = RMB0.879883) as announced by the PBOC three business days before the date of this announcement (inclusive of the day of this announcement), i.e. HK\$0.340954 per H Share (tax inclusive) in cash.

In order to ascertain the entitlements of the H Shareholders to receive the final dividends, the register of members of the Company will be closed from Saturday, 29 June 2019 to Thursday, 4 July 2019 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to receive the final dividends, all duly completed and signed share transfer documents together with relevant share certificates must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by holders of H Shares no later than 4:30 p.m. on Friday, 28 June 2019.

Final Dividend Income Tax Applicable to Overseas Shareholders

Withholding and Payment of EIT on behalf of Overseas Non-Resident Enterprise Shareholders

Pursuant to the applicable provisions of the EIT Law of the PRC (《中華人民共和國企業所得稅法》) and its implementing rules and the requirements under the Circular on Issues Relating to the Withholding of EIT by PRC Resident Enterprises on Dividends Paid to Overseas Non-PRC Resident Enterprise Shareholders of H Shares (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) issued by the SAT, the Company will withhold and pay EIT at the rate of 10% when it distributes the final dividend to overseas non-resident enterprise Shareholders of H Shares (including any H Shares of the Company registered in the name of HKSCC Nominees Limited, but excluding any H Shares of the Company registered in the name of HKSCC Nominees Limited which are held by China Securities Depository and Clearing Corporation Limited as nominee Shareholder on behalf of investors who invest in the H Shares of the Company through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect).

Withholding and Payment of Individual Income Tax on behalf of Overseas Individual Shareholders

Pursuant to the applicable provisions of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) and its implementing rules, the Notice of the State Administration of Taxation on Issues Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) (the “**Tax Notice**”) and other relevant laws, regulations and requirements under normative documents, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax on behalf of the overseas individual H Shareholders:

- For individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these individual H Shareholders in the distribution of the final dividend;
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of these individual H Shareholders in the distribution of the final dividend. If relevant individual H Shareholders would like to apply for a refund of the excess amount of tax withheld and paid, the Company will handle, on their behalf, the applications for tax preferential treatments under relevant tax treaties according to the Tax Notice. Qualified Shareholders please submit in time a letter of entrustment and all application materials as required under the Tax Notice to the Company’s H Share Registrar, Tricor Investor Services Limited. The Company will then submit the above documents to the competent tax authorities and, after their examination and if and when approved, the Company will assist in refunding the excess amount of tax withheld and paid;

- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty on behalf of these individual H Shareholders in the distribution of the final dividend; and
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these individual H Shareholders in the distribution of the final dividend.

APPROVAL AND EFFECTIVENESS OF THE ARTICLES OF ASSOCIATION

References are made to the announcements of the Company dated 25 March 2019 and 30 April 2019, in relation to the proposed amendments to the Articles of Association. The Board announces that the revised Articles of Association duly approved by Shareholders at the AGM shall take effect from 20 June 2019. The whole text of the revised Articles of Association will be available for downloading on the website of the Company at www.hebjs.com.cn and the website of the Stock Exchange at www.hkexnews.hk.

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

Hebei, China
20 June 2019

As of the date of this announcement, the executive Directors are Mr. LI Baozhong, Mr. SHANG Jinfeng, Mr. LIU Yongjian and Mr. ZHAO Wensheng; the non-executive Directors are Mr. LI Baoyuan and Mr. CAO Qingshe; and the independent non-executive Directors are Mr. XIAO Xuwen, Ms. SHEN Lifeng, Ms. CHEN Xin and Mr. CHAN Ngai Sang Kenny.