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北京城建设计发展集团股份有限公司

BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED

Beijing Urban Construction Design & Development Group Co., Limited

北京城建设计发展集团股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1599)

REVISED NOTICE OF THE 2020 ANNUAL GENERAL MEETING

REVISED NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting (the “AGM”) of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) will be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Friday, 28 May 2021, to consider and, if thought fit, approve the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Financial Report for 2020;
2. To consider and approve the Audited Consolidated Financial Statements for the Year of 2020 and its Summary;
3. To consider and approve the 2020 Profit Distribution Plan and Dividend Declaration Proposal;
4. To consider and approve the Re-appointment of Auditors for 2021 and Payment of the Auditing Service Fee for 2020;
5. To consider and approve the 2021 Investment Plan;
6. To consider and approve the Report of the Board of Directors for 2020;
7. To consider and approve the Report of the Board of Supervisors for 2020;
8. To consider and approve the Appointment of Ms. Shi Huaxin as a non-executive Director;

9. To consider and approve the continuing connected transactions with Beijing Infrastructure Investment Co., Ltd.;

“**THAT**, the New Integrated Services Framework Agreement to be executed by the Company and Beijing Infrastructure Investment Co., Ltd. and the annual caps for the continuing connected transactions contemplated thereunder for the three years ending 31 December 2023 are hereby approved and confirmed; and any executive Director of the Company is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the New Integrated Services Framework Agreement with such changes as he may consider necessary, desirable or expedient”;

SPECIAL RESOLUTIONS

10. To consider and approve the amendments to the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited; and
11. To consider and approve the Resolution on Authorising the Board a General Mandate to Issue Additional Domestic Shares and/or H Shares:

“**THAT:**

- (a) Subject to the following conditions, an unconditional and general mandate be hereby granted to the Board (or Director(s) authorised by the Board) to issue, allot and deal with the additional Domestic Shares and/or H Shares in the Company’s Share capital and to make or grant offers, agreements, or options in relation to such Shares:
 - (i) Except that the Board may make or grant offers, agreements, or options during the Relevant Period and such offers, agreements, or options might require further action or exercise after the end of the Relevant Period, the period of such mandate shall not exceed the Relevant Period;
 - (ii) The total number of Domestic Shares and/or H Shares allotted or conditionally or unconditionally agreed to be allotted (whether allotted pursuant to the options or otherwise) under the approval of the Board shall not exceed 20% of each of Domestic Shares and H Shares of the Company in issue on the date of passing the relevant resolutions by the Shareholders’ general meeting; and

- (iii) The Board (or Director(s) authorised by the Board) will exercise the power under the above mandate only under the circumstances where it is in compliance with the Company Law of the People’s Republic of China and the Listing Rules (both as amended from time to time) and obtain the approval from the China Securities Regulatory Commission and/or other related Chinese government authorities.
- (b) For the purpose of this resolution:
- “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of the followings:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of 12-month period after the passing of this resolution; or
 - (iii) the date on which the mandate granted under this resolution is revoked or varied by a special resolution at a shareholders’ general meeting.
- (c) To authorise the Board (or Director(s) authorised by the Board) to formulate and implement detailed issuance plan which includes, without limitation, the pricing mechanism and/or the issue price (including a price range), the number of shares to be issued, the target subscribers and the use of proceeds; to determine the issue timing and issue period, and to decide whether to place to existing shareholders or not when exercising the above-mentioned general mandate.
- (d) To authorise the Board (or Director(s) authorised by the Board) to engage intermediaries in connection with the issue and to approve and execute all actions, deeds, documents and such other matters that are necessary, appropriate, expedient or relevant to the issue; to consider, approve and execute agreements relating to the issue on behalf of the Company, including but not limited to placing and underwriting agreements, engagement agreements with intermediaries.
- (e) To authorise the Board (or Director(s) authorised by the Board) to consider, approve and execute, on behalf of the Company, the applications and documents relating to the issue to be submitted to relevant regulatory authorities; to fulfill relevant approval procedures in accordance with the requirements of regulatory authorities and requirements at the places where the Company is listed, and to handle all necessary record, registration and filing procedures at related government authorities in China, Hong Kong and/or any other regions and jurisdictions (if applicable).

- (f) To authorise the Board (or Director(s) authorised by the Board) to make amendments to the relevant agreements and legal documents mentioned in (d) and (e) above in accordance with the requirements of domestic and foreign regulatory authorities.

- (g) To authorise the Board (or Director(s) authorised by the Board) to approve the Company to increase its registered capital correspondingly after the issue based on the Domestic Shares and/or H Shares in issue and to make relevant amendments as it thinks fit to the Articles of Association of the Company to reflect corresponding changes in the Company's registered capital, total Share capital and shareholding structure.

By order of the Board

Beijing Urban Construction Design & Development Group Co., Limited

Pei Hongwei

Chairman

Beijing, 7 May 2021

As at the date of this notice, the executive directors of the Company are Wang Hanjun and Li Guoqing; the non-executive directors of the Company are Pei Hongwei, Tang Shuchang, Wu Donghui, Guan Jifa, Ren Yuhang, Su Bin, Wang Tao and Ren Chong; and the independent non-executive directors of the Company are Wang Guofeng, Ma Xufei, Sun Maozhu, Liang Qinghuai and Qin Guisheng.

Notes:

1. The register of members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021, both days inclusive, during which period no transfer of H Shares will be registered. Holders of H Shares and Domestic Shares whose names appeared on the register of members of the Company on Friday, 28 May 2021 shall be entitled to attend and vote at the AGM. Holders of H Shares of the Company who intend to attend and vote at the AGM must lodge all transfer documents accompanied by the relevant H Share certificates with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 24 May 2021 for registration.
2. The register of members of the Company will be closed from Sunday, 6 June 2021 to Friday, 11 June 2021, both days inclusive, during which period no transfer of H Shares will be registered. Holders of H Shares and Domestic Shares whose names appeared on the register of members of the Company on Friday, 11 June 2021 shall be entitled to receive the final dividend of the Company for 2020 (subject to Shareholders' approval at the AGM). Holders of H Shares of the Company who intend to receive the final dividend of the Company for 2020 must lodge all transfer documents accompanied by the relevant H Share certificates with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 4 June 2021 for registration.
3. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company but must attend the AGM in person to represent the relevant Shareholder.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, the instrument must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If the instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarised.
5. In order to be valid, the revised proxy form published on 7 May 2021 together with the notarised power of attorney or other documents of authorisation (if any) must be deposited at the Secretariat of the Board of Directors of the Company at 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC for holders of Domestic Shares and at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time stipulated for convening the AGM (or any adjournment thereof) (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the AGM (or any adjournment thereof). If no direction is given, the proxy will be entitled to vote or abstain as he or she thinks fit.
6. The AGM is estimated to last for about half a day. Shareholders or their proxies who attend the AGM (and any adjournment thereof) shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the AGM (and any adjournment thereof).
7. A Shareholder who has not yet lodged the proxy form dispatched on 28 April 2021 (the "**Original Proxy Form**") in accordance with the instructions printed thereon is requested to lodge the revised proxy form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the Original Proxy Form should not be lodged.
8. A Shareholder who has already lodged the Original Proxy Form in accordance with the instructions printed thereon should note that:
 - (i) If no revised proxy form is lodged in accordance with the instructions printed hereon, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions as set out in the revised notice of AGM.

- (ii) If the revised proxy form is lodged in accordance with the instructions printed hereon at or before 2:30 p.m. on Thursday, 27 May 2021, the revised proxy form will be treated as a valid proxy form lodged by the Shareholder if duly completed.
 - (iii) If the revised proxy form is lodged after the closing time set out in the revised notice of AGM, the revised proxy form will be deemed invalid. The Original Proxy Form previously lodged by the Shareholder will not be revoked. The Original Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolutions as set out in the revised notice of AGM).
9. Shareholders are reminded that the completion and return of the revised proxy form will not preclude them from attending and voting in person at the AGM or any adjournment thereof.