

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Beijing Urban Construction Design & Development Group Co., Limited (the “**Company**”) hereby announces that, at the meeting of the Board held on 2 November 2022, the Board considered and approved, among other things, the resolution in relation to the proposed amendments to the articles of association of the Company.

In order to further improve the corporate governance and reflect the latest shareholding structure of the Company, it is proposed to amend the existing articles of association of the Company (the “**Existing Articles of Association**”) in accordance with the Company Law of the People's Republic of China.

Details of the Amendments to the Existing Articles of Association of the Company are as follows:

**EXPLANATION ON THE AMENDMENTS TO THE
EXISTING ARTICLES OF ASSOCIATION**

Existing Articles	Amended Articles
CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
<p>Article 8</p> <p>.....</p> <p>Other senior management members referred to in the preceding paragraph include the deputy general manager, chief engineer, chief economist and chief accountant, chief planner and secretary to the board of directors.</p>	<p>Article 8</p> <p>.....</p> <p>Other senior management members referred to in the preceding paragraph include the deputy general manager, chief engineer, chief economist and chief accountant, chief planner, <u>chief architect, general counsel</u> and secretary to the board of directors.</p>
CHAPTER III SHARES, SHARE TRANSFER AND REGISTERED CAPITAL	CHAPTER III SHARES, SHARE TRANSFER AND REGISTERED CAPITAL
<p>Article 20 The share capital structure of the Company shall be as follows: 1,348,670,000 ordinary shares, of which 960,733,000 shares are domestic shares, among which, 571,031,118 shares are held by Beijing Urban Construction Group Co., Ltd.; 87,850,942 shares are held by Beijing Infrastructure Investment Co., Ltd.; 76,000,000 shares are held by Beijing Chengtong Enterprise Management Center (general partnership) (北京城通企業管理中心(普通合夥)); 46,000,000 shares are held by Beijing Jinguofa Equity Investment Fund (Limited Partnership); 43,925,470 shares are held by Beijing Rail Transit Construction and Management Co., Ltd.; 43,925,470 shares are held by Beijing Gonglian Highway Connect Line Co., Ltd.; 46,000,000 shares are held by Beijing Jinguochuang Advantage Industry Fund (Limited Partnership) (北京京國創優勢產業基金(有限合夥)); 23,184,000 shares are held by Beijing Zhongtai Investment Management Co., Ltd.; 22,816,000 shares are held by Beijing You Neng Shang Zhuo Venture Capital Fund (LLP). The remaining 387,937,000 shares are H shares.</p>	<p>Article 20 The share capital structure of the Company shall be as follows: 1,348,670,000 ordinary shares, of which 960,733,000 shares are domestic shares, among which, 571,031,118 shares are held by Beijing Urban Construction Group Co., Ltd.; 87,850,942 shares are held by Beijing Infrastructure Investment Co., Ltd.; 76,000,000 shares are held by Beijing Chengtong Enterprise Management Center (general partnership) (北京城通企業管理中心(普通合夥)); 46,000,000 shares are held by Beijing Jinguofa Equity Investment Fund (Limited Partnership); 43,925,470 shares are held by Beijing Rail Transit Construction and Management Co., Ltd.; 43,925,470 shares are held by Beijing Gonglian Highway Connect Line Co., Ltd.; 46,000,000 shares are held by Beijing Jinguochuang Advantage Industry Fund (Limited Partnership) (北京京國創優勢產業基金(有限合夥)); 23,184,000 shares are held by Beijing Zhongtai Investment Management <u>Shengda Xingye Real Estate Development</u> Co., Ltd. (北京盛達興業房地產開發有限公司); 22,816,000 shares are held by Beijing You Neng Shang Zhuo Venture Capital Fund (LLP). The remaining 387,937,000 shares are H shares.</p>

<p>CHAPTER XV QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, GENERAL MANAGER, AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY</p>	<p>CHAPTER XV QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, GENERAL MANAGER, AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY</p>
	<p><u>Article 154 The Company adopts a general counsel system to further exert the function of the general counsel in legal review and supervision of operation and management, thereby facilitating the legal operation and compliance management of the Company.</u></p> <p><u>The general counsel is the specific leader of the Company’s rule of law efforts and shall be responsible for legal affairs of the Company by coordinating and handling the decision-making, operation, and management of the Company. The general counsel reports directly to the general manager and the chairman and is accountable to the Board.</u></p> <p><u>Significant matters to be discussed and considered at a decision-making meeting of the Company that requires legal review and verification must be submitted to the general counsel for legal review in advance. If the general counsel considers that such matters involve material risks, submission to the decision-making meeting shall be deferred. The general counsel shall attend the meetings of the party committee and the Board and participate in the general manager’s work meetings to provide independent legal opinions on the legal issues related to the matters such as production and operation under consideration.</u></p>

Note: Due to the addition or deletion of chapters, the serial numbers involved in the relevant articles of this Articles of Association are also adjusted accordingly, and will not be explained separately. In the event of any inconsistency between the Chinese and English versions of this announcement, the Chinese version shall prevail.

The above proposed amendments are subject to consideration at the general meeting of the Company by way of special resolution. A circular containing details of the proposed amendments, together with a notice of the general meeting, will be despatched to the shareholders in due course. The amendments to the Existing Articles of Association will become effective from the date of passing the relevant resolution at the general meeting. Prior to the passing of the relevant resolution at the general meeting, the Existing Articles of Association shall remain valid. The above proposed amendments will be considered at the 2022 second extraordinary general meeting.

By order of the Board
Beijing Urban Construction Design & Development Group Co., Limited
Pei Hongwei
Chairman

Beijing, 2 November 2022

As at the date of this announcement, the executive directors of the Company are Wang Hanjun and Li Guoqing; the non-executive directors of the Company are Pei Hongwei, Shi Huaxin, Peng Dongdong, Li Fei, Wang Tao and Tang Qimeng; and the independent non-executive directors of the Company are Wang Guofeng, Qin Guisheng, Ma Xufei and Xia Peng.