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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 9 January 2024, 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 structure, 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 and other relevant regulations.

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
<p>Note: In these Articles of Association, “Company Law” refers to the Company Law revised on 27 October 2005 and effective on 1 January 2006; “Mandatory Provisions” refer to the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas jointly issued by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System; “Opinion Circular” refers to the Circular Regarding Opinions on the Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong jointly issued by the Overseas-Listing Department of the China Securities Regulatory Commission and the Production System Department of the former State Commission for Restructuring the Economic System (Zheng Jian Hai Han [1995] No.1); “Listing Rules” refer to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>	<p>Note: In these Articles of Association, “Company Law” refers to the Company Law of the People’s Republic of China revised on 27 October 2005 and effective on 1 January 2006 26 October 2006; “Mandatory Provisions” refer to the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas jointly issued by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System; “Opinion Circular” refers to the Circular Regarding Opinions on the Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong jointly issued by the Overseas-Listing Department of the China Securities Regulatory Commission and the Production System Department of the former State Commission for Restructuring the Economic System (Zheng Jian Hai Han [1995] No.1) “Guidance for the AoA” refers to the Guidance for the Articles of Association of Listed Companies issued by the China Securities Regulatory Commission; “Listing Rules” refer to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>

Existing Articles	Amended Articles
CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
<p>Article 1. To safeguard the legal interests of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”), its shareholders and creditors and to regulate the organization and behaviour of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “Company Law”), Securities Law of the People’s Republic of China (中華人民共和國證券法), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), the Circular regarding Opinions on Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules of the Stock Exchange”), the Rules Governing the Listing of Securities on the Shanghai Stock Exchange (the “Listing Rules of the SSE”), the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》) (the “Guidance for the Articles of Association”), the Constitution of the Communist Party of China (中國共產黨章程) (the “Constitution”) and other relevant regulations.</p>	<p>Article 1. To safeguard the legal interests of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”), its shareholders and creditors and to regulate the organization and behaviour of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “Company Law”), Securities Law of the People’s Republic of China (中華人民共和國證券法), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), the Circular regarding Opinions on Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules of the Stock Exchange”), the Rules Governing the Listing of Securities on the Shanghai Stock Exchange (the “Listing Rules of the SSE”), the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》) (the “Guidance for the <u>Articles of Association AoA</u>”), the Constitution of the Communist Party of China (中國共產黨章程) (the “Constitution”) and other relevant regulations.</p>
<p>Article 2. The Company was established as a joint stock limited company under the Company Law, Special Regulations and other relevant laws and administrative regulations of the PRC.</p> <p>...</p>	<p>Article 2. The Company was established as a joint stock limited company under the Company Law, Special Regulations and other relevant laws and administrative regulations of the PRC.</p> <p>...</p>

Existing Articles	Amended Articles
<p>CHAPTER VI SHARE CERTIFICATES AND REGISTER OF MEMBERS</p>	<p>CHAPTER VI SHARE CERTIFICATES AND REGISTER OF MEMBERS</p>
<p>Article 36. Share certificates of the Company shall be in registered form. The following particulars shall be stated in the share certificates of the Company:</p> <p>...</p> <p>(5) other particulars as required by the Company Law, Special Regulations, and the stock exchange(s) where the Company has its shares listed.</p> <p>...</p>	<p>Article 36. Share certificates of the Company shall be in registered form. The following particulars shall be stated in the share certificates of the Company:</p> <p>...</p> <p>(5) other particulars as required by the Company Law, Special Regulations, and the stock exchange(s) where the Company has its shares listed.</p> <p>...</p>
<p>CHAPTER VIII SHAREHOLDERS' GENERAL MEETING</p>	<p>CHAPTER VIII SHAREHOLDERS' GENERAL MEETING</p>
<p>Article 79. Shareholders' general meetings are organized and convened by the board of directors and presided over by the chairman of the board of directors; where the chairman of the board of directors is unable to or do not perform his duties, a director may be elected by more than one-half of the directors to preside over the meeting. Where the board of directors is unable to or do not perform its duty of convening shareholders' general meetings, the supervisory board shall convene and preside over the meeting in a timely manner; where the supervisory board do not convene and preside over shareholders' general meetings, shareholders individually or collectively holding more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own.</p>	<p>Article 79. Shareholders' general meetings are organized and convened by the board of directors and presided over by the chairman of the board of directors; where the chairman of the board of directors is unable to or do not perform his duties, <u>the vice-chairman of the board of directors shall preside over the meeting; where the vice-chairman of the board of directors is unable to or do not perform his duties,</u> a director may be elected by more than one-half of the directors to preside over the meeting. Where the board of directors is unable to or do not perform its duty of convening shareholders' general meetings, the supervisory board shall convene and preside over the meeting in a timely manner; where the supervisory board do not convene and preside over shareholders' general meetings, shareholders individually or collectively holding more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own.</p>

Existing Articles	Amended Articles
CHAPTER XI BOARD OF DIRECTORS	CHAPTER XI BOARD OF DIRECTORS
<p>Article 96. ... The election and removal of the chairman shall be approved by more than half of all directors. The term of office of the chairman shall be three years and eligible for re-election and re-appointment upon expiry.</p> <p>...</p>	<p>Article 96. ... The election and removal of the chairman <u>and the vice-chairman</u> shall be approved by more than half of all directors. The term of office of the chairman <u>and the vice-chairman</u> shall be three years and eligible for re-election and re-appointment upon expiry.</p> <p>...</p>
<p>Article 101. Under the premise of compliance with the applicable requirements of the relevant listing rules of the stock exchanges where the Company's shares are listed from time to time, the Company shall have a board of 7 to 15 directors with one chairman. The number of independent non-executive directors shall not be less than 3 and not less than one-third of all directors.</p>	<p>Article 101. Under the premise of compliance with the applicable requirements of the relevant listing rules of the stock exchanges where the Company's shares are listed from time to time, the Company shall have a board of 7 to 15 directors with one chairman <u>and one vice-chairman</u>. The number of independent non-executive directors shall not be less than 3 and not less than one-third of all directors.</p>
<p>Article 106 ... If the chairman of the Board is unable to exercise his/her duties, he/she may designate a director to exercise such functions and powers in his/her stead.</p>	<p>Article 106 ... If the chairman of the Board is unable to exercise his/her duties, he/she may designate a director to exercise such functions and powers in his/her stead <u>or do not perform his duties, the vice-chairman of the board of directors shall perform duties; where the vice-chairman of the board of directors is unable to or do not perform his duties, a director may be elected by more than one-half of the directors to perform duties.</u></p>

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.

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

Beijing, 9 January 2024

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.