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If you are in any doubts as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Beijing Urban Construction Design & Development Group Co., Limited**, you should at once hand this circular together with the accompanying proxy form and reply slip for the EGM to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED APPOINTMENT OF
NON-EXECUTIVE DIRECTORS AND
INDEPENDENT NON-EXECUTIVE DIRECTOR,
PROPOSED FORMULATION OF STANDARDS FOR
INDEPENDENT DIRECTORS' AND
INDEPENDENT SUPERVISORS' FEES,
PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
NOTICE OF
THE THIRD EXTRAORDINARY GENERAL MEETING 2014**

A notice convening the EGM to be held at 5 Fuchengmen North Street, Xicheng District, Beijing, China at 10 a.m. on Thursday, 13 November 2014, is set out on pages 12 to 13 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For holders of H Shares, the proxy form should be returned to 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 in hand or by post not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip on or before Friday, 24 October 2014.

27 September 2014

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended, modified or supplemented from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	Beijing Urban Construction Design & Development Group Co., Limited (北京城建設計發展集團股份有限公司), a joint stock company with limited liability incorporated in the PRC, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 1599)
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as enacted and adopted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, as the same may be amended, supplemented and otherwise modified from time to time
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded on any stock exchange
“EGM” or “Extraordinary General Meeting”	the third extraordinary general meeting 2014 of the Company to be convened on Thursday, 13 November 2014 by the Company
“H Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and are listed on the Hong Kong Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	the Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular, shall exclude the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Shareholders”	holders of the Shares of the Company
“Shares”	H Shares and Domestic Shares of the Company
“Supervisor(s)”	Supervisor(s) of the Company



北京城建设计发展集团股份有限公司

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Beijing Urban Construction Design & Development Group Co., Limited

北京城建設計發展集團股份有限公司

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

(Stock Code: 1599)

Members of the Board:

Executive Directors:

WANG Hanjun

LI Guoqing

Non-executive Directors:

WANG Liping

XU Jianyun

CHEN Daihua

HAO Weiya

SU Bin

KONG Lingbin

Registered office:

5 Fuchengmen North Street

Xicheng District

Beijing

PRC

Principal place of business in Hong Kong:

18/F, Tesbury Centre

28 Queen's Road East

Wanchai

Hong Kong

Independent Non-executive Directors:

ZHANG Fengchao

YIM Fung

SUN Maozhu

LIANG Qinghuai

To the Shareholders:

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF
NON-EXECUTIVE DIRECTORS AND
INDEPENDENT NON-EXECUTIVE DIRECTOR,
PROPOSED FORMULATION OF STANDARDS FOR
INDEPENDENT DIRECTORS' AND
INDEPENDENT SUPERVISORS' FEES,
PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
NOTICE OF
THE THIRD EXTRAORDINARY GENERAL MEETING 2014**

I. INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the EGM to be held at 5 Fuchengmen North Street, Xicheng District, Beijing, China at 10 a.m. on Thursday, 13 November 2014.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement dated on 27 August 2014 in relation to the proposed appointment of directors and proposed amendments to the Articles of Association. The Board has agreed to nominate Mr. Wang Hao and Mr. Tang Shuchang as the candidates for non-executive Directors and Mr. Wang Dexing as the candidate for independent non-executive Director. The three candidates will be additionally appointed to the Board.

Reference is made to the announcement dated on 26 September 2014 in relation to the proposed change of director. Mr. Hao Weiya tendered his resignation as a non-executive Director and a member of the Audit Committee of the Company. His resignation will take effective upon the approval of the appointment of a new non-executive Director to fill the vacancy at the EGM. The Board has agreed to nominate Mr. Zhang Jie as the candidate for a non-executive Director to fill the vacancy resulting from the resignation of Mr. Hao Weiya. As considered and approved by the Board, Mr. Zhang Jie will also be appointed as a member of the Audit Committee from the effective date of the aforesaid appointment.

The appointments of Mr. Wang Hao, Mr. Tang Shuchang, Mr. Wang Dexing and Mr. Zhang Jie are subject to the approval by the Shareholders at the EGM by way of ordinary resolutions.

Biographical details of Mr. Wang Hao

Mr. Wang Hao (王灝), aged 47, is the deputy party secretary, vice chairman and general manager of Beijing Capital Group Ltd. Mr. Wang acted as the executive secretary of the Party Committee Office, factory manager assistant, head of the enterprise development department and deputy factory manager of the 3rd Factory of Beijing Coal Corporation (北京市煤炭總公司) from July 1990 to December 1994; the deputy manager of Beijing Coal Corporation and general manager of Beijing Golden Time Real Estate Development Co., Ltd. (北京金泰房地產開發公司) from December 1994 to February 2000; the party member and deputy head of Beijing Municipality Overseas Finance and Investment Managing Center (北京市境外融投資管理中心) from February 2000 to March 2001; the party member, director and deputy general manager of Beijing State-owned Assets Management Co., Ltd. (北京市國有資產經營有限責任公司) from March 2001 to July 2001; the director, deputy general manager and standing member of the Party Committee of Beijing Metro Group Co., Ltd. from July 2001 to November 2003; the party member, deputy general manager, deputy party secretary, director and general manager of Beijing Infrastructure Investment Co., Ltd. (北京市基礎設施投資有限公司) from November 2003 to December 2009; the member of the Party Committee and deputy head of the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality (北京市人民政府國有資產監督管理委員會) from September 2009 to

LETTER FROM THE BOARD

January 2013; he has been the deputy party secretary, vice chairman and general manager of Beijing Capital Group Ltd. since January 2013; the vice chairman of Beijing Capital Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600008) and the director of Beijing Capital Land Ltd. (a company listed on the Hong Kong Stock Exchange, stock code: 2868) since August 2013; the non-executive director of Juda International Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1329) since December 2013. Mr. Wang obtained a bachelor degree of engineering majoring in mining engineering from Liaoning Technical University in July 1990; a master degree of engineering majoring in management system engineering from Liaoning Technical University in April 1994; a doctoral degree majoring in political economy from School of Economics, Peking University in January 2006; and he studied and worked in the public administration postdoctoral station of School of Government, Peking University from January 2009 to June 2012. He was qualified as an engineer by Beijing Intermediate Specialised Technique Qualification Evaluation Committee (北京市中級專業技術職務評審委員會) in July 1995. Mr. Wang was qualified as a senior economist by Beijing Senior Specialised Technique Qualification Evaluation Committee (北京市高級專業技術職務評審委員會) in August 2001.

Upon the appointment of Mr. Wang Hao as a non-executive Director approved by the Shareholders at the EGM, pursuant to the applicable laws and regulations of the PRC, the Company will enter into a service contract with Mr. Wang for a term commencing from the date of approval by the Shareholders at the EGM to the expiry date of the terms of office of the current Board. Mr. Wang will not receive any director's fees for acting as a non-executive Director.

Biographical details of Mr. Tang Shuchang

Mr. Tang Shuchang (湯舒暢), aged 53, is the head of the capital management department and an assistant to the general manager of Beijing Urban Construction Group. Mr. Tang worked as an assistant for the logistics department in Army 00092 of Infrastructural Engineering Brigade (基建工程兵零零九二部隊) from December 1978 to July 1983; the officer of the finance division of Beijing Urban Construction No. 4 Corporation (北京城建四公司) from August 1983 to April 1991; the cost accountant of the finance department of Beijing Urban Construction Group Corporation (北京城建總公司) from April 1991 to June 1995; the deputy head of the asset department of Beijing Urban Construction Group from June 1995 to June 1998; he has been the head of the capital management department of Beijing Urban Construction Group since June 1998; an assistant to the general manager of Beijing Urban Construction Group since March 2011; the supervisor of Beijing Urban Construction Investment Development Co., Ltd (a company listed on the Shanghai Stock Exchange, stock code: 600266) since July 2002. Mr. Tang graduated from Central College of Finance and Economics (中央財經學院) majoring in infrastructure finance and credit in July 1988; he was qualified as a senior accountant by Beijing Senior Specialised Technique Qualification Evaluation Committee in September 1999.

LETTER FROM THE BOARD

Upon the appointment of Mr. Tang Shuchang as a non-executive Director approved by the Shareholders at the EGM, pursuant to the applicable laws and regulations of the PRC, the Company will enter into a service contract with Mr. Tang for a term commencing from the date of approval by the Shareholders at the EGM to the expiry date of the terms of office of the current Board. Mr. Tang will not receive any director's fees for acting as a non-executive Director.

Biographical details of Mr. Wang Dexing

Mr. Wang Dexing (王德興), aged 68, worked in the flood detention office, Taiqian County, Henan Province (河南省台前縣滯洪辦公室) from 1962 to 1965. From 1965 to 1971, Mr. Wang took up the role as the secretary and vice platoon leader of the 17th company of 57th regiment of Railway Brigade and participated in the first phase construction work (parts of construction work of Line 1 and Line 2) for Beijing Subway, the first underground railway in China. In 1971, he switched to work in Beijing Metro Corporation (北京地鐵總公司) and till 2001 served as the party secretary for the metro power supply session and the vehicle session of Taiping Lake (太平湖) and the head of organization department of the Party Committee, general committee member, deputy party secretary and secretary of the disciplinary committee as well as party secretary of Beijing Metro Corporation. From 2001 to 2003, Beijing Metro Corporation was converted into Beijing Metro Group (北京地鐵集團). Mr. Wang served as the chairman and party secretary of the group and the chairman and party secretary of Beijing Mass Transit Railway Operation Corporation (北京地鐵運營公司). Between 2003 and 2008, he acted as the chairman and party secretary of Beijing Mass Transit Railway Operation Corporation. Between 1995 and 2010, Mr. Wang served as the chairman of Research Association of the Party Construction of Beijing Subway Light Rail (北京地鐵輕軌黨建研究會). Between 2006 to 2011, he took up the role as the director for both Beijing Infrastructure Investment Co., Ltd. and Beijing Environment Sanitation Engineering Group (北京環衛集團). He retired in 2011. Mr. Wang had been elected as the 8th, 9th and 10th Party representative of Beijing Municipality, the representative for the 12th NPC (National People's Congress) of Beijing Municipality and the deputy head for the NPC Urban Construction and Environmental Protection Committee (城建環保委員會) for that session. Mr. Wang graduated from Beijing Municipality Xicheng Vocational College (北京市西城職大) in 1984; graduated from Beijing College of Accounting and Finance (北京財貿學院) in 1987 through on-the-job learning; graduated from the class for further studies for prefectural and departmental cadres of the Party School of the Central Committee in 1993. In 1995, Mr. Wang graduated from the Party School of Central Committee majoring in Economics and Management.

Upon the appointment of Mr. Wang Dexing as an independent non-executive Director approved by the Shareholders at the EGM, pursuant to the applicable laws and regulations of the PRC, the Company will enter into a service contract with Mr. Wang for a term commencing from the date of approval by the Shareholders at the EGM to the expiry date of the terms of office of the current Board. Mr. Wang shall be entitled to an annual director's fee of HK\$150,000 before tax (while individual income tax will be withheld and paid by the Company). Such amount has been determined by the Board by reference to his duty and responsibility to the Company, the Company's policy for independent non-executive Director's fee and the prevailing market conditions.

LETTER FROM THE BOARD

Biographical details of Mr. Zhang Jie

Mr. Zhang Jie (張傑), aged 44, is the deputy general manager, general counsel and the secretary to the board of directors of Beijing Infrastructure Investment Co., Ltd. (北京市基礎設施投資有限公司). During the period from July 1991 to May 1994, Mr. Zhang worked at the Party School of Beijing Automotive Industry Corporation (北京市汽車工業總公司黨校) as a teacher. From May 1994 to June 1996, he acted as the deputy secretary of Youth League committee of Beijing Automotive Industry Corporation (北京市汽車工業總公司). From June 1996 to March 1997, Mr. Zhang acted as the general vice director of the training centre of Beijing Automotive Industry Group (北京市汽車工業集團) and later acted as the officer of the training centre as well as the President of both Staff University of Beijing Automotive Industry Corporation (北京市汽車工業總公司職工大學) and Beijing City Automotive Industrial School (北京市汽車工業學校) from March 1997 to July 2002. During the period from July 2002 to September 2005, Mr. Zhang acted as the deputy party secretary of Beijing Hyundai Motor Company (北京現代汽車有限公司). Since September 2005, Mr. Zhang serves as the deputy manager of the administrative management department, head of party committee office (board of directors office), secretary to the board of directors, general counsel and deputy general manager of Beijing Infrastructure Investment Co., Ltd. (北京市基礎設施投資有限公司). Since June 2014, he serves as a non-executive director of China City Railway Transportation Technology Holdings Company Limited, a company listed on the Stock Exchange of Hong Kong Limited (stock code: 1522). Mr. Zhang graduated from the China University of Political Science and Law (中國政法大學) with a bachelor degree in Law in July 1991 and obtained a master degree in Business Administration from Peking University (北京大學) in July 2001. Mr. Zhang obtained the lawyer qualification certificate and senior economist qualification certificate in June 1994 and June 2011, respectively.

Upon the appointment of Mr. Zhang Jie as a non-executive Director approved by the Shareholders at the EGM, pursuant to the applicable laws and regulations of the PRC, the Company will enter into a service contract with Mr. Zhang for a term commencing from the date of approval by the Shareholders at the EGM to the expiry date of the terms of office of the current Board. Mr. Zhang will not receive any director's fees for acting as a non-executive Director.

Save as disclosed above, none of the aforesaid director candidates has been a director of other listed companies in the last three years nor held any other position with the Company or its subsidiaries. The aforesaid candidates do not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. The aforesaid candidates do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this circular.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of Hong Kong Listing Rules and there are no other matters that need to be brought to the attention of the shareholders.

LETTER FROM THE BOARD

III. PROPOSED FORMULATION OF STANDARDS FOR INDEPENDENT DIRECTORS' AND INDEPENDENT SUPERVISORS' FEES

According to the laws and regulations such as Company Law, Hong Kong Listing Rules, and the Articles of Association of the Company, in light of the Company's current operating management position, the Company proposed to formulate the following standards for independent Directors' and independent supervisors' fees by reference to the fee standards of the other listed companies in return for the contributions to the Company by such independent Directors and independent supervisors:

- (1) Independent Director' fee is HK\$150,000 per annum (tax inclusive);
- (2) Independent supervisor' fee is HK\$80,000 per annum (tax inclusive).

The standards for independent supervisors' fee, which have been considered and approved by the Remuneration Committee of the Company, were proposed to the meeting of the Board for consideration due to an interest of more than half of the members in the standards for independent Directors' fees. This proposal has been considered and approved in the meeting of the Board held on 27 August 2014, and is now submitted as an ordinary resolution for consideration and approval at the EGM.

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 August 2014 in relation to proposed appointment of directors and proposed amendments to the Articles of Association. As the Company's H Shares were listed on the Hong Kong Stock Exchange on 8 July 2014 and the completion of the exercise of over-allotment option took place on 21 July 2014, the registered capital and total share capital of the Company changed accordingly. In order to reflect the above changes and propose to appoint three additional Directors based on the actual requirements of the Company, the Board proposed the following amendments to the current Articles of Association pursuant to the Company Law and the Articles of Association:

- (1) The current Article 18 of the Articles of Association is:

"After the establishment of the Company and upon approval from the securities regulatory authorities of the State Council, a maximum of 394,285,714 overseas listed foreign shares (H shares) may be issued through the initial public offering and account for no more than 30% of its total ordinary shares.

LETTER FROM THE BOARD

After completion of the abovementioned H shares issuance without the exercise of the over-allotment option, the share capital structure of the Company shall be as follows: 1,314,285,714 ordinary shares, of which 567,848,740 shares are held by Beijing Urban Construction Group Co., Ltd., 87,361,345 shares by Beijing Infrastructure Investment Co., Ltd., 46,000,000 shares by Beijing National Development Equity Investment Fund (Limited Partnership), 43,680,672 shares by Beijing Rail Transit Construction and Management Co., Ltd., 43,680,672 shares by Beijing Gonglian Highway Connect Line Co., Ltd., 46,000,000 shares by Tianjin Jun Rui Qi Equity Investment Partnership (LLP), 23,184,000 shares by Beijing Zhongtai Investment Management Co., Ltd., 22,816,000 shares by Beijing You Neng Shang Zhuo Venture Capital Fund (LLP), 39,428,571 shares by National Council for Social Security Fund and 394,285,714 shares by the other H shareholders.

If an over-allotment option of 15% is fully exercised, the share capital structure of the Company shall be as follows: 1,373,428,571 ordinary shares, of which 563,326,051 shares are held by Beijing Urban Construction Group Co., Ltd., 86,665,546 shares by Beijing Infrastructure Investment Co., Ltd., 46,000,000 shares by Beijing National Development Equity Investment Fund (Limited Partnership), 43,332,773 shares by Beijing Rail Transit Construction and Management Co., Ltd., 43,332,773 shares by Beijing Gonglian Highway Connect Line Co., Ltd., 46,000,000 shares by Tianjin Jun Rui Qi Equity Investment Partnership (LLP), 23,184,000 shares by Beijing Zhongtai Investment Management Co., Ltd., 22,816,000 shares by Beijing You Neng Shang Zhuo Venture Capital Fund (LLP), 45,342,857 shares by National Council for Social Security Fund and 453,428,571 shares by the other H shareholders.”

It is proposed that the current Article 18 of the Articles of Association shall be deleted in its entirety and replaced by the following article:

“After the establishment of the Company and upon approval from the securities regulatory authorities of the State Council, a total of 387,937,000 overseas listed foreign shares (H shares) have been issued through the initial public offering (upon the full exercise of the over-allotment option, i.e., 15%), accounting for 30.48% of its total ordinary shares. After the completion of the abovementioned H shares issuance, the share capital structure of the Company shall be as follows: 1,272,670,000 ordinary shares, of which 884,733,000 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.; 46,000,000 shares are held by Beijing Jingguofa 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 Tianjin Jun Rui Qi Equity Investment Partnership (LLP); 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.”

LETTER FROM THE BOARD

(2) The current Article 21 of the Articles of Association is:

“The Company has a registered capital of RMB920,000,000 prior to the issuance of its overseas listed foreign shares. After the issuance of the aforesaid overseas listed foreign shares, its registered capital shall be adjusted subject to the actual circumstances of issuance and filed with the competent securities regulatory authority of the State Council.”

It is proposed that the current Article 21 of the Articles of Association shall be deleted in its entirety and replaced by the following article:

“The Company has a registered capital of RMB1,272,670,000.”

(3) The current Article 95 of the Articles of Association is:

“Under the premise of compliance with the applicable requirements of the relevant listing rules from time to time, the Company shall have a board of 12 directors with one chairman and four independent non-executive directors. The number of independent non-executive directors shall not be less than 3 and not less than one-third of all directors at any time.”

It is proposed that the current Article 95 of the Articles of Association shall be deleted in its entirety and replaced by the following article:

“Under the premise of compliance with the applicable requirements of the relevant listing rules from time to time, the Company shall have a board of 15 directors with one chairman and five independent non-executive directors. The number of independent non-executive directors shall not be less than 3 and not less than one-third of all directors at any time.”

This proposal has been considered and approved in the meeting of the Board held on 27 August 2014 and is now proposed by way of a special resolution for consideration and approval at the EGM.

V. EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at 5 Fuchengmen North Street, Xicheng District, Beijing, China at 10 a.m. on Thursday, 13 November 2014, is set out on pages 12 to 13 of this circular. A proxy form and a reply slip for the EGM are also enclosed herewith.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For holders of H Shares, the proxy form should be returned to 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 in hand or by post not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting

LETTER FROM THE BOARD

thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish.

If you wish to attend the EGM either in person or by proxy, you are required to complete and return the completed reply slip for the meeting on or before Friday, 24 October 2014.

VI. VOTES BY WAY OF POLL

According to the Hong Kong Listing Rules and the Articles of Association, the resolutions set out in the notice of the EGM will be voted on by way of poll. Results of the poll voting will be posted on the website of the Company at www.bjucd.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the EGM.

VII. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the EGM are in the interests of the Company and its Shareholders as a whole, and accordingly recommends you to vote in favor of the proposed resolutions above.

Yours faithfully,
By order of the Board
Beijing Urban Construction Design & Development Group Co., Limited
Wang Liping
Chairman

Beijing, 27 September 2014



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)

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING 2014

NOTICE IS HEREBY GIVEN that the Third Extraordinary General Meeting 2014 (the “EGM”) of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) will be held at 5 Fuchengmen North Street, Xicheng District, Beijing, China at 10 a.m. on Thursday, 13 November 2014, to consider and, if thought fit, approve the following resolutions (unless otherwise stated, the terms used herein shall have the same meaning as defined in the circular dated 27 September 2014 of the Company (“Circular”)):

ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the proposed appointment of non-executive directors and independent non-executive director:
 - (i) To appoint Mr. Wang Hao as a non-executive Director
 - (ii) To appoint Mr. Tang Shuchang as a non-executive Director
 - (iii) To appoint Mr. Wang Dexing as an independent non-executive Director
 - (iv) To appoint Mr. Zhang Jie as a non-executive Director
2. To consider and approve the resolution in relation to the proposed formulation of standards for independent directors’ and independent supervisors’ fees;

SPECIAL RESOLUTION

3. To consider and approve the resolution in relation to the proposed amendments to the Articles of Association.

By order of the Board

Beijing Urban Construction Design & Development Group Co., Limited

Wang Liping

Chairman

Beijing, 27 September 2014

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING 2014

As at the date of this notice, the executive Directors are Wang Hanjun and Li Guoqing; the non-executive Directors are Wang Liping, Xu Jianyun, Chen Daihua, Hao Weiya, Su Bin and Kong Lingbin; and the independent non-executive Directors are Zhang Fengchao, Yim Fung, Sun Maozhu and Liang Qinghuai.

Notes:

1. Details of the above resolutions are set out in the Circular.
2. The register of shares of the Company will be closed from Tuesday, 14 October 2014 to Thursday, 13 November 2014, both days inclusive, during which period no transfer of shares will be registered. Holders of H Shares and Domestic Shares whose names appeared on the register of members of the Company as at Thursday, 13 November 2014 shall be entitled to attend and vote at this EGM. In order for holders of H shares to qualify for attending and voting at this EGM, all transfer documents accompanied by the relevant H share certificates must be lodged 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, 13 October 2014 for registration.
3. A shareholder entitled to attend and vote at this EGM 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 this EGM 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 authorized in writing. If the shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that 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 proxy form together with the notarized power of attorney or other documents of authorization (if any) must be deposited at the Secretariat of the Board of Directors of the Company, at 5 Fuchengmen North Street, Xicheng District, Beijing, China 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 this EGM (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 this EGM (or any adjournment thereof) if he or she so wishes. If no direction is given, the proxy will be entitled to vote or abstain as he or she thinks fit.
6. Holders of domestic shares who intend to attend this EGM in person or by proxy should complete and deposit the reply slip at the Secretariat of the Board of Directors of the Company on or before Friday, 24 October 2014 in hand, by post or by fax. Holders of H shares who intend to attend this EGM in person or by proxy should complete and deposit the reply slip at Computershare Hong Kong Investor Services Limited on or before Friday, 24 October 2014 in hand, by post or by fax.
7. This EGM is estimated to last for about half a day. Shareholders who attend this EGM (or any adjournment thereof) in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending this EGM (or any adjournment thereof).