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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)

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

As at the date of this announcement, 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).