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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)**

**(1) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR**

**(2) PROPOSED APPOINTMENT OF SUPERVISOR**

**AND**

**(3) COMMENCEMENT OF DISCUSSION ON**

**THE PROPOSED ISSUE OF A SHARES**

The Board of the Company announces that:

- (1) Mr. Zhang Jie tendered his resignation as a non-executive director and a member of the Audit Committee of the Company on 26 October 2015 due to a change of job assignment. The resignation of Mr. Zhang Jie will take effect upon the approval of the appointment of a new non-executive director at an extraordinary general meeting of the Company to fill the vacancy following the resignation;

Mr. Guan Jifa has been nominated as a non-executive director of the Company, to fill the vacancy following the resignation of Mr. Zhang Jie. The appointment is subject to the approval by the shareholders of the Company at an extraordinary general meeting by way of an ordinary resolution. As considered and approved by the Board, Mr. Guan Jifa will also be appointed as a member of the Audit Committee from the effective date of the aforementioned appointment;

- (2) Mr. Li Wenhong tendered his resignation as shareholder representative supervisor on 21 October 2015 due to a change of job assignment. On 29 October 2015, the fifth meeting of the first session of the board of supervisors of the Company considered and approved the proposal to appoint Mr. Fu Yanbing as a shareholder representative supervisor of the Company to fill the vacancy arising from the resignation of Mr. Li Wenhong. The appointment of Mr. Fu Yanbing is subject to the approval of the shareholders of the Company at an extraordinary general meeting by way of an ordinary resolution; and

- (3) the Company has commenced the relevant work for planning and discussion in respect of the proposed issue of A shares in China.

## **PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR**

### **Resignation of Non-executive Director**

The board of directors (the “**Board**”) of Beijing Urban Construction Design & Development Group Co., Limited (the “**Company**”) announces that Mr. Zhang Jie tendered his resignation as a non-executive director and a member of the Audit Committee of the Company on 26 October 2015 due to a change of job assignment. The resignation of Mr. Zhang Jie will take effect upon the approval of the appointment of a new non-executive director at an extraordinary general meeting of the Company to fill the vacancy following the resignation.

Mr. Zhang Jie has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhang Jie for his valuable contribution to the Company in the his tenure of office.

### **Proposed Appointment of Non-executive Director**

The Board further announces that Mr. Guan Jifa has been nominated as a non-executive director of the Company to fill the vacancy following the resignation of Mr. Zhang Jie. The appointment is subject to the approval by the shareholders of the Company at an extraordinary general meeting by way of an ordinary resolution. As considered and approved by the Board, Mr. Guan Jifa will also be appointed as a member of the Audit Committee from the effective date of the aforementioned appointment.

Biographical details of Mr. Guan Jifa are set out below:

Mr. Guan Jifa (關繼發), aged 50, is the deputy general manager of Beijing Infrastructure Investment Co., Ltd. From July 1987 to August 1992, Mr. Guan worked at Heilongjiang Metallurgical Design and Planning Institute (黑龍江冶金設計規劃院) as an engineer. He served as the project manager and deputy general manager of Beijing Urban No. 3 Construction Development Co., Ltd. (北京城建三建設發展有限公司) from June 1994 to April 2005. He served as the deputy general manager and general manager of Beijing Subway Construction Company (北京地下鐵道建設公司) from April 2005 to January 2008. He served as the chairman of Beijing Capital Investment Co., Ltd. (北京京創投資有限公司) from January 2008 to March 2010. He has been the general manager of the land development business department, assistant to the general manager and deputy general manager of Beijing Infrastructure Investment Co., Ltd. since March 2010. Mr. Guan obtained a Bachelor’s degree majoring in mining engineering from Xi’an Metallurgy and Architecture College (西安冶金建築學院) in July 1987. From August 1992 to June 1994, he studied at Northern Jiaotong University (北方交通大學), majoring in railway engineering. From April 2002 to July 2004, he took an MBA course at University of International Business and Economics in China (中國對外經濟貿易大學) through on-the-job learning. In January 2009, he obtained a Doctorate degree majoring in civil engineering construction and management from Xi’an University of Architecture and Technology (西安建築科技大學). Mr. Guan was awarded a senior engineer qualification by Beijing Senior Specialised Technique Titles Evaluation Committee (北京市高級專業技術職務評審委員會) in September 1999.

Save as disclosed above, Mr. Guan Jifa has not held any directorships in any other listed companies for the last three years or any other positions in the Company or its subsidiaries. Mr. Guan Jifa does not have any relationship with any director, supervisor, senior management or substantial or controlling shareholder of the Company. As at the date of this announcement, Mr. Guan Jifa does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”).

Upon the appointment of Mr. Guan Jifa as a non-executive director approved by the shareholders of the Company at an extraordinary general meeting, the Company will enter into a service contract with Mr. Guan Jifa in accordance with the applicable laws and regulations of the PRC for a term starting from the date of the approval by the shareholders of the Company at an extraordinary general meeting to the expiry date of the terms of office of the members of the current Board. Mr. Guan Jifa will not receive any director’s fees for acting as a non-executive director.

Save as disclosed above, there is no other information about the appointment of Mr. Guan Jifa which is required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) nor are there any other matters which need to be brought to the attention of the shareholders of the Company.

## **PROPOSED APPOINTMENT OF SUPERVISOR**

Reference is made to the announcement of the Company dated 22 October 2015 in relation to the resignation of supervisor. Mr. Li Wenhong tendered his resignation as shareholder representative supervisor on 21 October 2015 due to a change of job assignment. On 29 October 2015, the fifth meeting of the first session of the board of supervisors of the Company considered and approved the proposal to appoint Mr. Fu Yanbing as a shareholder representative supervisor of the Company to fill the vacancy arising from the resignation of Mr. Li Wenhong. The appointment of Mr. Fu Yanbing is subject to the approval of the shareholders of the Company at an extraordinary general meeting by way of an ordinary resolution.

The biographical details of Mr. Fu Yanbing are set out below:

Mr. Fu Yanbing (傅炎冰), aged 27, is the chief of the fund investment department of Beijing State-owned Capital Operation and Management Center (北京國有資本經營管理中心) and a senior vice-president of Beijing Equity Investment Development and Management Co., Ltd. (北京股權投資發展管理有限公司). Mr. Fu was an assistant of the fund investment department of Beijing State-owned Capital Operation and Management Center from July 2011 to July 2013 and has been the chief of the fund investment department of Beijing State-owned Capital Operation and Management Center since July 2013. Mr. Fu has been a senior vice-president of Beijing Equity Investment Development and Management Co., Ltd. since March 2015. Mr. Fu obtained a Bachelor’s degree majoring in basic mathematical science (數學基礎科學) from Tsinghua University in July 2009 and a Master’s degree majoring in applied economics (應用經濟學) from Tsinghua University in July 2011.

Save as disclosed above, Mr. Fu Yanbing has not held any directorships in any other listed companies for the last three years or any other positions in the Company or its subsidiaries. Mr. Fu Yanbing does not have any relationship with any director, supervisor, senior management or substantial or controlling shareholder of the Company. As at the date of this announcement, Mr. Fu Yanbing does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Upon the appointment of Mr. Fu Yanbing as a shareholder representative supervisor approved by the shareholders of the Company at an extraordinary general meeting, the Company will enter into a service contract with Mr. Fu Yanbing in accordance with the applicable laws and regulations of the PRC for a term starting from the date of the approval by the shareholders of the Company at the extraordinary general meeting to the expiry date of the terms of office of the members of the current board of supervisors. Mr. Fu Yanbing will not receive any remuneration for acting as a supervisor.

Save as disclosed above, there is no other information about the appointment of Mr. Fu Yanbing which is required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules nor are there any other matters which need to be brought to the attention of the shareholders of the Company.

## **COMMENCEMENT OF DISCUSSION ON PROPOSED ISSUE OF A SHARES**

The Board of the Company announces that the Company has commenced the relevant work for planning and discussion in respect of the proposed issue of A shares in China. There is uncertainty as to the proposed issue of A shares. There is no assurance that the proposed issue of A shares will proceed and the proposed issue of A shares is subject to, among other matters, the approvals by the Board, the shareholders of the Company, the China Securities Regulatory Commission and other relevant regulatory authorities, and the capital market conditions in China. Shareholders and potential investors of the Company are advised to exercise caution when trading in the shares of the Company.

A circular containing, among other things, details of the proposed appointment of non-executive director, the proposed appointment of supervisor and a notice of convening an extraordinary general meeting will be despatched to the shareholders of the Company as soon as practicable.

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

Beijing, 29 October 2015

*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 Wang Liping, Chen Daihua, Wang Hao, Zhang Jie, Su Bin, Kong Lingbin and Tang Shuchang; and the independent non-executive directors of the Company are Zhang Fengchao, Wang Dexing, Yim Fung, Sun Maozhu and Liang Qinghuai.*