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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)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2016

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting in 2016 (the “EGM”) of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) will be held at Conference Room 620, Building 2, No. 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Thursday, 28 January 2016, 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 of the Company dated 11 December 2015 (“Circular”)):

ORDINARY RESOLUTIONS

1. To approve, confirm and rectify the Supplemental Agreement to the Existing Non-competition Agreement entered into by the Company and BUCG on 29 October 2015 to amend the Existing Non-competition Agreement;
2. To approve, confirm and rectify the Supplemental Agreement to the Integrated Services Framework Agreement entered into by the Company and BUCG on 9 December 2015 to amend the Integrated Services Framework Agreement;
3. To consider and approve the revision of the annual cap of the revenue transactions under the Integrated Services Framework Agreement as amended by the Supplemental Agreement to the Integrated Services Framework Agreement for the financial year ending 31 December 2016;
4. To consider and approve the appointment of Mr. Guan Jifa as a non-executive Director of the Company;
5. To consider and approve the appointment of Ms. Guo Yanhong as a non-executive Director of the Company; and

6. To consider and approve the appointment of Mr. Fu Yanbing as a supervisor of the Company.

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

Beijing, 11 December 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.

Notes:

1. Details of the above resolutions are set out in the Circular. For the details of resolution 1, please refer to the section headed “II. Amendments to the Existing Non-competition Agreement” of the letter from the Board in the Circular. For the details of resolutions 2 and 3, please refer to the section headed “III. Entering into of the Supplemental Agreement to the Integrated Services Framework Agreement and Revision of Relevant Annual Cap resulting from Amendments to the Existing Non-competition Agreement” of the letter from the Board in the Circular. For the details of resolutions 4 and 5, please refer to the section headed “IV. Proposed Appointments of Non-executive Directors” of the letter from the Board in the Circular. For the details of resolution 6, please refer to the section headed “V. Proposed Appointment of A Supervisor” of the letter from the Board in the Circular.
2. The register of members of the Company will be closed from Tuesday, 29 December 2015 to Thursday, 28 January 2016, 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, 28 January 2016 shall be entitled to attend and vote at the EGM. Holders of H Shares of the Company who intend to attend and vote at the EGM must lodge all transfer documents accompanied by the relevant H Share certificates 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, 28 December 2015 for registration.
3. A Shareholder entitled to attend and vote at the 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 the 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 authorised in writing. If the Shareholder is a corporation, the instrument must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If the 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 notarised power of attorney or other documents of authorisation (if any) must be deposited at the Secretariat of the Board of Directors of the Company at No. 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC 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 the 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 the EGM (or any adjournment thereof). 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 the EGM in person or by proxy should complete and deposit the reply slip for attending the meeting at the Secretariat of the Board of Directors of the Company on or before Thursday, 7 January 2016 in hand, by post or by fax. Holders of H Shares who intend to attend the EGM in person or by proxy should complete and deposit the reply slip for attending the meeting at Computershare Hong Kong Investor Services Limited on or before Thursday, 7 January 2016 in hand, by post or by fax.
7. The EGM is estimated to last for about half a day. Shareholders or their proxies who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM (or any adjournment thereof).