



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)

## PROXY FORM

### FOR THE 2017 SECOND EXTRAORDINARY GENERAL MEETING OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED TO BE HELD ON 26 DECEMBER 2017 AND AT ANY ADJOURNMENT THEREOF

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 2)</sup> \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note 3)</sup> H shares/domestic shares <sup>(Note 4)</sup> of RMB1.00  
each in the share capital of Beijing Urban Construction Design & Development Group Co., Limited (the “**Company**”), hereby  
appoint the Chairman of the EGM, or <sup>(Note 5)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the 2017 Second Extraordinary General Meeting of the  
Company (the “**EGM**”) to be held at 501, Block D, Hengtai Center, No. 18 Fengtai North Road, Fengtai District, Beijing, the PRC at  
9:30 a.m. on Tuesday, 26 December 2017 or at any adjournment thereof as hereunder indicated in respect of the resolutions set out in  
the notice convening the EGM dated 11 November 2017, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		FOR <sup>(Note 6)</sup>	AGAINST <sup>(Note 6)</sup>	ABSTAIN <sup>(Note 6)</sup>
1.	<p><b>“THAT</b></p> <p>(a) the proposed Key Employee Stock Ownership Scheme (“<b>KESOS</b>”) as set out in the July Announcement and the establishment of the general partnership enterprise to hold the domestic shares under the Non-public Issuance be and are hereby approved;</p> <p>(b) the details of the Non-Public Issuance as set out in the July Announcement be and are hereby approved:</p> <ul style="list-style-type: none"> <li>i. method of issuance, class and nominal value of the shares to be issued</li> <li>ii. subscriber</li> <li>iii. number of shares to be issued</li> <li>iv. price determination method</li> <li>v. lock-up period</li> <li>vi. validity period of the resolutions</li> </ul> <p>(c) the subscription of portions of the Key Employee Stock Ownership Scheme (“<b>KESOS Portions</b>”) by connected persons of the Company (the “<b>Connected Participant</b>”) in the manner described under the section headed “Connected Subscription” in the circular of the Company (the “<b>Connected Subscription</b>”), including but not limited to the allotment and issue of not more than 76,000,000 Domestic Shares (subject to the final number of KESOS Portions (and therefore the corresponding Domestic Shares) subscribed by the Connected Participants) to the Partnership Enterprise for the purposes of the Connected Subscriptions, and the transactions contemplated thereunder be and is hereby approved;</p> <p>(d) any executive director(s) of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Key Employee Stock Ownership Scheme, the Partnership Enterprise Agreement, the Non-Public Issuance, the Connected Subscriptions and the amendment, variation or modification of the terms and conditions of the Key Employee Stock Ownership Scheme, the Partnership Enterprise Agreement, the Non-Public Issuance and the Connected Subscriptions on such terms and conditions as any executive director(s) of the Company may think fit.”</p>			

SPECIAL RESOLUTIONS		FOR <small>(Note 6)</small>	AGAINST <small>(Note 6)</small>	ABSTAIN <small>(Note 6)</small>
2.	<p><b>“THAT</b></p> <p>to authorise the Board, and the Board will then delegate the authority to the executive director(s) or person designated by such director(s) to deal with matters in connection with KESOS. Such authorisation includes:</p> <p>(1) to authorise the Board to implement the KESOS by the way of Non-Public Issuance of Domestic Shares;</p> <p>(2) to authorise the Board to deal with change and termination of the KESOS, including but not limited to cancel the qualification of plan holder as agreed in this plan and early termination of the KESOS;</p> <p>(3) to authorise the Board to decide on the extension of the KESOS’s duration;</p> <p>(4) upon the consideration and approval of the KESOS by the general meeting, in the event of changes to the relevant laws, regulations and policies during the implementation period, to authorise the Board to make corresponding adjustments to the KESOS in accordance with the new policies;</p> <p>(5) to authorise the Board to handle all matters in relation to lock-up and unlock of acquired shares under the KESOS;</p> <p>(6) to authorise the Board to determine the detailed subscription standard for target participants under the KESOS;</p> <p>(7) to authorise the Board to handle all matters in relation to establishing the partnership;</p> <p>(8) to authorise the Board to sign, execute, amend and terminate any agreement in relation to the domestic shares under Non-public Issuance and the KESOS;</p> <p>(9) to authorise the Board to handle all the matters in relation to the non-public issuance of domestic shares, including but not limited to handling the registration of the non-public issuance of domestic shares in China Securities Depository and Clearing Co., Ltd.; to propose amendment to the relevant provisions of the Articles of Association and handle matters such as change in business registration according to the actual issuance results;</p> <p>(10) to authorise the Board to handle other necessary matters needed for KESOS, except for those documents explicitly requiring the rights to be exercised by the general meeting;</p> <p>(11) expiry term: the term authorized to the Board shall be consistent with the valid period of KESOS.”</p>			

Date: \_\_\_\_\_ 2017

Signature (Note 7) : \_\_\_\_\_

**Notes:**

- Please insert full name(s) of the shareholder(s) as registered in the register of members of the Company in block capitals.
- Please insert full address(es) of the shareholder(s) as registered in the register of members of the Company in block capitals.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please delete as appropriate.
- If a proxy other than the Chairman of the EGM is preferred, cross out the words “**the Chairman of the EGM, or**” and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the EGM will act as your proxy. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company but must be present in person to represent you. **Any changes should be initialled by the person who signs this proxy form.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK (“✓”) IN THE BOX MARKED “ABSTAIN”.** If you do not indicate how you wish your proxy to vote, the person appointed as your proxy will exercise his/her discretion to vote or abstain from voting.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must either be executed under seal or under the hand of a director or an attorney duly authorized to sign the same. If this proxy form is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarized.
- To be valid, the holders of domestic shares who intend to attend the EGM shall deliver this proxy form (if this proxy form is signed by your attorney authorised, together with a notarially certified copy of the power of attorney or other authorisation document (if any)) to the Secretariat of the board of directors of the Company at 501, Block D, Hengtai Center, No. 18 Fengtai North Road, Fengtai District, Beijing, China not less than 24 hours before the time appointed for the EGM or any adjournment thereof. The holders of H shares must deliver the documents mentioned above to the Company’s H share registrar, Computer share Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM or any adjournment thereof.
- Completion and return of this proxy form will not preclude you from attending and voting at the EGM.
- Identification documents must be shown by shareholder(s) or proxy (or proxies) to attend the EGM.