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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 H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of the holders of H shares (the “**H Shares Class Meeting**”) of Beijing Urban Construction Design & Development Group Co., Limited (the “**Company**”) will be held at 501, Block D, Hengtai Center, No. 18 Fengtai North Road, Fengtai District, Beijing, the PRC at 10:00 a.m. on Tuesday, 26 December 2017, to consider and, if thought fit, approve the following resolutions (unless otherwise stated, the terms used herein shall have the same meanings as defined in the announcement of the Company dated 25 July 2017 (“**July Announcement**”)):

SPECIAL RESOLUTIONS

1. “THAT

- (a) the proposed Key Employee Stock Ownership Scheme (“**KESOS**”) 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;
- (b) the details of the Non-Public Issuance as set out in the July Announcement be and are hereby approved:
 - i. method of issuance, class and nominal value of the shares to be issued
 - ii. subscriber
 - iii. number of shares to be issued

- iv. price determination method
 - v. lock-up period
 - vi. validity period of the resolutions
- (c) the subscription of portions of the Key Employee Stock Ownership Scheme (“**KESOS Portions**”) by connected persons of the Company (the “**Connected Participant**”) in the manner described under the section headed “Connected Subscription” in the circular of the Company (the “**Connected Subscription**”), 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;
- (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.”

2. “**THAT**

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:

- (1) to authorise the Board to implement the KESOS by the way of Non-Public Issuance of Domestic Shares;
- (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;

- (3) to authorise the Board to decide on the extension of the KESOS's duration;
- (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;
- (5) to authorise the Board to handle all matters in relation to lock-up and unlock of acquired shares under the KESOS;
- (6) to authorise the Board to determine the detailed subscription standard for target participants under the KESOS;
- (7) to authorise the Board to handle all matters in relation to establishing the partnership;
- (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;
- (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;
- (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;
- (11) expiry term: the term authorized to the Board shall be consistent with the valid period of KESOS."

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

Beijing, 11 November 2017

As at the date of this notice, the executive directors of the Company are Wang Hanjun and Li Guoqing; the non-executive directors of the Company are Wang Liping, Chen Daihua, Guo Yanhong, Guan Jifa, Su Bin, Yan Lianyuan 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 resolution are set out in the Circular.
2. The register of members of the Company will be closed from Sunday, 26 November 2017 to Tuesday, 26 December 2017, both days inclusive, during which period no transfer of Shares will be registered. Holders of H Shares whose names appeared on the register of members of the Company as at Tuesday, 26 December 2017 shall be entitled to attend and vote at the H Shares Class Meeting. Holders of H Shares of the Company who intend to attend and vote at the H Shares Class Meeting 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 Friday, 24 November 2017 for registration.
3. A Holder of H Shares entitled to attend and vote at the H Shares Class Meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a Holder of H Shares but must attend the H Shares Class Meeting 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 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 H Shares Class Meeting (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 H Shares Class Meeting (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 H Shares who intend to attend the H Shares Class Meeting 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 Wednesday, 6 December 2017 in hand, by post or by fax.
7. The H Shares Class Meeting is estimated to last for less than half a day. Shareholders or their proxies who attend the H Shares Class Meeting (or any adjournment thereof) shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the H Shares Class Meeting (or any adjournment thereof).