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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)**

**POLL RESULTS OF THE 2018 FIRST EXTRAORDINARY  
GENERAL MEETING HELD ON 15 AUGUST 2018,  
APPOINTMENT OF DIRECTORS,  
APPOINTMENT OF SUPERVISORS,  
APPOINTMENT OF CHAIRMAN OF THE BOARD OF DIRECTORS,  
APPOINTMENT OF MEMBERS OF THE SPECIAL COMMITTEES  
OF THE BOARD OF DIRECTORS,  
APPOINTMENT OF CHAIRMAN OF THE BOARD OF  
SUPERVISORS  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION**

The board of directors (the “**Board**”) of Beijing Urban Construction Design & Development Group Co., Limited (the “**Company**”) announces that at the 2018 First Extraordinary General Meeting of the Company held at 333 meeting room, 3F, Beijing Urban Construction Design & Development Group Co., Limited, No. 7 Toutiao, Nan Lishi Road, Xicheng District, Beijing, the PRC at 3:30 p.m. on Wednesday, 15 August 2018 (the “**EGM**”), all the proposed resolutions as set out in the notice of the EGM dated 29 June 2018 were passed by the shareholders of the Company by way of poll.

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 18 July 2018 (the “**Circular**”).

As at the date of the EGM, the number of Shares in issue was 1,348,670,000 Shares (of which 960,733,000 are Domestic Shares and 387,937,000 are H Shares), which was the total number of Shares entitling the holders thereof to attend and vote on the resolutions at the EGM. As Mr. Wang Hanjun held 48,000 H Shares and 1,000,000 Domestic Shares of the Company, he was required to abstain from voting and did not vote on the resolution 1 “To consider and approve the appointment of Mr. Wang Hanjun as an executive director of the Company” at the EGM. As Mr. Li Guoqing held 48,000 H Shares and 1,000,000 Domestic Shares of the Company, he was required to abstain from voting and did not vote on the resolution 2 “To consider and approve the appointment of Mr. Li Guoqing as an executive director of the Company” at the EGM. Save as the aforementioned, there was no Shareholder who was required to abstain from casting votes on any of the resolutions proposed at the EGM. There were no Shares entitling the Shareholders to attend but required to abstain from voting on any resolutions at the EGM as set out in Rule 13.40 of the Hong Kong Listing Rules. No Shareholder stated its intention in the Circular to vote against the resolutions or to abstain from voting at the EGM. A total of 11 Shareholders and valid proxies holding an aggregate of 1,121,261,366 Shares with voting rights, representing approximately 83.138304% of the total number of Shares in issue, entitling the holders thereof to vote at the meeting, were present at the EGM. The convening of the EGM was in accordance with the Company Law of the PRC and the Articles of Association. The EGM was presided by Ms. Wang Liping, the chairman of the Board.

## POLL RESULTS OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

The poll results of the resolutions at the EGM are as follows:

| Ordinary Resolutions |  | Number of Votes (%)                     |                                     |                                    | Voting Results |
|----------------------|--|---|-------------------------------------|------------------------------------|----------------|
|                      |  | For                                     | Against                             | Abstain                            |                |
| 1.                   | To consider and approve the appointment of Mr. Wang Hanjun as an executive director of the Company;      | 1,108,135,366<br>Shares<br>(98.829354%) | 11,517,000<br>Shares<br>(1.027147%) | 1,609,000<br>Shares<br>(0.143499%) | Passed         |
| 2.                   | To consider and approve the appointment of Mr. Li Guoqing as an executive director of the Company;       | 1,108,135,366<br>Shares<br>(98.829354%) | 11,517,000<br>Shares<br>(1.027147%) | 1,609,000<br>Shares<br>(0.143499%) | Passed         |
| 3.                   | To consider and approve the appointment of Mr. Shi Yubin as a non-executive director of the Company;     | 1,109,135,366<br>Shares<br>(98.918539%) | 11,517,000<br>Shares<br>(1.027147%) | 609,000<br>Shares<br>(0.054314%)   | Passed         |
| 4.                   | To consider and approve the appointment of Mr. Tang Shuchang as a non-executive director of the Company; | 1,109,135,366<br>Shares<br>(98.918539%) | 11,517,000<br>Shares<br>(1.027147%) | 609,000<br>Shares<br>(0.054314%)   | Passed         |

| Ordinary Resolutions |  | Number of Votes (%)                     |                                     |                                  | Voting Results |
|----------------------|--|---|-------------------------------------|----------------------------------|----------------|
|                      |  | For                                     | Against                             | Abstain                          |                |
| 5.                   | To consider and approve the appointment of Ms. Wu Donghui as a non-executive director of the Company;                  | 1,109,135,366<br>Shares<br>(98.918539%) | 11,517,000<br>Shares<br>(1.027147%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 6.                   | To consider and approve the appointment of Mr. Guan Jifa as a non-executive director of the Company;                   | 1,094,868,116<br>Shares<br>(97.646111%) | 25,784,250<br>Shares<br>(2.299575%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 7.                   | To consider and approve the appointment of Mr. Ren Yuhang as a non-executive director of the Company;                  | 1,109,135,366<br>Shares<br>(98.918539%) | 11,517,000<br>Shares<br>(1.027147%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 8.                   | To consider and approve the appointment of Mr. Su Bin as a non-executive director of the Company;                      | 1,108,996,366<br>Shares<br>(98.906143%) | 11,656,000<br>Shares<br>(1.039543%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 9.                   | To consider and approve the appointment of Mr. Yu Xiaojun as a non-executive director of the Company;                  | 1,109,135,366<br>Shares<br>(98.918539%) | 11,517,000<br>Shares<br>(1.027147%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 10.                  | To consider and approve the appointment of Mr. Ren Chong as a non-executive director of the Company;                   | 1,109,135,366<br>Shares<br>(98.918539%) | 11,517,000<br>Shares<br>(1.027147%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 11.                  | To consider and approve the appointment of Mr. Wang Dexing as an independent non-executive director of the Company;    | 1,115,247,366<br>Shares<br>(99.463640%) | 5,405,000<br>Shares<br>(0.482046%)  | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 12.                  | To consider and approve the appointment of Dr. Yim Fung as an independent non-executive director of the Company;       | 1,113,277,294<br>Shares<br>(99.287938%) | 7,375,072<br>Shares<br>(0.657748%)  | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 13.                  | To consider and approve the appointment of Mr. Sun Maozhu as an independent non-executive director of the Company;     | 1,115,207,366<br>Shares<br>(99.460072%) | 5,445,000<br>Shares<br>(0.485614%)  | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 14.                  | To consider and approve the appointment of Mr. Liang Qinghuai as an independent non-executive director of the Company; | 1,115,247,366<br>Shares<br>(99.463640%) | 5,405,000<br>Shares<br>(0.482046%)  | 609,000<br>Shares<br>(0.054314%) | Passed         |

| Ordinary Resolutions |  | Number of Votes (%)                     |                                    |                                  | Voting Results |
|----------------------|--|---|------------------------------------|----------------------------------|----------------|
|                      |  | For                                     | Against                            | Abstain                          |                |
| 15.                  | To consider and approve the appointment of Mr. Qin Guisheng as an independent non-executive director of the Company; | 1,115,247,366<br>Shares<br>(99.463640%) | 5,405,000<br>Shares<br>(0.482046%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 16.                  | To consider and approve the appointment of Mr. Yuan Guoyue as a supervisor of the Company;                           | 1,113,767,366<br>Shares<br>(99.331646%) | 6,885,000<br>Shares<br>(0.614040%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 17.                  | To consider and approve the appointment of Ms. Nie Kun as a supervisor of the Company;                               | 1,113,588,366<br>Shares<br>(99.315681%) | 7,064,000<br>Shares<br>(0.630005%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 18.                  | To consider and approve the appointment of Ms. Zhao Hong as a supervisor of the Company;                             | 1,113,767,366<br>Shares<br>(99.331646%) | 6,885,000<br>Shares<br>(0.614040%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 19.                  | To consider and approve the appointment of Mr. Chen Rui as a supervisor of the Company; and                          | 1,113,588,366<br>Shares<br>(99.315681%) | 7,064,000<br>Shares<br>(0.630005%) | 609,000<br>Shares<br>(0.054314%) | Passed         |
| 20.                  | To consider and approve the appointment of Mr. Zuo Chuanchang as a supervisor of the Company.                        | 1,115,247,366<br>Shares<br>(99.463640%) | 5,405,000<br>Shares<br>(0.482046%) | 609,000<br>Shares<br>(0.054314%) | Passed         |

As more than 50% of the votes from the Shareholders (including proxies) attending and having the rights to vote at the EGM were cast in favour of each of the resolutions numbered 1 to 20, the resolutions numbered 1 to 20 were duly passed as ordinary resolutions of the Company.

Save as the above resolutions numbered 1 to 20, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the Shares carrying voting rights of the Company.

The Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

## **APPOINTMENT OF DIRECTORS**

At the EGM, Mr. Wang Hanjun and Mr. Li Guoqing were appointed as executive Directors. Mr. Shi Yubin, Mr. Tang Shuchang, Ms. Wu Donghui, Mr. Guan Jifa, Mr. Ren Yuhang, Mr. Su Bin, Mr. Yu Xiaojun and Mr. Ren Chong were appointed as non-executive Directors. Mr. Wang Dexing, Dr. Yim Fung, Mr. Sun Maozhu, Mr. Liang Qinghuai and Mr. Qin Guisheng were appointed as independent non-executive Directors. They were appointed as Directors of the second session of the Board. Please refer to the Circular for biographical details of the aforementioned appointed Directors and other information disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules. As of the date of this announcement, there are no any changes on such information.

Ms. Wang Liping, Mr. Yan Lianyuan and Mr. Zhang Fengchao, the retired Directors of the first session of the Board, confirm that there is no disagreement with the Board, nor is there other matter that needs to be brought to the attention of the Shareholders. The Board expressed their gratitude towards Ms. Wang Liping, Mr. Yan Lianyuan and Mr. Zhang Fengchao for their contributions to the Company during their term of office.

## **APPOINTMENT OF SUPERVISORS**

At the EGM, Mr. Yuan Guoyue, Ms. Nie Kun, Ms. Zhao Hong, Mr. Chen Rui and Mr. Zuo Chuanchang were appointed as Supervisors of the second session of the Board of Supervisors to form the second session of the Board of Supervisors with the employee representative Supervisors, namely Ms. Yang Huiju, Mr. Liu Hao and Mr. Ban Jianbo. Please refer to the announcement of the Company dated 29 June 2018 for biographical details of the aforementioned appointed Supervisors and other information disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules. As of the date of this announcement, there are no any changes on such information.

Mr. Ren Chong, the retired Supervisor of the first session of the Board of Supervisors, confirms that there is no disagreement with the Board and the Board of Supervisors, nor is there other matter that needs to be brought to the attention of the Shareholders. The Board and the Board of Supervisors expressed their gratitude towards Mr. Ren Chong for his contribution to the Company during his term of office.

## **APPOINTMENT OF CHAIRMAN OF THE BOARD OF DIRECTORS**

The Board also announces that Mr. Shi Yubin was elected as the chairman of the second session of the Board at a meeting of the Board held on 15 August 2018, with immediate effect.

## **APPOINTMENT OF MEMBERS OF THE SPECIAL COMMITTEES OF THE BOARD OF DIRECTORS**

The Board also announces that members of the special committees of the second session of the Board were elected at a meeting of the Board held on 15 August 2018. Details are as follow:

### **Nomination Committee**

Chairman: Shi Yubin

Members: Wang Dexing, Liang Qinghuai, Qin Guisheng, Su Bin

### **Audit Committee**

Chairman: Sun Maozhu

Members: Ren Yuhang, Liang Qinghuai, Qin Guisheng, Yu Xiaojun

### **Remuneration Committee**

Chairman: Wang Dexing

Members: Sun Maozhu, Yim Fung, Wu Donghui, Ren Chong

### **Overseas Risk Control Committee**

Chairman: Shi Yubin

Members: Wang Hanjun, Li Guoqing

## **APPOINTMENT OF CHAIRMAN OF THE BOARD OF SUPERVISORS**

The Board also announces that Mr. Yuan Guoyue was elected as the chairman of the second session of the Board of Supervisors at a meeting of the Board of Supervisors held on 15 August 2018, with immediate effect.

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board also announces that the resolution in relation to the proposed amendments to the Articles of Association was considered and approved at the meeting of the Board held on 15 August 2018.



In view of the relevant provisions of the “Notice regarding the Promotion of the Requirements of Incorporation of Party Building Work into the Articles of Associations of State-owned Enterprises issued by the Organization Department of the Central Committee of the Communist Party of China and the Party Committee of State-owned Assets Supervision and Administration Commission of the State Council (《中共中央組織部國務院國資委黨委關於紮實推動國有企業黨建工作要求寫入公司章程的通知》)” and Company Law and the actual needs of the Company, the Company proposed to amend the Articles of Association, details of the amendments are as follows:

| Existing Articles   | Amended Articles  |
|---|---|
| Chapter I GENERAL PROVISIONS  | Chapter I GENERAL PROVISIONS  |
| Article 1. To safeguard the legal interests of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”), its shareholders and creditors and to regulate the organization and behaviour of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “Company Law”), Securities Law of the People’s Republic of China (中華人民共和國證券法) (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “Mandatory Provisions”), the Circular regarding Opinions on Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函) (the “Opinion Circular”), and the other relevant regulations. | Article 1. To safeguard the legal interests of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”), its shareholders and creditors and to regulate the organization and behaviour of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “Company Law”), Securities Law of the People’s Republic of China (中華人民共和國證券法) (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “Mandatory Provisions”), the Circular regarding Opinions on Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函) (the “Opinion Circular”), <b><u>the Constitution of the Communist Party of China (中國共產黨章程) (the “Constitution”)</u></b> and the other relevant regulations. |

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|  | <p>Added after the original Article 10:</p> <p><b><u>Article 11. In accordance with the provisions of the Constitution, the Company shall establish an organization of the Communist Party of China (hereinafter referred to as the “Party organization”). The Party organization shall play a role of the leadership core and the political core of the Company, setting the right direction, keeping in mind the big picture, ensuring the implementation of Party policies and principles. The working organ of the Party shall be established to carry out Party activities.</u></b></p> <p><b><u>The Company shall provide necessary conditions for the Party organization to implement its normal activities, including the establishment of the Party organization and staffing of Party members into the enterprise’s management organization, staffing, and inclusion of the Party organization’s work funding into the Company’s management budget.</u></b></p> |
|  | <p><b><u>Article 12. According to the Constitution of the People’s Republic of China and other relevant laws, the Company exercises democratic management. The Company shall organize the trade union in accordance with the law, carry out trade union activities and safeguard the legal rights of employees. The Company shall provide necessary conditions for the activities of its trade union.</u></b></p>   |



|  |   |
|--|---|
|  | <p>Added after the original Chapter IX:<br/> <b>Chapter X Party Committee</b></p>   |
|  | <p><b><u>Article 92. The Company shall establish the committee of the Party of Beijing Urban Construction Design &amp; Development Group Co., Limited (hereinafter referred to as the “Party Committee of the Company”) and the commission for discipline inspection of the Party of Beijing Urban Construction Design &amp; Development Group Co., Limited (hereinafter referred to as the “Commission for Discipline Inspection of the Company”). The secretary of the Party Committee of the Company shall be assumed by a specialist, and one full-time deputy secretary shall be designated in charge of Party-building work.</u></b></p> <p><b><u>The number of positions of secretary, deputy secretary and committee members of the Party Committee of the Company and the Commission for Discipline Inspection of the Company shall be established in accordance with the reply given by the superior Party committee, and members for all positions shall be selected by election. During the adjournment of the Party representative congress, the superior Party committee may appoint the secretary, deputy secretary and members of the Party Committee of the Company and the secretary of the Commission for Discipline Inspection of the Company as necessary.</u></b></p> |

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|  | <p><b><u>Article 93. The Party Committee of the Company is an organic composition of the corporate governance structure of the Company, insisting on the implementation and optimization of the leadership system of “Two-way Entry, Cross-Appointment”. Eligible members of the Party Committee of the Company may be considered and appointed as members of the board of directors, the board of supervisors and the management through legal procedures. Eligible members in the board of directors, the board of supervisors and the management who are members of the Party may be considered and appointed as members of the Party Committee of the Company in accordance with relevant requirements and procedures.</u></b></p> |
|  | <p><b><u>Article 94. The Party Committee of the Company has established a working organization of the Party; Commission for Discipline Inspection of the Company has established a discipline inspection organization and meanwhile, established mass organizations, such as Labour Union and Youth League Committee. The Company insists on simultaneous planning of Party construction during its reforms and development, simultaneous establishment of Party organisations and working organs, simultaneous allocation of person-in charge of the Party organization and staff for Party affairs as well as simultaneous proceeding of Party work.</u></b></p>   |

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|--|---|
|  | <p><b><u>Article 95. The Party Committee of the Company shall uphold political leadership, ideological leadership and organizational leadership, and perform its duties in accordance with the Constitution and other internal rules of the Party:</u></b></p> <p><b><u>(1) To ensure and supervise the thorough implementation of the guidelines and policies of the Party and the State as well as the decisions and deployment made by the superior Party committee throughout the Company.</u></b></p> <p><b><u>(2) To adhere to the principle of the Party exercising leadership over officials, the selection of operating managers by the board of directors, and the exercise of power as regards the right of officials' appointment by the operating managers in accordance with laws. The Party Committee of the Company shall recommend nominees to the board of directors or the general manager, or deliberate and give opinions on the candidates nominated by the board of directors or the general manager. The Party Committee of the Company, together with the board of directors, shall observe the proposed candidates and discuss jointly to provide opinions and suggestions thereon. To discharge duties of talents management of the Party, to implement the strategy of prospering the enterprise by relying on talents.</u></b></p> |
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|  | <p>(3) <u>To study and discuss stable reform and development, substantial operational and management issues of the Company as well as material issues related to the interests of our staff, and provide advice and recommendations in this regard.</u></p> <p>(4) <u>To undertake the main responsibility of exercising strict self-governance of the Party in every respect, lead the Company's ideological and political work, united front work, spiritual civilization construction as well as corporate culture construction, and lead mass organizations such as the trade union and the Communist Youth League. Play a leading role in the construction of the Party conduct and of a clean and honest administration, and support the Commission for Discipline Inspection of the Company in fulfilling its responsibility of supervision in practice.</u></p> |
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| <b>CHAPTER X BOARD OF DIRECTORS</b>  | <b>CHAPTER XI BOARD OF DIRECTORS</b>  |
|--|---|
| Section II. BOARD OF DIRECTORS   | Section II. BOARD OF DIRECTORS  |
| <p>Article 101.</p> <p>.....</p> <p>Extraordinary board meetings may be convened under one of the following circumstances:</p> <p>(1) the chairman of the board of directors deems necessary;</p> <p>(2) jointly demanded by more than one-third of the directors;</p> <p>(3) demanded by the supervisory board;</p> <p>(4) demanded by the shareholders representing more than one-tenth of the voting rights;</p> <p>(5) demanded by more than one-half of the independent directors;</p> <p>(6) demanded by the general manager.</p> <p>.....</p> | <p>Article 10<u>7</u>.</p> <p>.....</p> <p>Extraordinary board meetings may be convened under one of the following circumstances:</p> <p>(1) the chairman of the board of directors deems necessary;</p> <p>(2) jointly demanded by more than one-third of the directors;</p> <p>(3) demanded by the supervisory board;</p> <p>(4) demanded by the shareholders representing more than one-tenth of the voting rights;</p> <p>(5) demanded by more than one-half of the independent directors;</p> <p>(6) demanded by the general manager-;</p> <p><b><u>(7) demanded by the Party Committee (Standing Committee).</u></b></p> <p>.....</p> |

The proposed amendments will add 6 new articles and amend 2 articles. The number of articles of the amended Articles of Association will increase from 188 to 194. Save as the proposed amendments above, there should be no change in the content of other articles in the Articles of Association. Chapter, section and article numbering should be adjusted accordingly as a result of the proposed amendments.

The proposed amendments are subject to the approval by way of special resolution at the 2018 second extraordinary general meeting of the Company. A circular containing, among other things, details of the proposed amendments, together with the notice of the 2018 second extraordinary general meeting will be dispatched to Shareholders in due course. The amended Articles of Association shall become effective on the date of passing the relevant resolution at the 2018 second extraordinary general meeting of the Company. Prior to the passing of the relevant resolution at the 2018 second extraordinary general meeting of the Company, the existing Articles of Association shall remain valid.

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

Beijing, 15 August 2018

*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 Shi Yubin, Tang Shuchang, Wu Donghui, Guan Jifa, Ren Yuhang, Su Bin, Yu Xiaojun and Ren Chong; and the independent non-executive directors of the Company are Wang Dexing, Yim Fung, Sun Maozhu, Liang Qinghuai and Qin Guisheng.*