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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)

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 the resolution in relation to the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) was considered and approved at the meeting of the Board held on 29 March 2019.

In view of the business development needs of the Company and the amendments to the provisions of the Corporate Governance Code and the relevant Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Company proposed to amend the existing Articles of Association, details of the amendments are as follows:

Existing Articles	Amended Articles
<p>CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS</p>	<p>CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS</p>
<p>Article 14. The scope of business of the Company shall be based on the items approved by the examination and approval department subject to the examination and approval by the administration authority for industry and commerce.</p> <p>The Company’s scope of business includes: Licensed business items: Engineering survey; Engineering design; Engineering consulting; Engineering cost consulting; Internet information services; Foreign labour service cooperation; General contractor, specialist contractor, and labour subcontractor; General business items: Construction design review; Planning and management; Technology development and transfer; Investment Management; Sales of machinery and equipment; Property Management; Import and export of goods and technology; Agency for import and export; design, manufacture, agency and advertising. (After obtaining such license, an administrative approval shall be obtained from the housing and urban-rural construction committee. Enterprise is allowed to choose the business to be engaged in and carry out such business activities pursuant to laws. For business items for which approvals are required under the laws, they can be carried out after obtaining approval from relevant authorities. No business activities which are prohibited and restricted by the industrial policies of the municipality shall be carried out.).</p> <p>The Company may, pursuant to the demand of the domestic and international markets, its own development capabilities and business needs, change the scope of business in accordance with the laws.</p>	<p>Article 14. The scope of business of the Company shall be based on the items approved by the examination and approval department subject to the examination and approval by the administration authority for industry and commerce.</p> <p>The Company’s scope of business includes: Licensed business items; Engineering survey; Engineering design; Engineering consulting; Engineering cost consulting; Internet information services; Foreign labour service cooperation; General contractor, specialist contractor, and labour subcontractor; General business items: Construction design review; Planning and management; Technology development and transfer; Investment Management; Sales of machinery and equipment; Property Management; Import and export of goods and technology; Agency for import and export; design, manufacture, agency and advertising; <u>Educational consultation; Organization of technical exchange activities; Hosting exhibition and presentation activities; Conference services; Economic and trade consultation; Product design; R&D, design, repair, sales, leasing and technical services for railway rolling stock (including Electric Multiple Units), urban rail transit vehicles, engineering machinery, various types of electromechanical equipment, electronic equipment and parts, electronic appliances and environmental protection equipment products.</u> (After obtaining such license, an administrative approval shall be obtained from the housing and urban-rural construction committee. Enterprise is allowed to choose the business to be engaged in and carry out such business activities pursuant to laws. For business items for which approvals are required under the laws, they can be carried out after obtaining approval from relevant authorities. No business activities which are prohibited and restricted by the industrial policies of the municipality shall be carried out.).</p> <p>The Company may, pursuant to the demand of the domestic and international markets, its own development capabilities and business needs, change the scope of business in accordance with the laws.</p>

Existing Articles	Amended Articles
CHAPTER XI BOARD OF DIRECTORS	CHAPTER XI BOARD OF DIRECTORS
<p>Article 107. The board of directors shall hold at least four regular meetings each year. Board meeting shall be convened by the chairman of the board of directors. Notice of meeting will be served to all directors, supervisors and the general manager at least fourteen days before the meeting is held. The requirement on the notice period is not applicable to extraordinary board meetings, but a reasonable notice should be served to all directors, supervisors and the general manager.</p> <p>The Company shall hold an annual meeting of non-executive directors only (including independent non-executive directors) that the chairman shall preside over to review the operational conditions of the Company independently.</p> <p>Extraordinary board meetings may be convened under one of the following circumstances:</p> <ol style="list-style-type: none"> (1) the chairman of the board of directors deems necessary; (2) jointly demanded by more than one-third of the directors; (3) demanded by the supervisory board; (4) demanded by the shareholders representing more than one-tenth of the voting rights; (5) demanded by more than one-half of the independent directors; (6) demanded by the general manager; (7) demanded by the Party Committee (Standing Committee). <p>The chairman of the board of directors shall convene and preside over a board meeting within ten days upon receipt of any demand.</p>	<p>Article 107. The board of directors shall hold at least four regular meetings each year. Board meeting shall be convened by the chairman of the board of directors. Notice of meeting will be served to all directors, supervisors and the general manager at least fourteen days before the meeting is held. The requirement on the notice period is not applicable to extraordinary board meetings, but a reasonable notice should be served to all directors, supervisors and the general manager.</p> <p>The Company shall hold an annual meeting of non-executive directors only (including independent non-executive directors) <u>only</u> that the chairman shall preside over to review the operational conditions of the Company independently.</p> <p>Extraordinary board meetings may be convened under one of the following circumstances:</p> <ol style="list-style-type: none"> (1) the chairman of the board of directors deems necessary; (2) jointly demanded by more than one-third of the directors; (3) demanded by the supervisory board; (4) demanded by the shareholders representing more than one-tenth of the voting rights; (5) demanded by more than one-half of the independent directors; (6) demanded by the general manager; (7) demanded by the Party Committee (Standing Committee). <p>The chairman of the board of directors shall convene and preside over a board meeting within ten days upon receipt of any demand.</p>

The proposed amendments are subject to the approval by way of special resolution at the 2018 annual general meeting of the Company. A circular containing, among other things, details of the proposed amendments, together with the notice of the 2018 annual 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 annual general meeting of the Company. Prior to the passing of the relevant resolution at the 2018 annual 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, 29 March 2019

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.