

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 ANNUAL GENERAL MEETING,
THE FIRST DOMESTIC SHARES CLASS MEETING IN 2019
AND THE FIRST H SHARES CLASS MEETING IN 2019
HELD ON 29 MAY 2019**

The board of directors (the “**Board**”) of Beijing Urban Construction Design & Development Group Co., Limited (the “**Company**”) announces that at the 2018 Annual General Meeting (the “**AGM**”), the First Domestic Shares Class Meeting in 2019 (the “**Domestic Shares Class Meeting**”) and the First H Shares Class Meeting in 2019 (the “**H Shares Class Meeting**”) of the Company held at Conference Room 501, 5/F, Block D, Hengtai Center, No. 18 Fengtai North Road, Fengtai District, Beijing, the PRC at 2:30 p.m. on Wednesday, 29 May 2019, all the proposed resolutions as set out in the notice of the AGM, the notice of the Domestic Shares Class Meeting and the notice of the H Shares Class Meeting were duly 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 10 May 2019.

Beijing Investment Company and its subsidiaries (which held 87,850,942 Domestic Shares and 68,222,000 H Shares of the Company, respectively, as at the date of this announcement, accounting for 11.57% of the total issued Shares of the Company in aggregate), and the associates of Beijing Investment Company and its subsidiaries, which have a material interest in the Joint Venture Agreement, were required to abstain from voting and did not vote on the resolution numbered 8 “To consider and approve the connected transactions entered into with Beijing Infrastructure Investment Co., Ltd. and its subsidiaries” at the AGM. Save as the aforementioned, there was no Shareholder who was required to abstain from voting on any of the proposed resolutions at the AGM, the Domestic Shares Class Meeting and the H Shares Class

Meeting. There were no Shares entitling the Shareholders to attend but required to abstain from voting on any resolutions at the AGM, the Domestic Shares Class Meeting and the H Shares Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules. No Shareholder was required under the Hong Kong Listing Rules to abstain from voting on the resolutions at the AGM, the Domestic Shares Class Meeting and the H Shares Class Meeting. No Shareholder stated its intention in the circular to vote against the resolutions or to abstain from voting at the AGM, the Domestic Shares Class Meeting and the H Shares Class Meeting.

At the date of the AGM, the Domestic Shares Class Meeting and the H Shares Class Meeting:

- (i) As at the date of the AGM, the issued share capital of the Company was 1,348,670,000 shares (in which 960,733,000 shares were Domestic Shares and 387,937,000 shares were H Shares), which was the total number of Shares entitling the holders thereof to attend and vote on the resolutions other than resolution numbered 8 proposed at the AGM. A total of 11 Shareholders and valid proxies holding an aggregate of 1,153,919,229 Shares with voting rights, representing approximately 85.559791% of the total number of issued Shares of the Company with voting rights, were present at the AGM;
- (ii) As at the date of the Domestic Shares Class Meeting, the number of issued Domestic Shares of the Company was 960,733,000 shares, which was the total number of Domestic Shares entitling the holders thereof to attend and vote on the resolutions proposed at the Domestic Shares Class Meeting. A total of 9 Shareholders and valid proxies holding an aggregate of 960,733,000 Domestic Shares with voting rights, representing approximately 100.000000% of the total number of issued Domestic Shares of the Company with voting rights, were present at the Domestic Shares Class Meeting;
- (iii) As at the date of the H Shares Class Meeting, the number of issued H Shares of the Company was 387,937,000 shares, which was the total number of H Shares entitling the holders thereof to attend and vote on the resolutions proposed at the H Shares Class Meeting. A total of 2 Shareholders and valid proxies holding an aggregate of 189,143,229 H Shares with voting rights, representing approximately 48.756171% of the total number of issued H Shares of the Company with voting rights, were present at the H Shares Class Meeting;

The AGM, the Domestic Shares Class Meeting and the H Shares Class Meeting have been held pursuant to the requirements of the PRC Company Law and the Articles of Association of the Company. The AGM, the Domestic Shares Class Meeting and the H Shares Class Meeting were all chaired by Mr. Shi Yubin, the chairman of the Company.

POLL RESULTS OF THE 2018 ANNUAL GENERAL MEETING

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

Special Resolutions		Number of Votes (%)			Voting Results
		For	Against	Abstain	
1.	To consider and approve the Extension of the Issuance Plan of Application for the Initial Public Offering of A Shares and Listing;	1,151,850,229 Shares (99.820698%)	2,010,000 Shares (0.174189%)	59,000 Shares (0.005113%)	Passed
2.	To consider and approve the Extension of the Authorisation to the Board to Handle the Relevant Matters of the Application for Initial Public Offering of A Shares and Listing at its Absolute Discretion;	1,151,850,229 Shares (99.820698%)	2,010,000 Shares (0.174189%)	59,000 Shares (0.005113%)	Passed
3.	To consider and approve the Adjustment to the Investment Project Funded by Proceeds from the Initial Public Offering of A Shares and Feasibility Study Report;	1,151,850,229 Shares (99.820698%)	2,010,000 Shares (0.174189%)	59,000 Shares (0.005113%)	Passed
4.	To consider and approve the Expansion in Scope of Business for the Company;	1,153,860,229 Shares (99.994887%)	0 Share (0.000000%)	59,000 Shares (0.005113%)	Passed
5.	To consider and approve the Amendments to the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited;	1,153,860,229 Shares (99.994887%)	0 Share (0.000000%)	59,000 Shares (0.005113%)	Passed
6.	To consider and approve the Amendments to the Rules of Procedure for the Board of Directors of Beijing Urban Construction Design & Development Group Co., Limited;	1,153,860,229 Shares (99.994887%)	0 Share (0.000000%)	59,000 Shares (0.005113%)	Passed
7.	To consider and approve the Resolution on Authorising the Board a General Mandate to Issue Additional Domestic Shares and/or H Shares;	1,067,691,889 Shares (92.527437%)	86,168,340 Shares (7.467450%)	59,000 Shares (0.005113%)	Passed

Ordinary Resolutions		Number of Votes (%)			Voting Results
		For	Against	Abstain	
8.	To consider and approve the connected transactions entered into with Beijing Infrastructure Investment Co., Ltd. and its subsidiaries;	997,787,287 Shares (86.469422%)	0 Share (0.000000%)	156,131,942 Shares (13.530578%)	Passed
9.	To consider and approve the 2018 Financial Accounts Report;	1,153,860,229 Shares (99.994887%)	0 Share (0.000000%)	59,000 Shares (0.005113%)	Passed
10.	To consider and approve the 2018 Audited Consolidated Financial Statement and Its Summary;	1,153,860,229 Shares (99.994887%)	0 Share (0.000000%)	59,000 Shares (0.005113%)	Passed
11.	To consider and approve the 2018 Profit Distribution Plan and Recommendation on Declaration of Dividend;	1,153,860,229 Shares (99.994887%)	0 Share (0.000000%)	59,000 Shares (0.005113%)	Passed
12.	To consider and approve the Re-appointment of Auditors for 2019 and Payment of Auditing Remuneration for 2018;	1,151,850,229 Shares (99.820698%)	2,010,000 Shares (0.174189%)	59,000 Shares (0.005113%)	Passed
13.	To consider and approve the 2019 Investment Plan;	1,153,860,229 Shares (99.994887%)	0 Share (0.000000%)	59,000 Shares (0.005113%)	Passed
14.	To consider and approve the Report of the Board of Directors for 2018; and	1,153,860,229 Shares (99.994887%)	0 Share (0.000000%)	59,000 Shares (0.005113%)	Passed
15.	To consider and approve the Report of the Board of Supervisors for 2018.	1,153,860,229 Shares (99.994887%)	0 Share (0.000000%)	59,000 Shares (0.005113%)	Passed

As not less than two-third of the votes from the Shareholders (including proxies) attending and having the rights to vote at the AGM were cast in favour of the resolutions numbered 1 to 7, the resolutions numbered 1 to 7 were duly passed as special resolutions of the Company. As more than 50% of the votes from the Shareholders (including proxies) attending and having the rights to vote at the AGM were cast in favour of resolutions numbered 8 to 15, the resolutions numbered 8 to 15 were duly passed as ordinary resolutions of the Company.

POLL RESULTS OF THE FIRST DOMESTIC SHARES CLASS MEETING IN 2019

The poll results of the resolutions at the Domestic Shares Class Meeting are as follows:

Special Resolutions		Number of Votes (%)			Voting Results
		For	Against	Abstain	
1.	To consider and approve the Extension of the Issuance Plan of Application for the Initial Public Offering of A Shares and Listing; and	960,733,000 Shares (100.000000%)	0 Share (0.000000%)	0 Share (-%)	Passed
2.	To consider and approve the Extension of the Authorisation to the Board to Handle the Relevant Matters of the Application for Initial Public Offering of A Shares and Listing at its Absolute Discretion.	960,733,000 Shares (100.000000%)	0 Share (0.000000%)	0 Share (-%)	Passed

As not less than two-third of the votes from the Shareholders (including proxies) attending and having the rights to vote at the Domestic Shares Class Meeting were cast in favour of resolutions numbered 1 to 2, resolutions numbered 1 to 2 were duly passed as special resolutions of the Company.

POLL RESULTS OF THE FIRST H SHARES CLASS MEETING IN 2019

The poll results of the resolutions at the H Shares Class Meeting are as follows:

Special Resolutions		Number of Votes (%)			Voting Results
		For	Against	Abstain	
1.	To consider and approve the Extension of the Issuance Plan of Application for the Initial Public Offering of A Shares and Listing; and	187,074,229 Shares (98.906120%)	2,010,000 Shares (1.062687%)	59,000 Shares (0.031193%)	Passed
2.	To consider and approve the Extension of the Authorisation to the Board to Handle the Relevant Matters of the Application for Initial Public Offering of A Shares and Listing at its Absolute Discretion.	187,074,229 Shares (98.906120%)	2,010,000 Shares (1.062687%)	59,000 Shares (0.031193%)	Passed

As not less than two-third of the votes from the Shareholders (including proxies) attending and having the rights to vote at the H Shares Class Meeting were cast in favour of resolutions numbered 1 to 2, resolutions numbered 1 to 2 were duly passed as special resolutions 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 AGM, the Domestic Shares Class Meeting and the H Shares Class Meeting.

DIVIDEND PAYMENT

The distribution of cash dividend for 2018 of RMB0.1102 per Share (tax inclusive) was approved at the AGM. Such dividend is expected to be distributed before 31 July 2019 to Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company on 12 June 2019. Dividend payable to H Shareholders shall be paid in Hong Kong dollars. The amount to be paid in Hong Kong dollars will be converted based on the average closing exchange rate between RMB and Hong Kong dollars issued by the People's Bank of China for the five business days prior to the date of approving the declaration of dividends at the AGM held on 29 May 2019 (i.e. 1.00 Hong Kong dollar to RMB0.878804). As such, the dividend of every H Share of the Company is 0.125398 Hong Kong dollars (tax inclusive).

Pursuant to the Enterprise Income Tax Law of the PRC (《中國企業所得稅法》) and its implementing regulations (hereinafter collectively referred to as the “**EIT Law**”), the tax rate of the enterprise income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. For this purpose, any H shares registered under the name of non-individual enterprise, including the H shares registered under the name of HKSCC Nominees Limited, other nominees or trustees, or other organizations and entities, shall be deemed as shares held by non-resident enterprise shareholders (as defined under the EIT Law). The Company will distribute the final dividend to non-resident enterprise shareholders subject to a deduction of 10% enterprise income tax withheld and paid by the Company on their behalf.

Pursuant to the Notice on Issues Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No. 045 (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) published by the State Administration of Taxation, when overseas resident individual shareholders obtained dividend and/or bonus shares from the non-foreign invested enterprises incorporated in the PRC that issue shares in Hong Kong, the individual income tax is usually withheld at a uniform rate of 10%. The specific rate applied to overseas resident individual shareholders may be different according to his/her residential status and the tax treaties signed between the country of his/her residence and the PRC.

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

Beijing, 29 May 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.