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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)

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 was considered and approved at the meeting of the Board held on 10 June 2019.

In view of the actual needs of the Company, and in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》) and the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》), the Company proposes to amend the prevailing articles of association (the “**Prevailing Articles of Association**”) (the “**Amendments**”).

References are made to the announcements of the Company dated 15 August 2018, 25 October 2018, 29 March 2019 and 29 May 2019, and the circulars dated 9 October 2018 and 10 May 2019 in relation to, among others, the proposed amendments to the Prevailing Articles of Association (“**Such Amendments**”). In view of Such Amendments and the Amendments to the Prevailing Articles of Association, the Company proposes to amend the Applicable Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (draft) upon the initial public offering of a shares and listing of the Company accordingly (the “**Articles of Association (Draft)**”).

Details of the Amendments to the Prevailing Articles of Association and the Articles of Association (Draft) of the Company are as follows:

Amendments to the Prevailing Articles of Association

Existing Articles	Amended Articles
CHAPTER IV CAPITAL REDUCTION AND REPURCHASE OF SHARES	CHAPTER IV CAPITAL REDUCTION AND REPURCHASE OF SHARES
Article 28. The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant competent authority of the State, repurchase its outstanding shares in issue under the following circumstances:	Article 28. The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant competent authority of the State, repurchase its outstanding shares in issue under the following circumstances:
(1) cancellation of shares for the purposes of reducing its capital;	(1) cancellation of shares for the purposes of reducing its capital;
(2) merging with another company that holds shares in the Company; and	(2) merging with another company that holds shares in the Company; and
(3) granting shares to employees of the Company as incentives;	(3) granting shares to employees of the Company as incentives <u>using the shares for the purpose of employee stock ownership plan or as equity incentives;</u>
(4) acquiring the shares of dissident shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or division of the Company; or	(4) acquiring the shares of dissident shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or division of the Company; or
(5) such other circumstances as permitted by the laws and administrative regulations.	(5) <u>using the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</u>
	(6) <u>such circumstances that are necessary for the Company to safeguard its value and the interests of its shareholders; and</u>
	(57) such other circumstances as permitted by the laws and administrative regulations.
	<u>Where the Company repurchases shares under the circumstances as required in paragraphs (1) and (2) above in the Articles of Association, it shall be subject to resolution at the shareholders' general meeting. Where the Company repurchases shares under the circumstances as required in paragraphs (3), (5) and (6) set out above, it shall be subject to resolution at the board meeting with over two-thirds of the directors present.</u>

Existing Articles	Amended Articles
<p>Article 29. Repurchase of shares by the Company upon the approval of the competent authority of the State may be conducted by one of the following means:</p> <ol style="list-style-type: none"> (1) making a repurchase offer to all shareholders in proportion to their respective shareholdings; (2) repurchase through public dealings on stock exchanges; (3) to repurchase by agreements outside stock exchanges; or (4) such other circumstances as permitted by the laws and administrative regulations and approved by the regulatory authority. 	<p>Article 29. Repurchase of shares by the Company upon the approval of the competent authority of the State may be conducted by one of the following means:</p> <ol style="list-style-type: none"> (1) making a repurchase offer to all shareholders in proportion to their respective shareholdings; (2) repurchase through public dealings on stock exchanges; (3) to repurchase by agreements outside stock exchanges; or (4) such other circumstances as permitted by the laws and administrative regulations and approved by the regulatory authority. <p><u>Where the Company repurchases shares under the circumstances as required in paragraphs (3), (5) and (6) of Article 28 of the Articles of Association, it shall be conducted through open and centralized trading.</u></p>
<p>Article 31. Shares which have been repurchased by the Company according to paragraphs (1), (2) and (4) of Article 28 shall be cancelled within the period prescribed by the laws and administrative regulations. The Company shall apply to the original company registration authorities for registration of the change in its registered capital and make relevant announcements. Shares which have been repurchased according to paragraph (3) of Article 28 shall be transferred to the employees within the period prescribed by the laws and administrative regulations.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>	<p>Article 31. <u>After the Company has repurchased its</u>Shares which have been repurchased by the Company according to paragraphs (1), (2) and (4) <u>provision 1</u> of Article 28 shall be cancelled within the period prescribed by the laws and administrative regulations. The Company shall apply to the original company registration authorities for registration of the change in its registered capital and make relevant announcements. Shares which have been repurchased according to paragraph (3) of Article 28 shall be transferred to the employees within the period prescribed by the laws and administrative regulations., <u>the shares repurchased under the circumstances as required in paragraph (1) shall be cancelled within ten days from the date of repurchase; the shares repurchased under the circumstances as required in paragraphs (2) and (4) shall be transferred or cancelled within six months; where the shares have been repurchased under the circumstances as required in paragraphs (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three years.</u></p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>

Existing Articles	Amended Articles
CHAPTER XI BOARD OF DIRECTORS	CHAPTER XI BOARD OF DIRECTORS
<p>Article 99. Any director who leaves his/her office without authorization prior to the expiration of his term of office, thereby incurring a loss to the Company, shall be liable for compensation of such loss.</p> <p>The shareholders' general meeting may, by way of an ordinary resolution, dismiss any director whose term of office has not yet expired, subject to provisions of the relevant laws and administrative regulations and without prejudice to any potential claim which may be made under any contract.</p> <p>If any director fails to attend in person or entrust other directors as his representative to attend meetings of the board of directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the board of directors may propose to replace such director at the general meeting.</p>	<p>Article 99. Any director who leaves his/her office without authorization prior to the expiration of his/her term of office, thereby incurring a loss to the Company, shall be liable for compensation of such loss.</p> <p>The shareholders' general meeting may, by way of an ordinary resolution, <u>release</u> dismiss any director from his/her duties whose term of office has not yet expired <u>before expiration of his/her term of office</u>, subject to provisions of the relevant laws and administrative regulations and without prejudice to any potential claim which may be made under any contract.</p> <p>If any director fails to attend in person or entrust other directors as his representative to attend meetings of the board of directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the board of directors may propose to replace such director at the general meeting.</p>
<p>Article 103. The board of directors shall establish special committees, such as audit committee, remuneration committee and nomination committee and other special committees which the board of directors deem necessary. Each of the special committees, under the leadership of the board of directors, shall provide recommendation and advices to the board of directors. The rules of work for each committee shall be formulated by the board of directors.</p>	<p>Article 103. The board of directors shall establish special committees, such as audit committee, remuneration committee and, nomination committee <u>and overseas risk control committee</u> and other special committees which the board of directors deem necessary. Each of the special committees, under the leadership of the board of directors, shall provide recommendation and advices to the board of directors. The rules of work for each committee shall be formulated by the board of directors. <u>Special committees shall be responsible to the board of directors, and shall perform their duties in accordance with the Articles of Association and the authorization of the board of directors. The proposal shall be submitted to the board of directors for consideration and decision. All members of the special committees shall be directors, of which independent directors shall account for the majority of members of the audit committee, nomination committee and remuneration committee, and shall serve as the convener. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for the formulation of the rules of procedure of the special committees and the standardization of operation of the special committees.</u></p>

Existing Articles	Amended Articles
CHAPTER XV QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, GENERAL MANAGER, AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY	CHAPTER XV QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, GENERAL MANAGER, AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY
<p>Article 136. A person may not serve as a director, supervisor, general manager, or any other senior management member of the Company if any of the following circumstances applies:</p> <ol style="list-style-type: none"> (1) a person without civil capacity or with restricted civil capacity; (2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights on committing an offence, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation; (3) a person who is a former director, factory manager or general manager (manager) of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and ordered for closure due to a violation of law and he is personally liable for that, where less than three years has elapsed since the date of the revocation of the business licence; 	<p>Article 136. A person may not serve as a director, supervisor, general manager, or any other senior management member of the Company if any of the following circumstances applies:</p> <ol style="list-style-type: none"> (1) a person without civil capacity or with restricted civil capacity; (2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights on committing an offence, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation; (3) a person who is a former director, factory manager or general manager (manager) of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and ordered for closure due to a violation of law and he is personally liable for that, where less than three years has elapsed since the date of the revocation of the business licence;

Existing Articles	Amended Articles
<p>(5) the person is personally liable for a substantial loan which is due for payment but remains unpaid;</p> <p>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;</p> <p>(7) the person is not eligible for acting in the leadership of a company or an enterprise according to the laws or administrative regulations;</p> <p>(8) the person is not a natural person;</p> <p>(9) a person convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;</p> <p>(10) other circumstances as prescribed by the laws and regulations of the place of listing of the Company's shares.</p>	<p>(5) the person is personally liable for a substantial loan which is due for payment but remains unpaid;</p> <p>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;</p> <p>(7) the person is not eligible for acting in the leadership of a company or an enterprise according to the laws or administrative regulations;</p> <p>(8) the person is not a natural person;</p> <p>(9) a person convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;</p> <p>(10) other circumstances as prescribed by the laws and regulations of the place of listing of the Company's shares.</p> <p><u>Persons who hold other executive positions, other than directors or supervisors, in any entity of the controlling shareholder of the Company shall not assume the office of senior management of the Company.</u></p>

Amendments to the Articles of Association (Draft)

Existing Articles	Amended Articles
CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
<p>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 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 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 Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules of the Stock Exchange”), the Rules Governing the Listing of Securities on the Shanghai Stock Exchange (the “Listing Rules of the SSE”), the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》) (the “Guidance for the Articles of Association”) and other relevant regulations.</p>	<p>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 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 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 Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules of the Stock Exchange”), the Rules Governing the Listing of Securities on the Shanghai Stock Exchange (the “Listing Rules of the SSE”), the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》) (the “Guidance for the Articles of Association”), <u>the Constitution of the Communist Party of China (中國共產黨章程) (the “Constitution”)</u> and other relevant regulations.</p>

Existing Articles	Amended Articles
Nil	<p><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></p> <p><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></p>
Nil	<p><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></p>

Existing Articles	Amended Articles
CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS	CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS
<p>Article 12. 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: 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 142. 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: 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 IV CAPITAL REDUCTION AND REPURCHASE OF SHARES	CHAPTER IV CAPITAL REDUCTION AND REPURCHASE OF SHARES
<p>Article 26. The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant competent authority of the State, repurchase its outstanding shares in issue under the following circumstances:</p> <ol style="list-style-type: none"> (1) cancellation of shares for the purposes of reducing its capital; (2) merging with another company that holds shares in the Company; and (3) granting shares to employees of the Company as incentives; (4) acquiring the shares of dissident shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or division of the Company; or (5) such other circumstances as permitted by the laws and administrative regulations and approved by the regulatory authority. <p>Apart from the above, the Company is not allowed to engage in trading the shares of the Company. The Company shall repurchase its issued shares in accordance with laws, administrative regulations, department rules and requirements under Articles 27 to 30 of the Articles of Association.</p>	<p>Article 286. The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant competent authority of the State, repurchase its outstanding shares in issue under the following circumstances:</p> <ol style="list-style-type: none"> (1) cancellation of shares for the purposes of reducing its capital; (2) merging with another company that holds shares in the Company;and (3) granting shares to employees of the Company as incentives <u>using the shares for the purpose of employee stock ownership plan or as equity incentives;</u> (4) acquiring the shares of dissident shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or division of the Company;or (5) <u>using the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</u> (6) <u>such circumstances that are necessary for the Company to safeguard its value and the interests of its shareholders; and</u> (57) such other circumstances as permitted by the laws and administrative regulations and approved by the regulatory authority. <p><u>Where the Company repurchases shares under the circumstances as required in paragraphs (1) and (2) above in the Articles of Association, it shall be subject to resolution at the shareholders' general meeting. Where the Company repurchases shares under the circumstances as required in paragraphs (3), (5) and (6) set out above, it shall be subject to resolution at the Board meeting with over two-thirds of directors present.</u></p>

Existing Articles	Amended Articles
	<p>Apart from the above, the Company is not allowed to engage in trading the shares of the Company. The Company shall repurchase its issued shares in accordance with laws, administrative regulations, department rules and requirements under Articles 297 to 320 of the Articles of Association.</p>
<p>Article 27. Repurchase of shares by the Company upon the approval of the competent authority of the State may be conducted by one of the following means:</p> <ol style="list-style-type: none"> (1) making a repurchase offer to all shareholders in proportion to their respective shareholdings; (2) repurchase through public dealings on stock exchanges; (3) to repurchase by agreements outside stock exchanges; or (4) such other circumstances as permitted by the laws and administrative regulations and approved by the regulatory authority. 	<p>Article 297. Repurchase of shares by the Company upon the approval of the competent authority of the State may be conducted by one of the following means:</p> <ol style="list-style-type: none"> (1) making a repurchase offer to all shareholders in proportion to their respective shareholdings; (2) repurchase through public dealings on stock exchanges; (3) to repurchase by agreements outside stock exchanges; or (4) such other circumstances as permitted by the laws and administrative regulations and approved by the regulatory authority. <p><u>Where the Company repurchases shares under the circumstances as required in paragraphs (3), (5) and (6) of Article 28 of the Articles of Association, it shall be conducted through open and centralized trading.</u></p>

Existing Articles	Amended Articles
<p>Article 29. Where the Company acquires its shares for the reasons of paragraphs (1) to (3) of Article 26 of the Articles of Association, it shall be subject to the resolution at the shareholders' general meeting. After the Company acquires its shares in accordance with the provisions of Article 26, the shares acquired under the circumstances of paragraph (1) shall be cancelled within ten days from the date of acquisition; the shares acquired under circumstances of paragraphs (2) and (4) shall be transferred or cancelled within six months.</p> <p>The shares acquired by the Company in accordance with paragraph (3) of Article 26 of the Articles of Association shall not exceed 5% of the total issued shares of the Company; the funds used for the acquisition shall be paid out of the Company's after-tax profits; the acquired shares shall be transferred to employees within one year.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>	<p>Article 31²⁹. Where the Company acquires its shares for the reasons of paragraphs (1) to (3) <u>according to provision 1</u> of Article 26²⁸ of the Articles of Association, <u>the shares acquired under the circumstances as required in paragraph (1) shall be cancelled within ten days from the date of acquisition; the shares acquired under the circumstances as required in paragraphs (2) and (4) shall be transferred or cancelled within six months; where the shares have been acquired under the circumstances as required in paragraphs (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three years.</u> it shall be subject to the resolution at the shareholders' general meeting. After the Company acquires its shares in accordance with the provisions of Article 26, the shares acquired under the circumstances of paragraph (1) shall be cancelled within ten days from the date of acquisition; the shares acquired under circumstances of paragraphs (2) and (4) shall be transferred or cancelled within six months.</p> <p>The shares acquired by the Company in accordance with paragraph (3) of Article 26 of the Articles of Association shall not exceed 5% of the total issued shares of the Company; the funds used for the acquisition shall be paid out of the Company's after-tax profits; the acquired shares shall be transferred to employees within one year.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>

Existing Articles	Amended Articles
CHAPTER VIII SHAREHOLDERS' GENERAL MEETING	CHAPTER VIII SHAREHOLDERS' GENERAL MEETING
<p>Article 63. The venue of a shareholders' general meeting of the Company shall be either the domicile of the Company or such other venue as specified in the notice of such shareholders' general meeting.</p> <p>For the convenience of shareholders and to the extent technically feasible, the Company shall provide secure, cost-efficient and accessible online and other channels for participation in shareholders' general meetings in accordance with laws, administrative regulations, requirements of competent securities regulatory authority under the State Council or the Articles of Association. If the Company intends to convene the general Committee via internet or by other means for shareholders' convenience, the time of and procedures for voting via internet or by other means and the procedure for identification of shareholders shall be set forth in the notice of shareholders' general meeting. Any shareholder who participates in the meeting in the aforesaid manner shall be deemed as present. Online internet voting is not applicable to the holders of overseas listed foreign shares.</p>	<p>Article 6353. The venue of a shareholders' general meeting of the Company shall be either the domicile of the Company or such other venue as specified in the notice of such shareholders' general meeting.</p> <p>For the convenience of shareholders and to the extent technically feasible, the Company shall provide secure, cost-efficient and accessible online and other channels for participation in shareholders' general meetings in accordance with laws, administrative regulations, requirements of competent securities regulatory authority under the State Council or the Articles of Association. If the Company intends to convene the general Committee via internet or by other means for shareholders' convenience, the time of and procedures for voting via internet or by other means and the procedure for identification of shareholders shall be set forth in the notice of shareholders' general meeting. Any shareholder who participates in the meeting in the aforesaid manner shall be deemed as present. Online internet voting is not applicable to the holders of overseas listed foreign shares.</p> <p><u>After issuance of the notice of the shareholders' general meeting, the venue of shareholders' general meeting shall not be changed without proper reasons. Where such change is necessary, the convener shall make an announcement giving reasons at least 2 working days prior to the date on which the meeting was scheduled.</u></p>

Existing Articles	Amended Articles
	CHAPTER X PARTY COMMITTEE
Nil	<p><u>Article 130. The Company shall establish the committee of the Party of Beijing Urban Construction Design & 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 & 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.</u></p> <p><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></p>

Existing Articles	Amended Articles
Nil	<p><u>Article 131. 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></p>
Nil	<p><u>Article 132. 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></p>
Nil	<p><u>Article 133. 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></p> <p><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></p>

Existing Articles	Amended Articles
	<p data-bbox="807 219 1437 952">(2) <u>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 and implement the strategy of prospering the enterprise by relying on talents.</u></p> <p data-bbox="807 1003 1437 1240">(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 data-bbox="807 1292 1437 1771">(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>

Existing Articles	Amended Articles
CHAPTER X BOARD OF DIRECTORS	CHAPTER XI BOARD OF DIRECTORS
<p>Article 132. Any director who leaves his/her office without authorization prior to the expiration of his term of office, thereby incurring a loss to the Company, shall be liable for compensation of such loss.</p> <p>The shareholders' general meeting may, by way of an ordinary resolution, dismiss any director whose term of office has not yet expired, subject to provisions of the relevant laws and administrative regulations and without prejudice to any potential claim which may be made under any contract.</p> <p>If any director fails to attend in person or entrust other directors as his representative to attend meetings of the board of directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the board of directors shall propose to replace such director at the general meeting.</p> <p>If an independent (non-executive) director fails to attend the meeting of the Board of Directors for 3 consecutive times, the Board of Directors shall propose to the shareholders' general meeting to remove such independent director. Except in that case or any other cases specified by the Company Law for removal of independent directors, an independent (non-executive) director shall not be removed without good reason prior to the expiration of his term of office. In the case of any early removal, the Company shall make a special disclosure thereof. Any removed independent (non-executive) director who thinks that the Company has not any proper reason to remove him may make public statement.</p>	<p>Article 1382. Any director who leaves his/her office without authorization prior to the expiration of his/<u>her</u> term of office, thereby incurring a loss to the Company, shall be liable for compensation of such loss.</p> <p>The shareholders' general meeting may, by way of an ordinary resolution, <u>release</u>dismiss any director <u>from his/her duties</u>whose term of office has not yet expired <u>before expiration of his/her term of office</u>, subject to provisions of the relevant laws and administrative regulations and without prejudice to any potential claim which may be made under any contract.</p> <p>If any director fails to attend in person or entrust other directors as his representative to attend meetings of the board of directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the board of directors shall propose to replace such director at the general meeting.</p> <p>If an independent (non-executive) director fails to attend the meeting of the Board of Directors for 3 consecutive times, the Board of Directors shall propose to the shareholders' general meeting to remove such independent director. Except in that case or any other cases specified by the Company Law for removal of independent directors, an independent (non-executive) director shall not be removed without good reason prior to the expiration of his term of office. In the case of any early removal, the Company shall make a special disclosure thereof. Any removed independent (non-executive) director who thinks that the Company has not any proper reason to remove him may make public statement.</p>

Existing Articles	Amended Articles
<p>Article 141. The board of directors shall establish special committees, such as audit committee, remuneration committee and nomination committee and other special committees which the board of directors deem necessary. Each of the special committees, under the leadership of the board of directors, shall provide recommendation and advices to the board of directors. The rules of work for each committee shall be formulated by the board of directors.</p>	<p>Article 147¹. The board of directors shall establish special committees, such as audit committee, remuneration committee and, nomination committee and overseas risk control committee and other special committees which the board of directors deem necessary. Each of the special committees, under the leadership of the board of directors, shall provide recommendation and advices to the board of directors. The rules of work for each committee shall be formulated by the board of directors. <u>Special committees shall be responsible to the board of directors, and shall perform their duties in accordance with the Articles of Association and the authorization of the board of directors. The proposal shall be submitted to the board of directors for consideration and decision. All members of the special committees shall be directors, of which independent directors shall account for the majority of members of the audit committee, nomination committee and remuneration committee, and shall serve as the convener. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for the formulation of the rules of procedure of the special committees and the standardization of operation of the special committees.</u></p>

Existing Articles	Amended Articles
<p>Article 145. 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 other persons presented at least fourteen days before the meeting is held. Notice of extraordinary board meetings will be served to all directors, supervisors and other persons presented five days before the meeting is held.</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 (non-executive) directors; (6) demanded by the general manager; (7) demanded by securities regulatory authority; (8) other circumstances as stipulated in the Articles of Association. <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 151<u>145</u>. 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 other persons presented at least fourteen days before the meeting is held. Notice of extraordinary board meetings will be served to all directors, supervisors and other persons presented five days before the meeting is held.</p> <p>The Company shall hold an annual meeting of non-executive directors only (including <u>independent non-executive directors</u>) <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 (non-executive) directors; (6) demanded by the general manager; (7) demanded by securities regulatory authority; <u>(8) demanded by the Party Committee (Standing Committee);</u> <u>(98)</u> other circumstances as stipulated in the Articles of Association. <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>

Existing Articles	Amended Articles
CHAPTER XIV QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, GENERAL MANAGER, AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY	CHAPTER XIV QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, GENERAL MANAGER, AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY
Article 176. A person may not serve as a director, supervisor, general manager, or any other senior management member of the Company if any of the following circumstances applies:	Article 182 ⁷⁶ . A person may not serve as a director, supervisor, general manager, or any other senior management member of the Company if any of the following circumstances applies:
<p>(1) a person without civil capacity or with restricted civil capacity;</p> <p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights on committing an offence, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p> <p>(3) a person who is a former director, factory manager or general manager (manager) of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and ordered for closure due to a violation of law and he is personally liable for that, where less than three years has elapsed since the date of the revocation of the business licence;</p>	<p>(1) a person without civil capacity or with restricted civil capacity;</p> <p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights on committing an offence, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p> <p>(3) a person who is a former director, factory manager or general manager (manager) of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and ordered for closure due to a violation of law and he is personally liable for that, where less than three years has elapsed since the date of the revocation of the business licence;</p>

Existing Articles	Amended Articles
(5) the person is personally liable for a substantial loan which is due for payment but remains unpaid;	(5) the person is personally liable for a substantial loan which is due for payment but remains unpaid;
(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;	(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;
(7) the person is not eligible for acting in the leadership of a company or an enterprise according to the laws or administrative regulations;	(7) the person is not eligible for acting in the leadership of a company or an enterprise according to the laws or administrative regulations;
(8) the person is not a natural person;	(8) the person is not a natural person;
(9) a person convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;	(9) a person convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;
(10) person who is barred from entry into the securities market by the competent securities regulatory authority of the State Council for a certain period and such period has not elapsed;	(10) person who is barred from entry into the securities market by the competent securities regulatory authority of the State Council for a certain period and such period has not elapsed;
(11) other circumstances as stipulated by relevant laws, administrative regulations, departmental rules and normative documents of the place of listing of the Company's shares.	(11) other circumstances as stipulated by relevant laws, administrative regulations, departmental rules and normative documents of the place of listing of the Company's shares.
Any election, designation of Directors and Supervisors, or appointment of the general manager or other senior management in violation of this provision shall be invalid. The Company shall dismiss the Director, Supervisor, the general manager or other senior management if they are involved in the said circumstances during their respective term of office.	<p><u>Persons who hold other executive positions, other than directors or supervisors, in any entity of the controlling shareholder of the Company shall not assume the office of senior management of the Company.</u></p> <p>Any election, designation of Directors and Supervisors, or appointment of the general manager or other senior management in violation of this provision shall be invalid. The Company shall dismiss the Director, Supervisor, the general manager or other senior management if they are involved in the said circumstances during their respective term of office.</p>

Note: Due to the addition and deletion of chapters, articles and provisions, the numbering referred to in relevant chapters, articles and provisions as well as the cross-references as set out in the Articles of Association shall be adjusted accordingly and will not be explained separately. If there is any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

The aforesaid proposed amendments are subject to the approval at the 2019 first extraordinary general meeting (the “**2019 First Extraordinary General Meeting**”) of the Company by way of a special resolution. A circular containing, among other things, details of the proposed amendments, together with the notice of the 2019 First Extraordinary General Meeting, will be dispatched to shareholders in due course. The Amendments to the Prevailing Articles of Association shall become effective on the date of passing the relevant resolution at the 2019 First Extraordinary General Meeting. The amended Articles of Association (Draft) will be effective upon initial public offering of A shares of the Company on the Shanghai Stock Exchange after passing the relevant resolution at the 2019 First Extraordinary General Meeting. Prior to the passing of the relevant resolution at the 2019 First Extraordinary General Meeting, the Prevailing Articles of Association shall remain valid.

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

Beijing, 10 June 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.