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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 was considered and approved at the meeting of the Board held on 25 March 2020.

In view of the actual needs of the Company, and in accordance with the relevant provisions of the Company Law of the People's Republic of China (《中華人民共和國公司法》) and the Reply of the State Council on the Adjustment of the Provisions of the Notice Period of Convening General Meetings and Other Matters Applicable to Overseas Listed Companies (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), the Company proposes to amend the prevailing articles of association (the “**Prevailing Articles of Association**”) (the “**Amendments**”).

In view of the Amendments and the actual needs for proposed application for initial public offering and listing of A shares (the “**Listing of A Shares**”) by the Company, the Company proposes to amend the Applicable Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (draft) upon the Listing of A Shares of the Company (the “**Articles of Association (Draft)**”) accordingly.

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
<p><b>Article 44.</b> No transfer may be entered in the register of members within thirty days prior to the date of a shareholders' general meeting or within five days before the benchmark date set by the Company for the purpose of distribution of dividends.</p>	<p><b>Article 44.</b> <del>No transfer may be entered in the register of members within thirty days prior to the date of a shareholders' general meeting or within five days before the benchmark date set by the Company for the purpose of distribution of dividends.</del> <u><b>Provided that the PRC laws, regulations and the listing rules of the stock exchange where the Company has its shares listed have any provisions in respect of the period of closure of the register of members prior to a shareholders' general meeting or the benchmark date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</b></u></p>
<p><b>Article 59.</b> Except as otherwise required by relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, when the Company convenes a general meeting, a written notice of the meeting shall be given 45 days before the date of the meeting to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting. Shareholders who intend to attend the relevant general meeting must respond, in writing to the Company, 20 days prior to the date the relevant general meeting is intended to be held.</p> <p>When calculating the number of days for the issuance of notices, neither the intended day of the meeting, nor the day the relevant notice is issued shall be included.</p> <p>In relation to the publication of the notice under this Article, the date of publication of notice represents the date that the Company or the share registrar as appointed by the Company delivers the relevant notice at the post office for posting.</p>	<p><b>Article 59.</b> Except as otherwise required by relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, when the Company convenes <u><b>an annual</b></u> general meeting, a written notice of the meeting shall be given <del>45</del><u>20</u> days before the date of the meeting <u><b>and when the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given 15 days before the date of the meeting</b></u> to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting. <del>Shareholders who intend to attend the relevant general meeting must respond, in writing to the Company, 20 days prior to the date the relevant general meeting is intended to be held.</del></p> <p>When calculating the number of days for the issuance of notices, neither the intended day of the meeting, nor the day the relevant notice is issued shall be included.</p> <p>In relation to the publication of the notice under this Article, the date of publication of notice represents the date that the Company or the share registrar as appointed by the Company delivers the relevant notice at the post office for posting.</p>

<p><b>Article 61.</b> The Company shall, based on the written replies received twenty days before the date of the shareholders' general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than one-half of the Company's total voting shares, the Company may convene the general meeting, otherwise, the Company shall within five days notify the shareholders again by announcement regarding the matters intended to be considered, the place and the date of the meeting. The Company then may convene the meeting after publication of such notice.</p> <p>An extraordinary general meeting shall not resolve on matters not stated in the notice of meeting.</p>	<p><del><b>Article 61.</b> The Company shall, based on the written replies received twenty days before the date of the shareholders' general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than one-half of the Company's total voting shares, the Company may convene the general meeting, otherwise, the Company shall within five days notify the shareholders again by announcement regarding the matters intended to be considered, the place and the date of the meeting. The Company then may convene the meeting after publication of such notice.</del></p> <p>An extraordinary general meeting shall not resolve on matters not stated in the notice of meeting.</p>
<p><b>Article 63.</b> Except as otherwise provided in the relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, notices, materials and written statements of shareholders' general meeting shall be served to the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members, or by publication on the Company's website or by other means set out in this Articles of Association. For the holders of domestic shares, notice of shareholders' general meeting may be served by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between 45 days and 50 days prior to the date of the meeting; upon the publication of the announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' meeting.</p>	<p><del><b>Article 63.</b> Except as otherwise provided in the relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, notices, materials and written statements of shareholders' general meeting shall be served to the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members, or by publication on the Company's website or by other means set out in this Articles of Association. For the holders of domestic shares, notice of shareholders' general meeting may be served by way of announcement.</del></p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council <del>within the period between 45 days and 50 days prior to the date of the meeting;</del> upon the publication of the announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' meeting.</p>

**Article 89.** Except as otherwise provided by relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, when the Company convenes a class meeting, a written notice of the meeting shall be given 45 days before the date of the meeting to notify the shareholders whose names appear in the register of members under the class in question of the matters to be considered at and the date and place of the meeting. Shareholders who intend to attend the relevant class general meeting shall reply in writing to the Company 20 days prior to the date of convening such class general meeting.

The Company may convene a class shareholders' meeting if the number of shares with voting rights at the meeting represented by the shareholders intending to attend the meeting are more than one-half of the total number of shares with voting rights of the said class at the meeting; otherwise, the Company shall, within 5 days notify the shareholders of the matters to be considered, date and venue of the class shareholders' meeting in the form of public announcement. The Company then may convene the meeting after publication of such notice.

**Article 89.** Except as otherwise provided by relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, when the Company convenes a class meeting, ~~a written notice of the meeting shall be given 45 days before the date of the meeting~~ a written notice of the meeting shall be given during the same period as that for giving a written notice of the non-class meeting to be convened together to notify the shareholders whose names appear in the register of members under the class in question of the matters to be considered at and the date and place of the meeting. ~~Shareholders who intend to attend the relevant class general meeting shall reply in writing to the Company 20 days prior to the date of convening such class general meeting.~~

~~The Company may convene a class shareholders' meeting if the number of shares with voting rights at the meeting represented by the shareholders intending to attend the meeting are more than one-half of the total number of shares with voting rights of the said class at the meeting; otherwise, the Company shall, within 5 days notify the shareholders of the matters to be considered, date and venue of the class shareholders' meeting in the form of public announcement. The Company then may convene the meeting after publication of such notice.~~

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION (DRAFT)

Existing Articles	Amended Articles
<p><b>Article 44.</b> No transfer may be entered in the register of members within thirty days prior to the date of a shareholders' general meeting or within five days before the benchmark date set by the Company for the purpose of distribution of dividends.</p>	<p><b>Article 44.</b> <del>No transfer may be entered in the register of members within thirty days prior to the date of a shareholders' general meeting or within five days before the benchmark date set by the Company for the purpose of distribution of dividends.</del> <u><b>Provided that the PRC laws, administrative regulations and the listing rules of the stock exchange where the Company has its shares listed have any provisions in respect of the period of closure of the register of members prior to a shareholders' general meeting or the benchmark date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</b></u></p>
<p><b>Article 66.</b> Except as otherwise required by relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, when the Company convenes a general meeting, a written notice of the meeting shall be given 45 days before the date of the meeting to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting. Shareholders who intend to attend the relevant general meeting must respond, in writing to the Company, 20 days prior to the date the relevant general meeting is intended to be held.</p> <p>When calculating the number of days for the issuance of notices, neither the intended day of the meeting, nor the day the relevant notice is issued shall be included.</p> <p>In relation to the publication of the notice under this Article, the date of publication of notice represents the date that the Company or the share registrar as appointed by the Company delivers the relevant notice at the post office for posting.</p>	<p><b>Article 66.</b> Except as otherwise required by relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, when the Company convenes <u><b>an annual</b></u> general meeting, a written notice of the meeting shall be given <del>45</del><u>20</u> days before the date of the meeting <u><b>and when the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given 15 days before the date of the meeting</b></u> to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting. <del>Shareholders who intend to attend the relevant general meeting must respond, in writing to the Company, 20 days prior to the date the relevant general meeting is intended to be held.</del></p> <p>When calculating the number of days for the issuance of notices, neither the intended day of the meeting, nor the day the relevant notice is issued shall be included.</p> <p>In relation to the publication of the notice under this Article, the date of publication of notice represents the date that the Company or the share registrar as appointed by the Company delivers the relevant notice at the post office for posting.</p>



<p><b>Article 68.</b> The Company shall, based on the written replies received twenty days before the date of the shareholders' general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than one-half of the Company's total voting shares, the Company may convene the general meeting, otherwise, the Company shall within five days notify the shareholders again by announcement regarding the matters intended to be considered, the place and the date of the meeting. The Company then may convene the meeting after publication of such notice.</p> <p>An extraordinary general meeting shall not resolve on matters not stated in the notice of meeting.</p>	<p><del><b>Article 68.</b> The Company shall, based on the written replies received twenty days before the date of the shareholders' general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than one-half of the Company's total voting shares, the Company may convene the general meeting, otherwise, the Company shall within five days notify the shareholders again by announcement regarding the matters intended to be considered, the place and the date of the meeting. The Company then may convene the meeting after publication of such notice.</del></p> <p>An extraordinary general meeting shall not resolve on matters not stated in the notice of meeting.</p>
<p><b>Article 71.</b> Except as otherwise provided in the relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, notices, materials and written statements of shareholders' general meeting shall be served to the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members, or by publication on the Company's website or by other means set out in this Articles of Association. For the holders of domestic-listed shares, notice of shareholders' general meeting may be served by way of announcement.</p> <p>The announcement in relation to the dispatch of notice of the general meeting to holders of domestic-listed shares referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between 45 days and 50 days prior to the date of the meeting; upon the publication of the announcement, the holders of domestic-listed shares shall be deemed to have received the notice of the relevant shareholders' meeting.</p>	<p><b>Article 71.</b> Except as otherwise provided in the relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, notices, materials and written statements of shareholders' general meeting shall be served to the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members, or by publication on the Company's website or by other means set out in this Articles of Association. For the holders of domestic-listed shares, notice of shareholders' general meeting may be served by way of announcement.</p> <p>The announcement in relation to the dispatch of notice of the general meeting to holders of domestic-listed shares referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council <del>within the period between 45 days and 50 days prior to the date of the meeting;</del> upon the publication of the announcement, the holders of domestic-listed shares shall be deemed to have received the notice of the relevant general meeting.</p>

**Article 127.** Except as otherwise provided by relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, when the Company convenes a class meeting, a written notice of the meeting shall be given 45 days before the date of the meeting to notify the shareholders whose names appear in the register of members under the class in question of the matters to be considered at and the date and place of the meeting. Shareholders who intend to attend the relevant class general meeting shall reply in writing to the Company 20 days prior to the date of convening such class general meeting.

The Company may convene a class shareholders' meeting if the number of shares with voting rights at the meeting represented by the shareholders intending to attend the meeting are more than one-half of the total number of shares with voting rights of the said class at the meeting; otherwise, the Company shall, within 5 days notify the shareholders of the matters to be considered, date and venue of the class shareholders' meeting in the form of public announcement. The Company then may convene the meeting after publication of such notice.

**Article 127.** Except as otherwise provided by relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, when the Company convenes a class meeting, ~~a written notice of the meeting shall be given 45 days before the date of the meeting~~ a written notice of the meeting shall be given during the same period as that for giving a written notice of the non-class meeting to be convened together to notify the shareholders whose names appear in the register of members under the class in question of the matters to be considered at and the date and place of the meeting. ~~Shareholders who intend to attend the relevant class general meeting shall reply in writing to the Company 20 days prior to the date of convening such class general meeting.~~

~~The Company may convene a class shareholders' meeting if the number of shares with voting rights at the meeting represented by the shareholders intending to attend the meeting are more than one-half of the total number of shares with voting rights of the said class at the meeting; otherwise, the Company shall, within 5 days notify the shareholders of the matters to be considered, date and venue of the class shareholders' meeting in the form of public announcement. The Company then may convene the meeting after publication of such notice.~~

The aforesaid proposed amendments are subject to the consideration at the 2019 annual general meeting (the “**2019 AGM**”), the first domestic shares class meeting in 2020 and the first H shares class meeting in 2020 (collectively, the “**Class Meetings**”) of the Company by way of special resolutions. A circular containing, among other things, details of the proposed amendments, together with the notices of the 2019 AGM and Class Meetings, 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 resolutions at the 2019 AGM and Class Meetings. The amended Articles of Association (Draft) will be effective upon the Listing of A Shares of the Company after passing the relevant resolutions at the 2019 AGM and Class Meetings. Prior to the passing of the relevant resolutions at the 2019 AGM and Class Meetings, the Prevailing Articles of Association shall remain valid.

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

Beijing, 25 March 2020

*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 Pei Hongwei, 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, Ma Xufei, Sun Maozhu, Liang Qinghuai and Qin Guisheng.*