

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

If you are in any doubts as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Urban Construction Design & Development Group Co., Limited, you should at once hand this circular together with the accompanying proxy form for the annual general meeting to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

---



**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)**

**(1) FINANCIAL REPORT FOR 2021**  
**(2) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE**  
**YEAR OF 2021 AND ITS SUMMARY**  
**(3) 2021 PROFIT DISTRIBUTION PLAN AND DIVIDEND**  
**DECLARATION PROPOSAL**  
**(4) RE-APPOINTMENT OF AUDITORS FOR 2022 AND PAYMENT OF**  
**THE AUDITING SERVICE FEE FOR 2021**  
**(5) 2022 INVESTMENT PLAN**  
**(6) REPORT OF THE BOARD OF DIRECTORS FOR 2021**  
**(7) REPORT OF THE BOARD OF SUPERVISORS FOR 2021**  
**(8) PROPOSED GENERAL MANDATE TO ISSUE ADDITIONAL**  
**DOMESTIC SHARES AND/OR H SHARES**  
**AND**  
**NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

---

The AGM of the Company is to be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Friday, 27 May 2022. A letter from the Board is set out on pages 3 to 5 of this circular. Notice convening the AGM is set out on pages 6 to 9 of this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For holders of H Shares, the proxy form should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in hand or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof if you so wish.

25 April 2022

---

## CONTENT

---

	<i>Page</i>
<b>DEFINITIONS . . . . .</b>	<b>1</b>
<b>LETTER FROM THE BOARD . . . . .</b>	<b>3</b>
<b>NOTICE OF THE 2021 ANNUAL GENERAL MEETING . . . . .</b>	<b>6</b>
<b>APPENDIX I – BUSINESS OF THE 2021 ANNUAL GENERAL MEETING . . . . .</b>	<b>10</b>
<b>APPENDIX II – 2022 INVESTMENT PLAN . . . . .</b>	<b>14</b>
<b>APPENDIX III – REPORT OF THE BOARD OF SUPERVISORS FOR 2021 . . . . .</b>	<b>23</b>

---

## DEFINITIONS

---

*In this circular, the following expressions shall have the following meanings unless the context otherwise requires:*

“AGM”	the 2021 annual general meeting of the Company to be convened on Friday, 27 May 2022
“Articles of Association”	the articles of association of the Company, as amended, modified or supplemented from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Company”	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 with limited liability incorporated in the PRC, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 1599)
“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as enacted and adopted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, as the same may be amended, supplemented and otherwise modified from time to time
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and which are currently not listed or traded on any stock exchange
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange

---

## DEFINITIONS

---

“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular only, shall exclude the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	H Share(s) and Domestic Share(s) of the Company
“Shareholder(s)”	holders of the Share(s) of the Company
“subsidiary(ies)”	shall have the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“Year”	the year ended 31 December 2021

---

## LETTER FROM THE BOARD

---



**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)**

**Members of the Board:**

*Executive Directors:*

Wang Hanjun  
Li Guoqing

*Non-executive Directors:*

Pei Hongwei (*Chairman*)  
Shi Huaxin  
Peng Dongdong  
Li Fei  
Wang Tao  
Tang Qimeng

*Independent non-executive Directors:*

Wang Guofeng  
Qin Guisheng  
Ma Xufei  
Xia Peng

**Registered office:**

5 Fuchengmen North Street  
Xicheng District  
Beijing  
PRC

**Principal place of business  
in Hong Kong:**

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

25 April 2022

*To the Shareholders:*

- (1) FINANCIAL REPORT FOR 2021
  - (2) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE  
YEAR OF 2021 AND ITS SUMMARY
  - (3) 2021 PROFIT DISTRIBUTION PLAN AND DIVIDEND  
DECLARATION PROPOSAL
  - (4) RE-APPOINTMENT OF AUDITORS FOR 2022 AND PAYMENT OF  
THE AUDITING SERVICE FEE FOR 2021
  - (5) 2022 INVESTMENT PLAN
  - (6) REPORT OF THE BOARD OF DIRECTORS FOR 2021
  - (7) REPORT OF THE BOARD OF SUPERVISORS FOR 2021
  - (8) PROPOSED GENERAL MANDATE TO ISSUE ADDITIONAL  
DOMESTIC SHARES AND/OR H SHARES
- AND  
NOTICE OF THE 2021 ANNUAL GENERAL MEETING

### I. INTRODUCTION

On behalf of the Board, I invite you to attend the AGM to be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Friday, 27 May 2022.

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

### **II. BUSINESSES TO BE TRANSACTED AT THE AGM**

The businesses to be transacted at the AGM is specified in the notice of the AGM, and such notice is set out on pages 6 to 9 of this circular.

The resolutions to be proposed by way of ordinary resolutions at the AGM include: resolutions on (1) financial report for 2021; (2) audited consolidated financial statements for the year of 2021 and its summary; (3) 2021 profit distribution plan and dividend declaration proposal; (4) re-appointment of auditors for 2022 and payment of the auditing service fee for 2021; (5) 2022 investment plan; (6) report of the Board of Directors for 2021; and (7) report of the Board of Supervisors for 2021.

The resolution to be proposed by way of special resolution at the AGM is: (8) proposal on granting the Board a general mandate to issue additional Domestic Shares and/or H Shares.

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make decisions upon obtaining sufficient and necessary information, we have provided detailed information in relation to the resolutions to be proposed at the AGM in Appendix I to this circular to the Shareholders.

### **III. OTHER INFORMATION**

Please pay attention to the other information set out in Appendices I to III of this circular.

### **IV. AGM**

The AGM will be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Friday, 27 May 2022, to consider and approve the matters set out in the notice of the AGM dated 25 April 2022. Notice convening the AGM is set out on pages 6 to 9 in this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For holders of H Shares, the proxy form should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in hand or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof if you so wish.

---

## LETTER FROM THE BOARD

---

### V. BOOK CLOSURE PERIOD

In order to determine the list of Shareholders who will be entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of Shares will be registered.

For the identification of Shareholders who are qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), or the registered office of the Company (for Domestic Shareholders), for registration not later than 4:30 p.m. on Monday, 23 May 2022. Shareholders whose names appear on the register of members of the Company on Friday, 27 May 2022 will be entitled to attend and vote at the AGM.

### VI. VOTING BY WAY OF POLL

According to Rule 13.39(4) of the Listing Rules and the Articles of Association, the resolutions set out in the notice of the AGM will be voted on by way of poll. Results of the poll voting will be posted on the website of the Company at [www.bjucd.com](http://www.bjucd.com) and the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) upon the conclusion of the AGM.

### VII. RECOMMENDATIONS

The Directors (including independent non-executive Directors) are of the view that all resolutions to be proposed for consideration at the AGM are in the interest of the Company and its Shareholders as a whole. Therefore, the Directors recommend Shareholders to vote in favour of relevant resolutions set out in the relevant notice to be proposed at the AGM.

Yours faithfully,

By order of the Board

**Beijing Urban Construction Design & Development Group Co., Limited**

**Pei Hongwei**

*Chairman*

---

## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



**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)**

### NOTICE OF THE 2021 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2021 Annual General Meeting (the “AGM”) of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) will be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Friday, 27 May 2022, to consider and, if thought fit, approve the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the Financial Report for 2021.
2. To consider and approve the Audited Consolidated Financial Statements for the Year of 2021 and its Summary.
3. To consider and approve the 2021 Profit Distribution Plan and Dividend Declaration Proposal.
4. To consider and approve the Re-appointment of Auditors for 2022 and Payment of the Auditing Service Fee for 2021.
5. To consider and approve the 2022 Investment Plan.
6. To consider and approve the Report of the Board of Directors for 2021.
7. To consider and approve the Report of the Board of Supervisors for 2021.



---

## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

---

### SPECIAL RESOLUTION

8. To consider and approve the Resolution on Authorising the Board a General Mandate to Issue Additional Domestic Shares and/or H Shares:

**“THAT:**

- (a) Subject to the following conditions, an unconditional and general mandate is granted to the Board (or Director(s) authorised by the Board) to issue, allot and deal with the additional Domestic Shares and/or H Shares in the Company’s share capital and to make or grant offers, agreements, or options in relation to such shares:

- (i) Except that the Board may make or grant offers, agreements, or options during the Relevant Period and such offers, agreements, or options might require further action or exercise after the end of the Relevant Period, the period of such mandate shall not exceed the Relevant Period;
- (ii) The total number of Domestic Shares and/or H Shares allotted or conditionally or unconditionally agreed to be allotted (whether allotted pursuant to the options or otherwise) under the approval of the Board shall not exceed 20% of each of Domestic Shares and H Shares of the Company in issue on the date of passing the relevant resolution by the shareholders’ general meeting; and
- (iii) The Board (or Director(s) authorised by the Board) will exercise the power under the above mandate only under the circumstances where it is in compliance with the Company Law of the People’s Republic of China and the Listing Rules (both as amended from time to time) and obtains the approval from the China Securities Regulatory Commission and/or other related Chinese government authorities.

- (b) For the purpose of this proposal:

**“Relevant Period”** means the period from the date of the passing of this proposal until whichever is the earliest of the followings:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of 12-month period after the passing of this proposal; or
- (iii) the date on which the mandate granted under this proposal is revoked or varied by a special resolution at a shareholders’ general meeting.

---

## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

---

- (c) To authorise the Board (or Director(s) authorised by the Board) to formulate and implement detailed issuance plan which includes, without limitation, the pricing mechanism and/or the issue price (including a price range), the number of shares to be issued, the target subscribers and the use of proceeds; to determine the issue timing and issue period, and to decide whether to place to existing shareholders or not when exercising the above-mentioned general mandate.
- (d) To authorise the Board (or Director(s) authorised by the Board) to engage intermediaries in connection with the issue and to approve and execute all actions, deeds, documents and such other matters that are necessary, appropriate, expedient or relevant to the issue; to consider, approve and execute agreements relating to the issue on behalf of the Company, including but not limited to placing and underwriting agreements, engagement agreements with intermediaries.
- (e) To authorise the Board (or Director(s) authorised by the Board) to consider, approve and execute, on behalf of the Company, the applications and documents relating to the issue to be submitted to relevant regulatory authorities; to fulfill relevant approval procedures in accordance with the requirements of regulatory authorities and requirements at the places where the Company is listed, and to handle all necessary record, registration and filing procedures at related government authorities in China, Hong Kong and/or any other regions and jurisdictions (if applicable).
- (f) To authorise the Board (or Director(s) authorised by the Board) to make amendments to the relevant agreements and legal documents mentioned in (d) and (e) above in accordance with the requirements of domestic and foreign regulatory authorities.
- (g) To authorise the Board (or Director(s) authorised by the Board) to approve the Company to increase its registered capital correspondingly after the issue based on the Domestic Shares and/or H Shares in issue and to make relevant amendments as it thinks fit to the Articles of Association of the Company to reflect corresponding changes in the Company's registered capital, total share capital and shareholding structure.

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

Beijing, 25 April 2022

---

## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

---

*As at the date of this notice, the executive directors of the Company are Wang Hanjun and Li Guoqing; the non-executive directors of the Company are Pei Hongwei, Shi Huaxin, Peng Dongdong, Li Fei, Wang Tao and Tang Qimeng; and the independent non-executive directors of the Company are Wang Guofeng, Qin Guisheng, Ma Xufei and Xia Peng.*

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of Shares will be registered. Holders of H Shares and Domestic Shares whose names appeared on the register of members of the Company on Friday, 27 May 2022 shall be entitled to attend and vote at the AGM. Holders of H Shares of the Company who intend to attend and vote at the AGM must lodge all transfer documents accompanied by the relevant H Share certificates with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 23 May 2022 for registration.
2. The register of members of the Company will be closed from Sunday, 5 June 2022 to Friday, 10 June 2022, both days inclusive, during which period no transfer of Shares will be registered. Holders of H Shares and Domestic Shares whose names appeared on the register of members of the Company on Friday, 10 June 2022 shall be entitled to receive the final dividend of the Company for 2021 (subject to Shareholders' approval at the AGM). Holders of H Shares of the Company who intend to receive the final dividend of the Company for 2021 must lodge all transfer documents accompanied by the relevant H Share certificates with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 2 June 2022 for registration.
3. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company but must attend the AGM in person to represent the relevant Shareholder.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, the instrument must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If the instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarised.
5. In order to be valid, the proxy form together with the notarised power of attorney or other documents of authorisation (if any) must be deposited at the Secretariat of the Board of Directors of the Company at 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC for holders of Domestic Shares and at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time stipulated for convening the AGM (or any adjournment thereof) (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the AGM (or any adjournment thereof). If no direction is given, the proxy will be entitled to vote or abstain as he or she thinks fit.
6. The AGM is estimated to last for about half a day. Shareholders or their proxies who attend the AGM (and any adjournment thereof) shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the AGM (and any adjournment thereof).

**(1) FINANCIAL REPORT FOR 2021**

On 25 March 2022, the Financial Report for 2021 of the Company (see the annual results announcement of the Company for the year ended 31 December 2021 disclosed on 27 March 2022 for details) was considered and passed at the meeting of the Board, and is hereby proposed to the AGM for consideration and approval by way of ordinary resolution.

**(2) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR OF 2021 AND ITS SUMMARY**

The audited consolidated financial statements and its summary for the year ended 31 December 2021 of the Company are set out in the 2021 Annual Report of the Company. On 25 March 2022, the resolution relating to the audited consolidated financial statements and its summary for the year ended 31 December 2021 was considered and passed at the meeting of the Board, and is hereby proposed to the AGM for consideration and approval by way of ordinary resolution.

**(3) 2021 PROFIT DISTRIBUTION PLAN AND DIVIDEND DECLARATION PROPOSAL**

According to the International Financial Reporting Standards, the net profit attributable to the Shareholders of the Company in 2021 was RMB851,827,379.54. After the appropriations to the statutory surplus reserve according to the requirement of relevant law, the proposed profit distribution plan for 2021 of the Company may proceed by distributing dividends of RMB0.1679 (including tax) per Share in cash on the base of the total Share capital of 1,348,670,000 Shares as at 31 December 2021, which will result in approximately RMB226,441,693 of profit distributed in total, representing approximately 30% of the distributable profits in 2021.

On 25 March 2022, the resolution was considered and passed at the meeting of the Board, which is hereby proposed to the AGM for consideration and approval by way of ordinary resolution.

To determine the list of the Shareholders entitled to receive the dividend, the register of H Shares of the Company will be closed from Sunday, 5 June 2022 to Friday, 10 June 2022, both days inclusive. Holders of H Shares and Domestic Shares whose names appear on the register of members of the Company as at Friday, 10 June 2022 will be entitled to receive the final dividend of the Company for 2021 (subject to Shareholders' approval at the AGM). The dividends shall be paid to the Shareholders within three months after being approved at the AGM.

According to Article 163 of the Articles of Association, the Company declares dividends denominated in RMB to Shareholders. Dividends declared to holders of Domestic Shares shall be paid in RMB within three months after the date when the dividends are declared, and dividends declared to holders of H Shares shall be paid in Hong Kong dollars within three months after the date when the dividends are declared. This Hong Kong dollars value shall be converted based on the average closing price of RMB against Hong Kong dollars announced by the People's Bank of China five working days before the date when the dividend is declared as to be approved by the AGM.

**(4) RE-APPOINTMENT OF AUDITORS FOR 2022 AND PAYMENT OF THE AUDITING SERVICE FEE FOR 2021**

The aggregated expenses relating to the auditing services and other related services conducted and provided by Ernst & Young engaged by the Company in 2021 were RMB3.38 million, which included the payments of RMB2.55 million and RMB0.83 million respectively incurred in auditing the annual financial statements of 2021 and reviewing the interim financial statements of 2021.

The Board has proposed to re-appoint Ernst & Young as the external auditors of the Company for 2022 to audit the annual financial statements of 2022 prepared by the Company in accordance with the International Accounting Standards, and to review the interim financial statements of the Company for the six months ending 30 June 2022 in compliance with the International Accounting Standards.

On 25 March 2022, the resolution was considered and passed at the meeting of the Board, which is hereby proposed to the AGM for consideration and approval by way of ordinary resolution.

**(5) 2022 INVESTMENT PLAN**

The Company plans to complete investment of RMB2.244 billion for the year 2022 and has prepared the 2022 Investment Plan (see Appendix II to this circular for details). On 25 March 2022, the resolution was considered and passed at the meeting of the Board, which is hereby proposed to the AGM for consideration and approval by way of ordinary resolution.

**(6) REPORT OF THE BOARD OF DIRECTORS FOR 2021**

Please refer to the relevant sections of the Company's 2021 Annual Report for the main contents of the Report of the Board of Directors for 2021. On 25 March 2022, the resolution was considered and passed at the meeting of the Board, which is hereby proposed to the AGM for consideration and approval by way of ordinary resolution.

**(7) REPORT OF THE BOARD OF SUPERVISORS FOR 2021**

The Board of Supervisors has prepared the Report of the Board of Supervisors for 2021 (see Appendix III to this circular for details) as required by the Company Law and the Articles of Association. On 25 March 2022, the resolution was considered and passed at the meeting of the Board of Supervisors, which is hereby proposed to the AGM for consideration and approval by way of ordinary resolution.

**(8) PROPOSAL ON GRANTING THE BOARD A GENERAL MANDATE TO ISSUE ADDITIONAL DOMESTIC SHARES AND/OR H SHARES**

In order to meet the development needs of the Company after listing of the Company, it is proposed to the AGM by way of special resolution for consideration and approval of the granting of a general mandate to the Board (or Director(s) authorised by the Board) to issue Domestic Shares and/or H Shares during the Relevant Period (as defined below). Details of the general mandate are set out as follows:

- (a) Subject to the following conditions, an unconditional and general mandate is granted to the Board (or Director(s) authorised by the Board) to issue, allot and deal with the additional Domestic Shares and/or H Shares in the Company's Share capital and to make or grant offers, agreements, or options in relation to such Shares:
  - (i) Except that the Board may make or grant offers, agreements, or options during the Relevant Period and such offers, agreements, or options might require further action or exercise after the end of the Relevant Period, the period of such mandate shall not exceed the Relevant Period;
  - (ii) The total number of Domestic Shares and/or H Shares allotted or conditionally or unconditionally agreed to be allotted (whether allotted pursuant to the options or otherwise) under the approval of the Board shall not exceed 20% of the total number of each of Domestic Shares and H Shares of the Company in issue on the date of passing the relevant resolutions at the general meeting; and
  - (iii) The Board (or Director(s) authorised by the Board) shall exercise the power under the above mandate only under the circumstances where it is in compliance with the Company Law of the People's Republic of China and the Listing Rules (both as amended from time to time) and obtains the approval from the CSRC and/or other related Chinese government authorities.
- (b) For the purpose of this proposal:

“**Relevant Period**” means the period from the date of the passing of this proposal until whichever is the earliest of the followings:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of 12-month period after the passing of this proposal; or
  - (iii) the date on which the mandate granted under this proposal is revoked or varied by a special resolution at a Shareholders' general meeting.
- (c) To authorise the Board (or Director(s) authorised by the Board) to formulate and implement detailed issuance plan including but not limited to the pricing mechanism and/or the issue price (including a price range), the number of Shares to be issued, the target subscribers and the use of proceeds; to determine the issue timing and issue period, and to decide whether to place to existing Shareholders or not when exercising the above-mentioned general mandate.
- (d) To authorise the Board (or Director(s) authorised by the Board) to engage intermediaries in connection with the issue and to approve and execute all actions, deeds, documents and such other matters that are necessary, appropriate, expedient or relevant to the issue; to consider, approve and execute agreements relating to the issue on behalf of the Company, including but not limited to placing and underwriting agreements, engagement agreements with intermediaries.
- (e) To authorise the Board (or Director(s) authorised by the Board) to consider, approve and execute, on behalf of the Company, the applications and documents relating to the issue to be submitted to relevant regulatory authorities; to fulfill relevant approval procedures in accordance with the requirements of regulatory authorities and requirements at the place where the Company is listed, and to handle all necessary archiving, registration and filing procedures at related government authorities in China, Hong Kong and/or any other regions and jurisdictions (if applicable).
- (f) To authorise the Board (or Director(s) authorised by the Board) to make amendments to the relevant agreements and legal documents mentioned in (d) and (e) above in accordance with the requirements of domestic and foreign regulatory authorities.
- (g) To authorise the Board (or Director(s) authorised by the Board) to approve the Company to increase its registered capital correspondingly after the issue based on the Domestic Shares and/or H Shares in issue and to make relevant amendments as it thinks fit to the Articles of Association to reflect corresponding changes in the Company's registered capital, total Share capital and shareholding structure.

**BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED**  
**REPORT ON 2022 INVESTMENT PLAN**

**I. GENERAL DESCRIPTION OF THE 2022 INVESTMENT PLAN**

In 2022, while closely following the development strategy of the Company and actively monitoring the markets of national strategic areas such as Guangdong, Hong Kong, Macao, Beijing-Tianjin-Hebei Region, Yangtze River Delta and Chengdu-Chongqing, Beijing Urban Construction Design & Development Group Co., Limited (the “**Company**” or “**Design & Development Group**”) will fully leverage its advantages in the main business of rail transit and in the upstream and downstream of the industry chain, and expedite the progress of the Huangshan Urban Tourism Railway, Chongqing Suburban Railway Bishan-Tongliang Line and other projects. The Group strictly guards against risks while seizing opportunities to pursue common development.

In 2022, the Company plans to complete an investment of RMB2.244 billion and complete 4 post-evaluation projects, among which, RMB33 million is proposed to be invested in fixed assets; RMB816 million is proposed to be invested in equity; RMB1.395 billion is proposed to be invested in construction projects such as PPP and BOT in, among others, Huangshan, Zhuzhou, Jinan, Wenzhou and Quanzhou. The details are as follows:

**List of the 2022 Investment Plan**

*Unit: RMB100 million*

No.	Type of investment	Proposed investment amount in 2022	Percentage of the total structure
1	Fixed assets	0.33	1.47%
2	Investment in equity	8.16	36.36%
3	Investment in financial areas	Nil	Nil
4	Project investment	13.95	62.17%
<b>Total</b>		<b>22.44</b>	<b>100%</b>

**(I) Investment in fixed assets (proposed investment in 2022: RMB33 million)**

RMB33 million is proposed to be invested in fixed assets in 2022. The details are as follows:



## List of Fixed Assets Investment Plans in 2022

*Unit: RMB100 million*

No.	Project name	Proposed investment amount in 2022	Remarks
1	Transportation equipment	0.035	Purchase of vehicles
2	Production equipment, devices and experimental equipment	0.064	Hydrostatic leveling instrument, data collection instrument, total station and other survey equipment, steel beams, concrete blocks, anchors and other production equipment
3	Office equipment	0.046	Purchase of office equipment for update
4	Electronic equipment	0.148	Purchase of IT equipment and software
5	Logistics equipment	0.041	Update of equipment in the canteen, etc.
<b>Total</b>		<u>0.33</u>	

**(II) Investment in equity (proposed investment in 2022: RMB816 million)**

The total investment of the equity investment plan of the Company is proposed to be RMB816 million in 2022, all of which is for the equity investment projects at hand. The details are as follows:

**List of Equity Investment Plans in 2022**

*Unit: RMB100 million*

No.	Name of equity project	Proposed investment amount in 2022	Remarks
1	Huangshan City Urban Travel Railway Investment Development Co., Ltd. (黃山市市域旅遊鐵路投資發展有限公司)	2.28	Total investment in the Project of Huangshan Urban Tourism Railway T1 Line amounts to approximately RMB12 billion. The entity in charge of implementation is Huangshan City Urban Travel Railway Investment Development Co., Ltd. (黃山市市域旅遊鐵路投資發展有限公司) authorised by the Huangshan Municipal Government, of which Beijing Urban Construction Design holds 24% equity through a capital contribution of RMB240 million. Total capital contribution as at the end of 2021 was RMB12 million. The project is expected to commence construction in June 2022, and the estimated equity investment is the remaining contribution to the registered capital of the project company of RMB228 million.

No.	Name of equity project	Proposed investment amount in 2022	Remarks
2	Shaoxing Jingyue Metro Co., Ltd. (紹興京越地鐵有限公司)	1.17	Total investment in PPP Project of Shaoxing Rail Transit Line 1 is RMB19.778 billion, and project capital accounts for 40% of the total investment, being RMB7.881 billion. Beijing Urban Infrastructure Construction Investment Management Co., Ltd. (北京城建基礎設施投資管理有限公司), a wholly-owned subsidiary of Design & Development Group, holds 7.65% equity in the project company through a capital contribution of RMB603 million. Accumulative capital contribution as at the end of 2021 is RMB409 million. A capital contribution of RMB117 million is proposed to be made in 2022.
3	Yunnan Jingjian Rail Transit Investment and Construction Co., Ltd. (雲南京建軌道交通投資建設有限公司)	1.63	Total investment within the scope of PPP Project of Kunming Rail Transit Line 4 is estimated to be RMB6.326 billion. Project capital accounts for 40%, being RMB2.530 billion. Design & Development Group holds 78.28% equity through a capital contribution of RMB1.981 billion. As at the end of 2021, an accumulative capital contribution of RMB1.512 billion was made by Design & Development Group. A capital contribution of RMB163 million is proposed to be made in 2022, mainly for the payment of warranty deposit and other construction payments.

No.	Name of equity project	Proposed investment amount in 2022	Remarks
4	Chongqing Yuxi Express Railway Construction and Operation Co., Ltd (重慶 市渝西快線建設運營有限 公司)	2.10	Total investment of the PPP Project of Bishan-Tongliang Line of Chongqing Suburban Railway is approximately RMB7.808 billion. Project capital accounts for 30%, being RMB2.342 billion. Design & Development Group holds 30.60% equity through a capital contribution of approximately RMB717 million. As at the end of 2021, an accumulative capital contribution of RMB120 million was made by Design & Development Group. A capital contribution of RMB210 million is proposed to be made in 2022.
5	Beijing Jingxi Ecological Culture and Tourism Investment Co., Ltd. (北 京京西生態文旅投資有限 公司)	0.28	Beijing Jingxi Ecological Culture and Tourism Investment Co., Ltd. is an investment management company jointly established by, amongst others, Design & Development Group and Beijing Energy Group, responsible for the coordinated development projects of the “one line, four mines” and surrounding areas in western Beijing, with a registered capital of RMB1.0 billion. Design & Development Group holds 7% equity through a capital contribution of RMB70 million. As at the end of 2021, an accumulative capital contribution of RMB7 million was made. A capital contribution of RMB28 million is proposed to be made in 2022.

No.	Name of equity project	Proposed investment amount in 2022	Remarks
6	Beijing Institute of Residential Building Design & Research Co., Ltd. (北京市住宅建築設計 研究院有限公司)	0.70	In order to promote the A-share listing of Design & Development Group and improve the comprehensive strength of design business, Design & Development Group acquires the entire equity of Beijing Institute of Residential Building Design & Research Co., Ltd. at the price of RMB69.7696 million as appraised by and registered with the SASAC.
<b>Total</b>		<u>8.16</u>	

**(III) Financial investment**

The Company has no financial investment plans in 2022.

## (IV) Project investment (proposed investment in 2022: RMB1.395 billion)

In 2022, the Company proposes to invest RMB1.395 billion in projects, among which, RMB0.144 billion is proposed to be invested in the two projects at hand, and RMB1.250 billion is proposed to be invested in the six projects under proposition. The details are as follows:

## List of Proposed Project Investments in 2022

Unit: RMB100 million

				Proposed Investment Amount in 2022
No.	Project Category	Investment Project	Project Model	
1	Projects at hand	Project of Infrastructure Construction of Donghuangshan International Town (continuing construction)	PPP	0.9
2		Phase I Project of the Zhuzhou Smart Rail Transit System	BOT	0.54
Subtotal				1.44
3	Projects under proposition	Jinan Rail Transit Project (濟南市軌道交通工程項目)	PPP	3
4		Beijing Suburban (Region) Railway Line (北京市市郊(域)線)	PPP	2
5		Beijing Rail Transit Project (北京軌道交通工程)	PPP	2
6		Wenzhou Municipal Railway Project (溫州市域鐵路工程)	PPP	2
7		Rudong-Nantong-Suzhou-Huzhou Intercity Railway (如通蘇湖城際鐵路)		2
8		Xiamen-Zhangzhou-Quanzhou Intercity Rail (廈漳泉城際軌道)		1.5
Subtotal				12.5
Total				13.95

## II. INVESTMENT AND FINANCING MANAGEMENT STRATEGY

In 2022, the Company will continue to invest in accordance with the laws, manage and control the corporate investment conduct under the principles of strategy, prudence, profitability, and scale control, and promote the optimization of corporate investment business.

### 1. Comprehensively and continuously deepening the investment budget management

The Company will continue to refine and deepen comprehensive budget management, take investment budget as an important component of its comprehensive budget management and complies with the overall requirements of the comprehensive budget management. Investment budgets shall always be prepared under the principles of serving the overall situation while highlighting priorities, taking all factors into consideration and following rigid constraints.

### 2. Improving the project risk assessment mechanism and tightening project screening

The Company will further improve the project risk assessment mechanism and system, strictly control project compliance and economy, strengthen front-end business risk management, and strictly conduct project screening.

### 3. Clarifying the direction of digital development and capturing the opportunities arising from new infrastructure development

By virtue of digital and information technologies, the Company will strive for business innovation, promote the informatization of the construction industry and the intelligentization of project construction and operation, and develop the digital business by actively focusing on the investment integration needs of rail transit projects, and capture the opportunities in smart rail transit through investments, so as to serve the construction of smart cities.

### 4. Transforming the corporate investment strategies and promoting the optimization of corporate investment business

The Company will keep up with the policy trend and market changes of infrastructure investment and financing, and focus on key regional markets, while promoting the transformation of corporate investment business from traditional project investment to equity investment, so as to, on the premise of ensuring the “investment-driven” is controllable through the entire process and consolidate the financial condition of the Company while improving the utilization efficiency of corporate capital.

### III. IMPROVEMENT OF INVESTMENT AND FINANCING MANAGEMENT SYSTEM

In 2021, the investment process and management system of the Company was properly executed as a whole. In order to further optimize the investment management system of the Company, the following tasks are proposed to be implemented in 2022:

#### 1. Continuously deepening the implementation of the requirements of the investment management system

The Company will strictly follow the requirements of the administrative measures of the Company for strengthening the management and control of corporate investment business, effectively perform various review and approval procedures, complete various decision-making procedures required for various investment businesses, strengthen scientific decision-making, make investments in a prudent manner, and strictly control risks.

#### 2. Optimizing the post-investment management evaluation system

The Company will continuously improve the post-investment evaluation indicator system from the perspectives of the completion of investment behavior, investment project capabilities, technologies, degree of realization of business requirements, and expected realization of project economic effects, strengthen the post-investment project evaluation and management, and make summary on the experience to support the decision making for new business.

#### 3. Improving the collaboration mechanism for corporate businesses

The Company will refine the collaborative work process for the business segments, clarify the cooperation mode of collaborative units, and define the scope of liquidation of business collaborative units and the responsibilities of all parties, so as to deepen corporate business collaboration and maximize the benefits of the Company from project operation.



**BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED  
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2021**

In 2021, all members of the Board of Supervisors strictly and conscientiously performed their supervisory duties in strict accordance with the Company Law, the Articles of Association and the Rules of Procedure of the Board of Supervisors of Beijing Urban Construction Design & Development Group Co., Limited and other relevant provisions as well as the principle of good faith. Through meeting supervision and focusing on financial and internal control compliance, we have promoted the efficient operation of corporate governance and actively safeguarded the interests of shareholders, the Company and employees.

**I. Meetings of the Board of Supervisors**

In the year, the Board of Supervisors held 1 meeting and considered and approved the Proposal on Considering the Report of Board of Supervisors for 2020 in March 2021.

**II. Details on the Work of the Board of Supervisors**

The supervisors attended the meetings of Board of Directors and general meetings held by the Company in 2021, supervised the convening, proposals and resolutions of such meetings in accordance with laws and regulations, supervised and inspected the compliance operation, major business activities, governance structure, financial audit, performance of duties by Directors and senior officers of the Company, and made recommendations to the Board of Directors.

The Board of Supervisors supervised and inspected the financial system and financial position of the Company. Focusing on finance, internal control and compliance, we have supervised and promoted the legal and compliant operation of the Company, normalized and optimized the corporate governance structure, and paid special attention to the key issues arising from changes in Hong Kong Listing Rules or the Company's operation and management within our responsibilities. Adhering to the direction of sustainable and healthy development of the Company, we have put forward suggestions and rationalization proposals to the management, covering compliance adjustment, risk prevention, and business management. The employee representative supervisors have also fully fed back the demands of employees in the supervision process, and effectively safeguarded the legitimate rights and interests of employees.

**III. Change of Members of the Board of Supervisors**

There was no change in the members of the Board of Supervisors during the year.

#### IV. Independent Opinions of the Board of Supervisors

The Board of Supervisors hereby issue the following opinions on the supervision and inspection of the Company during the year:

The corporate governance and business operation were carried out in accordance with laws and regulations. The Board of Directors was able to ensure the legal operation of the Company in strict accordance with the requirements of the Company Law, the Articles of Association, the Listing Rules and other relevant laws, regulations and systems. The Company's major business decisions were reasonable, and its procedures were legal and effective. In order to further standardize the operation, the Company has further established and improved various internal management systems and internal control mechanisms. The Directors and senior officers of the Company faithfully performed their duties as stipulated in the Articles of Association and strictly observed the principle of due diligence and integrity while performing their duties. They carried out the resolutions of the general meetings and the Board of Directors efficiently and effectively, and none of them were found to violate laws and regulations, the Articles of Association or prejudice the rights and interests of the shareholders, the Company and the employees while performing their duties.

The report for the performance period is true and complete. The reviewed interim financial statements and the audited annual financial statements of the Company and its subsidiaries for 2021 were prepared in strict accordance with the relevant accounting standards. The financial statements gave a true and fair representation of the financial position and business results of the Company and its subsidiaries. The accounting treatment methods followed the principle of consistency and met the latest accounting standards. The accounts were set in a standard pattern, with clear records and complete data.

In 2022, the Board of Supervisors will, in strict accordance with the Company Law, the Articles of Association and the annual work plan, and focusing on both supervision and advice, conscientiously perform supervision duties and urge the Company to operate in a standardized manner. While strengthening the supervision and management functions, we will enhance the cooperation with the audit committee of the Board of Directors, strengthen audit supervision and risk prevention awareness, earnestly perform the tasks within our scope of responsibilities, so as to give full play to the role of the Board of Supervisors. We will work together with the Board of Directors and all shareholders to promote the standardized operation, sustainable and healthy development of the Company, safeguard and protect the interests of the Company, shareholders and employees, and further improve the business management of the Company.

*Chairman of Board of Supervisors*  
**Hu Shengjie**

Beijing, 25 March 2022