
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 extraordinary 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.

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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
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE GENERAL MEETING
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE BOARD OF DIRECTORS
PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE GENERAL
MEETING RESOLUTION AND AUTHORIZATION IN RELATION TO THE
INITIAL PUBLIC OFFERING AND LISTING OF A SHARES
ENTERING INTO CONTINUING CONNECTED TRANSACTIONS
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING
NOTICE OF THE 2024 FIRST DOMESTIC SHARES CLASS MEETING
AND
NOTICE OF THE 2024 FIRST H SHARES CLASS MEETING**

*Independent Financial Adviser to the Independent Board Committee and
the Independent Shareholders*



The EGM, the Domestic Shares Class Meeting and the H Shares Class Meeting of the Company are to be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Friday, 8 March 2024. A letter from the Board is set out on pages 4 to 33 of this circular. Notices convening the EGM, the Domestic Shares Class Meeting and the H Shares Class Meeting are set out on pages 153 to 159 of this circular.

A letter from the Independent Board Committee containing its recommendations to the Independent Shareholders is set out on pages 34 to 35 of this circular. A letter from Merdeka containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 36 to 58 of this circular.

If you intend to appoint a proxy to attend the EGM, the Domestic Shares Class Meeting and the H Shares Class Meeting, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For H Shareholders, 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 EGM and the Class Meetings or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM and the Class Meetings or any adjourned meeting thereof if you so wish.

22 February 2024

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, modified or supplemented from time to time
“associate(s)”	shall have the meaning ascribed to it under the Hong Kong Listing Rules
“Beijing Investment” or “Beijing Investment Company”	Beijing Infrastructure Investment Co., Ltd., a substantial shareholder of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“Class Meetings”	Domestic Shares Class Meeting and H Shares Class Meeting
“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 People’s Republic of China
“connected person(s)”	shall have the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	the 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
“Domestic Shares Class Meeting”	the class meeting of Domestic Shareholders to be convened and held
“EGM”	the 2024 First Extraordinary General Meeting of the Company to be convened on Friday, 8 March 2024 to consider and, if thought fit, approve the resolutions set out in the Notice of the EGM dated 22 February 2024

DEFINITIONS

“Existing Integrated Services Framework Agreement”	the Integrated Services Framework Agreement entered into by the Company and Beijing Investment Company on 10 March 2021, effective from 1 January 2021 to 31 December 2023
“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
“H Shareholder(s)”	holder(s) of H Shares
“H Shares Class Meeting”	the class meeting of H Shareholders to be convened and held
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Board Committee”	the independent board committee comprising all the independent non-executive Directors, namely Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng, which was established to advise the Independent Shareholders in relation to the terms of the Integrated Services Framework Agreement and the proposed annual caps for revenue of the continuing connected transactions contemplated thereunder for the three financial years ending 31 December 2026
“Independent Financial Adviser” or “Merdeka”	Merdeka Corporate Finance Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Integrated Services Framework Agreement and the transactions contemplated thereunder
“Independent Shareholders”	Shareholders other than those required by the Hong Kong Listing Rules to abstain from voting on the resolution to be proposed at the EGM in relation to the entering into of the Integrated Services Framework Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder

DEFINITIONS

“Integrated Services Framework Agreement”	the integrated services framework agreement entered into by the Company with Beijing Investment Company, effective from 1 January 2024 to 31 December 2026
“Latest Practicable Date”	21 February 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Management Measures on Connected Transactions”	the Management Measures on Connected Transactions of Beijing Urban Construction Design & Development Group Co., Limited, as amended, modified and supplemented from time to time
“MTR Construction”	Beijing MTR Construction Administration Corporation (北京市軌道交通建設管理有限公司)
“percentage ratio(s)”	percentage ratio(s) as defined in Rule 14A.06(30) of the Hong Kong Listing Rules
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular only, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for the Board of Directors”	the Rules of Procedure for the Board of Directors of Beijing Urban Construction Design & Development Group Co., Limited, as amended, modified and supplemented from time to time
“Rules of Procedure for the General Meeting”	the Rules of Procedure for the General Meeting of Beijing Urban Construction Design & Development Group Co., Limited, as amended, modified and supplemented from time to time
“Share(s)”	H Share(s) and Domestic Share(s) of the Company
“Shareholder(s)”	holders of the Shares of the Company
“subsidiary(ies)”	shall have the meaning ascribed to it under the Hong Kong Listing Rules
“substantial shareholder(s)”	shall have the meaning ascribed to it under the Hong Kong Listing Rules
“%”	per cent

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

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

Independent non-executive Directors:

Wang Guofeng

Qin Guisheng

Ma Xufei

Xia Peng

22 February 2024

To the Shareholders:

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE GENERAL MEETING
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE BOARD OF DIRECTORS
PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE GENERAL
MEETING RESOLUTION AND AUTHORIZATION IN RELATION TO THE
INITIAL PUBLIC OFFERING AND LISTING OF A SHARES
ENTERING INTO CONTINUING CONNECTED TRANSACTIONS
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING
NOTICE OF THE 2024 FIRST DOMESTIC SHARES CLASS MEETING
AND
NOTICE OF THE 2024 FIRST H SHARES CLASS MEETING**

I. INTRODUCTION

On behalf of the Board, I invite you to attend the EGM and the Class Meetings to be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Friday, 8 March 2024.

LETTER FROM THE BOARD

The purpose of this circular is to send you notices of the EGM and the Class Meetings and provide you with all information reasonably required to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM and the Class Meetings.

II. PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 9 January 2024 in relation to proposed amendments to the Articles of Association. For the purpose of further improving the corporate governance, it is proposed to make amendments to the Articles of Association of the Company being in effect in accordance with the Company Law and other regulations. For the comparison chart of the amendments to the Articles of Association, please refer to Appendix I.

III. PROPOSED AMENDMENTS TO THE EXISTING RULES OF PROCEDURE FOR THE GENERAL MEETING

For the purpose of further improving the corporate governance structure, the position of vice chairman of the Board is proposed to be created by the Company. In addition, given the invalidation of certain regulatory documents, it is proposed to make amendments to the Rules of Procedure for the General Meeting of the Company being in effect in accordance with the Company Law and other regulations. For the comparison chart of the amendments to the Rules of Procedure for the General Meeting, please refer to Appendix II.

IV. PROPOSED AMENDMENTS TO THE EXISTING RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

For the purpose of further improving the corporate governance structure, the position of vice chairman of the Board is proposed to be created by the Company. In addition, given the invalidation of certain regulatory documents, it is proposed to make amendments to the Rules of Procedure for the Board of Directors of the Company being in effect in accordance with the Company Law and other regulations. For the comparison chart of the amendments to the Rules of Procedure for the Board of Directors, please refer to Appendix III.

V. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE GENERAL MEETING RESOLUTION IN RELATION TO THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES OF THE COMPANY

The Company considered and approved the resolution on application for the initial public offering and listing of A Shares (the “**Issuance**”) at the 2023 Second Extraordinary General Meeting, the 2023 First Domestic Shares Class Meeting and the 2023 First H Shares Class Meeting held on 21 April 2023.

The key contents of the plan on the Issuance considered and approved are as follows:

1. Class and nominal value of shares to be issued

The shares to be issued under the Issuance are RMB ordinary shares (A Shares) and the nominal value of each share to be issued is RMB1.00.

LETTER FROM THE BOARD

2. Number of shares to be issued

The number of new shares proposed to be issued by the Company to the public will be no less than 10% and no more than 20% of the total share capital after the Issuance, being not less than 149,852,223 shares and not more than 337,167,500 shares (both inclusive). The number of shares actually issued will be determined by the Board and its authorized persons as authorized by the shareholders' general meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting in accordance with the provisions of laws and regulations, the approval of the securities regulatory authorities and the market conditions with the sponsor or the lead underwriter through consultation according to the capital demand of the Company, the specific conditions of the securities market at the time of issuance, etc. The final number of shares to be issued will not be less than 149,852,223 shares and not more than 337,167,500 shares (both inclusive). The Company has appointed CITIC Securities Company Limited as the lead underwriter of the Issuance, and CITIC Securities Company Limited is an independent third party of the Company.

The Issuance involves new shares without share offering by original Shareholders.

3. Target subscribers

Target subscribers of the Issuance are qualified book building participants and natural persons, legal persons and other institutional investors that have maintained A Shares accounts with the Shanghai Stock Exchange (except those prohibited by the laws, administrative regulations, other applicable regulatory instruments of the PRC and other regulatory requirements to which the Company is subject). If the CSRC or the Shanghai Stock Exchange has other provisions, such provisions shall prevail.

If any of the above subscribers is a connected person of the Company, the Company will take all reasonable measures to comply with the relevant requirements under the listing rules of the stock exchange of the place where the Shares of the Company are listed.

4. Issuance method

The Issuance is a public offering of A Shares and will be conducted by way of a combination of targeted placement to strategic investors, placement to offline investors who have registered with the Securities Association of China through offline book building to offline investors and issuance to public investors online at a fixed price, or other issuance methods recognized by the CSRC and the Shanghai Stock Exchange.

5. Pricing method

The Company and the lead underwriter shall organize book building for issuance of shares and determine the issuance price according to the book building results, or by other methods then recognized by the CSRC or the Shanghai Stock Exchange.

LETTER FROM THE BOARD

The Issuance will adopt a combination of placement to qualified investors through offline book building and online issuance to public investors who hold non-restricted A shares and non-restricted depositary receipts with certain market value in the Shanghai stock market at a fixed price. The Company and the sponsor (lead underwriter) will directly determine the issuance price through offline preliminary book building, while no cumulative tender book building will be conducted offline.

6. Place of share Listing

The proposed place of Listing for the public offering is the Main Board of the Shanghai Stock Exchange.

7. Underwriting method

The underwriting method of the Issuance is standby underwriting.

8. Use of proceeds

Based on the Company's needs for business development, the proceeds raised from the issuance (after deducting the issuance fees) will be used in the production capacity improvement project, smart design service ability upgrading project and research and development project of digital inspection and intelligent assembly system for the rail transit.

9. Principles for apportionment of issuance-related expenses

The fees related to the Issuance, including underwriting and sponsorship fees, audit and capital verification fees, valuation fees, legal fees, information disclosure fees used in the Issuance, issuance handling fees, etc., shall be borne by the Company.

10. Time of issuance and Listing

The Company shall, at its discretion, select the time of issuance of new shares within the effective period of the decision on the registration from the date on which the Company has obtained the decision on the registration of the public offering of shares from the CSRC; the time of Listing of the Company's Shares shall be determined through negotiation between the Board of the Company and the lead underwriter upon obtaining the consent on the listing from the Shanghai Stock Exchange.

11. Validity period of resolution

The plan on the Issuance shall be valid within 12 months from the date of the resolution being considered and approved at the shareholders' general meeting, H Shares Class Meeting and Domestic Shares Class Meeting of the Company.

LETTER FROM THE BOARD

Upon consideration and approval of the plan on the Issuance at the 2023 Second Extraordinary General Meeting, the 2023 First Domestic Shares Class Meeting and the 2023 First H Shares Class Meeting, the Company has been actively promoting the Issuance. The application materials including the Prospectus for Initial Public Offering (Draft Application) have been submitted to the Shanghai Stock Exchange, and the acceptance notice issued by the Shanghai Stock Exchange in respect of the application materials submitted by the Company for the Issuance was received on 29 December 2023. The Issuance is subject to the approval of the relevant regulatory authorities. The Issuance at present is pending clearance for listing on the Main Board of the Shanghai Stock Exchange and required to obtain the CSRC's approval of the registration in relation to the public offering. The Company will continue to actively promote the Issuance.

Pursuant to the relevant provisions of the Measures on Registration and Administration of the Initial Public Offering, the Company is required to convene a general meeting for resolution of the Issuance, which shall include, at least, the validity period of the resolutions and the authorization to the Board for specific matters regarding the Issuance. In view of the validity period of the resolutions in respect of the Issuance, which were considered and approved at the 2023 Second Extraordinary General Meeting, the 2023 First Domestic Shares Class Meeting and the 2023 First H Shares Class Meeting is about to expire, in order to ensure the continuity and effectiveness of the work related to the Issuance, the Company applied for the extension of the validity period of the resolution on the Issuance plan for 12 months from the expiry date of the original validity period (i.e. 20 April 2024). The extension of the validity period of the resolution on the Issuance will have no adverse impact on the business operations and financial position of the Company. The Issuance will facilitate the expansion of financing channels for the Company and further enhance the market influence of the Company. The Board believes that the Issuance is conducive to the future development of the Company and is in the interests of the Company and its Shareholders as a whole. Therefore, the Board has considered and approved the relevant resolution, which also has been submitted to the EGM and the Class Meetings for consideration and approval. Except for the extension of the validity period of the resolution on the Issuance plan, other contents of the Issuance plan remain unchanged. For details, please refer to the circular of general meeting of the Company dated 30 March 2023.

LETTER FROM THE BOARD

VI. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORIZATION BY THE GENERAL MEETING ON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES OF THE COMPANY

The 2023 Second Extraordinary General Meeting, the 2023 First Domestic Shares Class Meeting and the 2023 First H Shares Class Meeting of the Company held on 21 April 2023 has considered and approved the resolution on the authorization granted to the Board and its authorized persons to handle the relevant matters regarding the Issuance at their absolute discretion. According to the resolution, the Company considered and approved the authorization granted to the Board (and agreed with the Board to authorize the chairman of the Company and its authorized persons) to handle all the matters regarding the Issuance at their absolute discretion within the scope of relevant laws and regulations, including: signing or modifying documents relating to the Issuance, making corresponding adjustments on the specific plan for the Issuance in accordance with the requirements of relevant laws and regulations, handling equity registration and settlement after completion of the Issuance, deciding on the specific plan for the use of proceeds within the framework determined by resolution of the general meeting, handling the issuance procedures for the Issuance with relevant government departments and other matters. Among which, the resolution on the authorization granted to the Board by the general meeting to handle the relevant matters regarding the Issuance shall be valid within 12 months from the date of the resolution being considered and approved at the 2023 Second Extraordinary General Meeting, the 2023 First Domestic Shares Class Meeting and the 2023 First H Shares Class Meeting.

The validity period of the resolution on the authorization granted to the Board by the general meeting to handle the relevant matters regarding the Issuance, which was considered and approved at the 2023 Second Extraordinary General Meeting, the 2023 First Domestic Shares Class Meeting and the 2023 First H Shares Class Meeting, is due to expire. Therefore, in order to ensure the continuity and effectiveness of the work related to the Issuance, the Company applied for the extension of the validity period of the resolution on the authorization granted to the Board by the general meeting to handle the relevant matters regarding the Issuance for 12 months from the expiry date of the original validity period (i.e. 20 April 2024). Except for the extension of the validity period of the resolution on the authorization granted to the Board by the general meeting to handle the relevant matters regarding the Issuance, other contents of the authorization plan for the Issuance remain unchanged. For details, please refer to the circular of general meeting of the Company dated 30 March 2023.

VII. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (DRAFT) APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

On 21 April 2023, the Company convened the 2023 Second Extraordinary General Meeting, the 2023 First Domestic Shares Class Meeting and the 2023 First H Shares Class Meeting, at which the Articles of Association (Draft) applicable upon the initial public offering and listing of A Shares was considered and approved.

LETTER FROM THE BOARD

Given the issuance of the Guidelines for the Articles of Association of Listed Companies (2023 Revision) (effective from 15 December 2023), the Measures for the Administration of Independent Directors of Listed Companies (effective from 4 September 2023) by China Securities Regulatory Commission, and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (effective from 4 September 2023) by the Shanghai Stock Exchange, the Company proposes to amend the Articles of Association (Draft) in accordance with the aforesaid rules and other relevant provisions. For the comparison chart of amendments to the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (Draft), please refer to Appendix IV.

After being considered and approved at the general meeting of the Company, the Articles of Association (Draft) shall take effect and be implemented from the date of the initial public offering and listing of A Shares of the Company on the Shanghai Stock Exchange.

VIII. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

On 21 April 2023, the Company convened the 2023 Second Extraordinary General Meeting, the 2023 First Domestic Shares Class Meeting and the 2023 First H Shares Class Meeting, at which the Rules of Procedure for the General Meeting applicable upon the initial public offering and listing of A Shares was considered and approved.

Given the issuance of the Guidelines for the Articles of Association of Listed Companies (2023 Revision) (effective from 15 December 2023), the Measures for the Administration of Independent Directors of Listed Companies (effective from 4 September 2023) by China Securities Regulatory Commission, and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (effective from 4 September 2023) by the Shanghai Stock Exchange, the Company proposes to amend the Rules of Procedure for the General Meeting applicable upon the initial public offering and listing of A Shares in accordance with the aforesaid rules and other relevant provisions. For the comparison chart of amendments to the Rules of Procedure for the General Meeting of Beijing Urban Construction Design & Development Group Co., Limited applicable upon the initial public offering and listing of A Shares, please refer to Appendix V.

After being considered and approved at the general meeting of the Company, the Rules of Procedure for the General Meeting shall take effect and be implemented from the date of the initial public offering and listing of A Shares of the Company on the Shanghai Stock Exchange.

LETTER FROM THE BOARD

IX. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

On 21 April 2023, the Company convened the 2023 Second Extraordinary General Meeting, the 2023 First Domestic Shares Class Meeting and the 2023 First H Shares Class Meeting, at which the Rules of Procedure for the Board of Directors applicable upon the initial public offering and listing of A Shares was considered and approved.

Given the issuance of the Guidelines for the Articles of Association of Listed Companies (2023 Revision) (effective from 15 December 2023), the Measures for the Administration of Independent Directors of Listed Companies (effective from 4 September 2023) by China Securities Regulatory Commission, and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (effective from 4 September 2023) by the Shanghai Stock Exchange, the Company proposes to amend the Rules of Procedure for the Board of Directors applicable upon the initial public offering and listing of A Shares in accordance with the aforesaid rules and other relevant provisions. For the comparison chart of the amendments to the Rules of Procedure for the Board of Directors of Beijing Urban Construction Design & Development Group Co., Limited applicable upon the initial public offering and listing of A Shares, please refer to Appendix VI.

After being considered and approved at the general meeting of the Company, the Rules of Procedure for the Board of Directors shall take effect and be implemented from the date of the initial public offering and listing of A Shares of the Company on the Shanghai Stock Exchange.

X. PROPOSED AMENDMENTS TO THE APPLICABLE WORKING RULES FOR THE INDEPENDENT DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED AND OTHER RULES UPON INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

On 21 April 2023, the Company convened the 2023 Second Extraordinary General Meeting, the 2023 First Domestic Shares Class Meeting and the 2023 First H Shares Class Meeting, at which the rules, including the Working Rules for the Independent Directors of Beijing Urban Construction Design & Development Group Co., Limited, the Management Measures on Connected Transactions of Beijing Urban Construction Design & Development Group Co., Limited, the Management Systems for Regulating Fund Transfers with Related Parties of Beijing Urban Construction Design & Development Group Co., Limited and the Management Systems for the Provision of Financial Assistance to External Parties of Beijing Urban Construction Design & Development Group Co., Limited (the “**Rules**”) applicable upon the initial public offering and listing of A Shares, were considered and approved.

LETTER FROM THE BOARD

Given the issuance of the Guidelines for the Articles of Association of Listed Companies (2023 Revision) (effective from 15 December 2023), the Measures for the Administration of Independent Directors of Listed Companies (effective from 4 September 2023) by China Securities Regulatory Commission, and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (effective from 4 September 2023) by the Shanghai Stock Exchange, the Company proposes to amend the Rules applicable upon the initial public offering and listing of A Shares in accordance with the aforesaid rules and other relevant provisions. For the comparison charts of the amendments to the Rules applicable upon the initial public offering and listing of A Shares, please refer to Appendix VII to Appendix X.

After being considered and approved at the general meeting of the Company, the Rules shall take effect and be implemented from the date of the initial public offering and listing of A Shares of the Company on the Shanghai Stock Exchange.

XI. ENTERING INTO CONTINUING CONNECTED TRANSACTIONS

1. Entering into the Integrated Services Framework Agreement

On 10 March 2021, the Company entered into the Existing Integrated Services Framework Agreement with Beijing Investment Company, with effective from 1 January 2021 to 31 December 2023. The Company has also set the annual caps for the continuing connected transactions under such agreements for the three financial years ending 31 December 2023. As the aforementioned Existing Integrated Services Framework Agreement will expire on 31 December 2023, the Company renewed the Integrated Services Framework Agreement with Beijing Investment on 19 December 2023 for a term of three years from 1 January 2024 to 31 December 2026. The Company has also set the annual caps for the continuing connected transactions contemplated thereunder for each year from 2024 to 2026.

The principal terms of the Integrated Services Framework Agreement are set out as follows:

- Parties to the agreement:** The Company
Beijing Investment Company
- Term of the agreement:** From 1 January 2024 to 31 December 2026
- Scope of service:**
- (1) The Group will provide Beijing Investment, its subsidiaries and/or associates with construction survey, design and consultancy services as well as construction contracting services; and
 - (2) Beijing Investment, its subsidiaries and/or associates will provide the Group with construction survey, design and consultancy services as well as construction contracting services.

LETTER FROM THE BOARD

Among these services, in terms of construction survey, design and consultancy services, the Group and Beijing Investment, its subsidiaries and/or associates provide survey, design and consultancy services for urban rail transit construction as well as industrial and civil construction and municipal engineering to each other based on different professional businesses in their respective fields, respectively. For the purpose of illustration, there is no overlap in segments between construction survey, design and consultancy services provided by the Group to Beijing Investment, its subsidiaries and/or associates and construction survey, design and consultancy services provided by Beijing Investment, its subsidiaries and/or associates to the Group. Services provided by the Group to Beijing Investment, its subsidiaries and/or associates include but are not limited to the survey, measurement and monitoring of Beijing Subway, bridge and tunnel structure testing and assessment of Beijing Subway and construction drawing design document procedures and technical review of Beijing Subway, etc., while services provided by Beijing Investment, its subsidiaries and/or associates to the Group include the construction of intelligent park for the security control center of Beijing Subway, etc. In terms of construction contracting services, the Group mainly provides traditional construction business under general construction contracting and other related businesses, including Beijing Subway Capacity Expansion and Improvement Engineering Project and City Terminal Comprehensive Transportation Hub Integrated Engineering Project, etc., to Beijing Investment, its subsidiaries and/or associates, while Beijing Investment, its subsidiaries and/or associates mainly provide professional sub-contracting services, including supply of raw materials for construction and procurement of spare parts, etc., to the Group.

Transaction principles:

- (1) Both parties are entitled to choose the counterparties of the transaction.
- (2) Both parties shall carry out the transaction in accordance with the applicable general market practice (if any) and on normal commercial terms.

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Pricing principles:

Pursuant to the Integrated Services Framework Agreement, the terms of the agreement for the Group to provide construction survey, design and consultancy services as well as construction contracting services to Beijing Investment, its subsidiaries and/or associates shall not be more favorable to the terms of the agreement for the Group to provide similar services to independent third parties, and the price for services provided by one party to the other party shall be determined at the following principles:

- (1) Where there is government-prescribed price, the government-prescribed price shall prevail (the government-prescribed price refers to the price determined for a certain type of service or services according to the laws, regulations, decisions or orders formulated by the Chinese central government, provincial governments or other regulatory authorities. For further illustration purposes, there is no government-prescribed price for construction survey, design and consultancy services and construction contracting services);

- (2) Where there is no government-prescribed price, but there is government-guided price, then the price would be determined upon considering market factors with reference to the government-guided price (the government-guided price refers to the price determined for a certain type of service or services according to the laws, regulations, decisions and orders formulated by the Chinese central government, provincial governments or other regulatory authorities, which within a certain range, can be adjusted through negotiations between both parties to the transaction (factors taken into consideration when determining prices by both parties including but not limited to material cost, scale and technological difficulties of projects). For further illustration purposes, there is no government-guided price for construction survey, design and consultancy services. In terms of construction contracting services, the Beijing Municipal Commission of Housing and Urban-Rural Development issued the “Beijing Construction Project Pricing Basis-Urban Rail Transit Project Budget Quota”, while the commissions of housing and urban-rural development of local governments would also publish the project cost information, which would provide basis of calculation (including but not limited to how to calculate project cost in a comprehensive manner based on factors such as labor cost, material cost, scale of projects, etc.) for the construction projects as the reference for the bidding price); or

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- (3) Where there is neither government-prescribed price nor government-guided price, then the price would be determined through tender process or other available market price.

The “market price” shall be determined in the following order: (1) the price charged by independent third parties who offer the same type of services under normal commercial terms in the ordinary and usual course of business at or near the area where such services are provided, in such case, reference shall be made to the prices quoted by at least two independent third parties who provide the same or similar type of services under same conditions; (2) or if inapplicable, the price charged by independent third party(ies) then who offer the same type of services under normal commercial terms in the ordinary and usual course of business in the PRC, in such case, reference shall be made to the prices quoted by at least two independent third parties who provide the same or similar type of services under same conditions.

Payment arrangement:

The service fee shall be paid by one party of the agreement to the other party upon completion of relevant services provided within the settlement period (usually 30 days) as agreed under the specific service contract entered into in accordance with the Integrated Services Framework Agreement. If the payment of the consideration is otherwise agreed in the specific service contract, the specific contract shall prevail.

Implementation of agreements:

- (1) Both parties may enter into specific service contracts in accordance with the Integrated Services Framework Agreement (including the annual plan established under the framework agreement). The terms of such specific service contracts shall not exceed the validity period of the Integrated Services Framework Agreement, and all specific service contracts shall not violate the provisions of the Integrated Services Framework Agreement.
- (2) The principles and conditions stipulated in the Integrated Services Framework Agreement shall apply to the specific service contracts which have been entered into when the Integrated Services Framework Agreement was valid. Both parties may, as agreed, determine the new annual specific execution plan in the specific service contracts, or make any adjustments to the terms of renewal and other matters of the contracts according to the actual situation and needs from time to time.

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2. The proposed annual caps for the three financial years ending 31 December 2026

2.1 *Historical annual caps and historical transaction amounts for the three years ended 31 December 2023*

The table below sets out the historical annual caps of the construction survey, design and consultancy services as well as construction contracting services provided by the Group to Beijing Investment, its subsidiaries and/or associates, and the historical annual caps of the construction survey, design and consultancy services as well as construction contracting services provided by Beijing Investment, its subsidiaries and/or its associates to the Group for the three years ended 31 December 2023:

	Historical annual caps for three financial years ended		
	31 December 2021	31 December 2022	31 December 2023
	<i>(RMB hundred million)</i>	<i>(RMB hundred million)</i>	<i>(RMB hundred million)</i>
Revenue generated by the Group from providing construction survey, design and consultancy services to Beijing Investment, its subsidiaries and/or associates	17	18.7	20.57
Revenue generated by the Group from providing construction contracting services to Beijing Investment, its subsidiaries and/or associates	21.5	23.65	26.015
Expenditure incurred by Beijing Investment, its subsidiaries and/or associates for the provision of construction survey, design and consultancy services to the Group	0.085	0.094	0.10
Expenditure incurred by Beijing Investment, its subsidiaries and/or associates for the provision of construction contracting services to the Group	0.62	0.682	0.75

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The table below sets out the historical transaction amounts and utilization rates of historical annual caps of the construction survey, design and consultancy services as well as construction contracting services provided by the Group to Beijing Investment, its subsidiaries and/or associates, and the historical transaction amounts of the construction survey, design and consultancy services as well as construction contracting services provided by Beijing Investment, its subsidiaries and/or associates to the Group for the two financial years ended 31 December 2022 and the six months ended 30 June 2023:

	Approximate historical transaction amounts for the		
	year ended	year ended	six months
	31 December	31 December	ended
	2021	2022	30 June
	<i>(RMB hundred million)</i>	<i>(RMB hundred million)</i>	<i>(RMB hundred million)</i>
Revenue generated by the Group from providing construction survey, design and consultancy services to Beijing Investment, its subsidiaries and/or associates	4.64	4.47	2.19
Utilization rate (%)	27.29%	23.90%	10.65%
Revenue generated by the Group from providing construction contracting services to Beijing Investment, its subsidiaries and/or associates	19.69	19.47	6.90
Utilization rate (%)	91.58%	82.33%	26.52%
Expenditure incurred by Beijing Investment, its subsidiaries and/or associates for the provision of construction survey, design and consultancy services to the Group	0	0	0.01
Utilization rate (%)	0	0	10%
Expenditure incurred by Beijing Investment, its subsidiaries and/or associates for the provision of construction contracting services to the Group	0.21	0.03	0
Utilization rate (%)	33.87%	4.39%	0

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Note: The low utilization rates of annual caps for the two financial years ended 31 December 2022 and six months ended 30 June 2023 under the Integrated Services Framework Agreement are attributed to factors that certain expected projects were not approved by government for implementation as planned and some of the bids submitted were not awarded. The proposed annual caps under the Integrated Services Framework Agreement for the three financial years ending 31 December 2026 are based on projects currently obtained and expected to be obtained through tender and the aggregation of revenue to be generated therefrom, therefore, the low utilization rates of annual caps for previous years have an insignificant impact on the determination of proposed annual caps for the three financial years ending 31 December 2026.

2.2 Proposed annual caps for the three financial years ending 31 December 2026

The Company estimates that the annual caps for the construction survey, design and consultancy services as well as construction contracting services provided by the Group to Beijing Investment, its subsidiaries and/or associates, and the annual caps for the construction survey, design and consultancy services as well as construction contracting services provided by Beijing Investment, its subsidiaries and/or associates to the Group for the three financial years ending 31 December 2026 are as follows:

	Proposed annual caps for the three financial years ending		
	31 December 2024	31 December 2025	31 December 2026
	<i>(RMB hundred million)</i>	<i>(RMB hundred million)</i>	<i>(RMB hundred million)</i>
Revenue to be generated by the Group from providing construction survey, design and consultancy services to Beijing Investment, its subsidiaries and/or associates	5.5	6.0	6.5
Revenue to be generated by the Group from providing construction contracting services to Beijing Investment, its subsidiaries and/or associates	37	58	61.5
Expenditure to be incurred by Beijing Investment, its subsidiaries and/or associates for the provision of construction survey, design and consultancy services to the Group	0.0135	0.014	0.015
Expenditure to be incurred by Beijing Investment, its subsidiaries and/or associates for the provision of construction contracting services to the Group	0.485	0.515	0.5665

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2.3 *Basis of determination of the proposed annual caps*

Taking into account the difference in service nature between construction survey, design and consultancy services, which represent survey, design and consultancy services for urban rail transit construction as well as industrial and civil construction and municipal engineering, and construction contracting services which represent general construction contracting and other related businesses, and in order to better coordinate the operations, the Company sets separate annual caps for construction survey, design and consultancy services and construction contracting services when determining the proposed annual caps under the Integrated Services Framework Agreement.

2.3.1. *Revenue*

When estimating the annual caps for the revenue to be generated by the Group from providing construction survey, design and consultancy services to Beijing Investment, its subsidiaries and/or associates under the Integrated Services Framework Agreement for the three financial years ending 31 December 2026, the Company has made reference to the historical transaction figures, including historical transaction amounts and reasons of low utilization rates of some annual caps, and considered, among other things, the following key factors:

- (1). The Group provides Beijing Investment, its subsidiaries and/or associates with construction survey, design and consultancy services
 - (a) **Urban rail transit survey and measurement projects:** Beijing Investment, its subsidiaries and/or associates have continuous demand for the survey, measurement and monitoring services for urban rail transit projects such as Beijing Subway Line 17 and Line 12 Engineering Measurement Projects, Beijing Subway Line 14 Third Party Engineering Monitoring Project, etc.; and various projects, including Beijing Subway Line 19 Phase II Engineering Survey Project, Beijing Subway Line 20 Phase I Engineering Survey Project, Beijing Subway Line 11 Phase II Engineering Measurement Project, etc., which are expected to be obtained through tender.
 - (b) **Urban rail transit design business:** Beijing Investment and its subsidiaries are investors and constructors of Beijing Subway, and the Company has obtained numerous project design businesses through tender, such as Beijing Subway Line 1 Branch Line Engineering Design Project, Beijing Sub-Center Railway Station Comprehensive Transportation Hub Engineering Design Project, Beijing Subway Line 11 Western Section (Beijing Winter Olympics Branch Line) Engineering Design Project, etc.; and projects that may be commenced in the construction planning scheme for Beijing Rail Transit, including Line 19, Line 17 and Line R4 and other projects.

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- (c) **Urban rail transit consultancy business:** The Company is currently engaged in a number of rail transit consultancy businesses with Beijing Investment and its subsidiaries, including specialized design and consultancy services for prefabricated construction and indoor Building Information Modeling (“**BIM**”) consultancy services for the Beijing Dongba Project, design and consultancy services for the Beijing Dongba West Depot Primary Structure Reservation and Optimization Project, etc.; and various projects, including consultancy business in Beijing, M101 Engineering BIM Information Consultancy Project, Subway Line 1 Branch Line, etc., which are expected to be obtained through tender.

- (d) **Urban rail transit testing business:** The Company is currently engaged in a number of rail transit testing businesses with Beijing Investment and its subsidiaries, such as Beijing Sub-Center Railway Station Comprehensive Transportation Hub Physical Testing Project, Beijing Subway Bridge and Tunnel Structure Testing and Assessment Project, Beijing Subway Line 19 Phase I Engineering Main Structure Testing Project; and specialized testing projects for Beijing Subway Line 101, S1 and S6, surrounding road projects of Dongba Transportation Hub, and Jiejia Village Hub superstructure development projects, etc., which are expected to be obtained through tender.

- (e) **Urban rail transit construction drawing review business:** The Company has obtained numerous construction drawing review businesses with Beijing Investment and its subsidiaries, including construction drawing design document procedures and technical review project of Beijing Subway Line 14, technical consultation of construction drawing review of Beijing Subway Line 17, construction drawing review of Phase I Engineering of Beijing Subway Line 3; and construction drawing review project of Beijing Subway which is expected to be obtained in the future.

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In terms of the provision of construction survey, design and consultancy services by the Group to Beijing Investment, its subsidiaries and/or associates, the table below sets out the projects that the Company has obtained and expects to obtain through tender and breakdown of the revenue to be generated from such projects:

Service type	Specific services	Estimated revenue		
		As of 31 December 2024	As of 31 December 2025	As of 31 December 2026
		<i>(RMB million)</i>		
Urban rail transit survey and measurement projects	Beijing Subway Line 22 Engineering Project	19.52	21.8	21.71
	Beijing Subway Line 13 Engineering Project	7.83	9.79	14.55
	Beijing New Airport Expressway Engineering Project	7.23	4.5	1.82
	Beijing Subway Line 1 Engineering Project	5.99	2.19	1.66
	Beijing Subway Line 19 Engineering Project	4	12	19
	Beijing Subway Bridge and Tunnel Structure Monitoring Project	4	6	8
	Beijing Subway Line 101 Engineering Measurement Project	4	6	8
	Beijing Subway Line 1 Branch Line Engineering Measurement Project	3	7	8
	Beijing Subway Line 11 Phase II Engineering Project	2	11	22
	Beijing Subway Line 17 Engineering Project	3.39	0.22	0
	Beijing Subway Line 12 Engineering Project	3.33	1.51	0
	Beijing Subway Line 14 Engineering Project	2.44	1.89	0
	Beijing Subway Line 16 Engineering Project	4.87	4.66	0.66
	Beijing Sub-Center Station Comprehensive Transportation Hub Engineering Project	2.87	2.54	2.05
	Beijing Subway Changping Line Engineering Survey and Measurement Project	2.04	1	1
	Beijing Subway Line 6 Engineering Project	2.34	1.1	0.71
Beijing Subway Line 28 (Original CBD Line) Engineering Project	3.56	2.7	2.54	

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Service type	Specific services	Estimated revenue		
		As of 31 December 2024	As of 31 December 2025	As of 31 December 2026
		<i>(RMB million)</i>		
	Other projects (including Beijing Subway Line 10 Project, Beijing Subway Line New Airport Line Project, Beijing Subway Line S6 Engineering Survey and Measurement Project, Beijing Subway Line R4 Phase I Northern Section Engineering Survey Project, Beijing Subway Line 20 Phase I Engineering Survey Project, Beijing Subway Line R6 Phase I Engineering Survey Project, Beijing Sub-Center Dongxiaoying Yard Superstructure Staff Relocation Housing Engineering Project, Beijing Subway Line 11 Western Section (Beijing Winter Olympics Branch Line) Engineering Survey Project, Beijing Chaoyang District Dongba Vehicle Base Comprehensive Utilization Project, Beijing Subway Line 28 Engineering Topographic Seismic Safety Assessment Project, Beijing Subway Line 9 Liuliqiao Station Interval Monitoring Project, Beijing Subway Line 14 Westward Extension Engineering Survey Project, etc.)	28.79	71.8	101.34
Subtotal		111.2	167.7	213.04

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Service type	Specific services	Estimated revenue		
		As of 31 December 2024	As of 31 December 2025	As of 31 December 2026
		<i>(RMB million)</i>		
Urban rail transit design business	Beijing Subway Line 13 Capacity Expansion and Improvement Engineering Design Project	44.71	45.87	35.51
	Beijing Subway Line 1 (Branch Line) Engineering Design Project	39.99	27.12	19
	Beijing Suburban Railway Northeast Loop Line (Nankou-Guanghua Lu Section) Engineering Design Project	34.42	22.94	11.47
	Beijing Subway Line M101 Engineering General Contracting and Worksite Design Project	19.06	18.48	19.79
	Beijing Subway Line 3 Engineering General Contracting and Worksite Design Project	11.65	8.77	5.19
	Beijing Subway New Airport Line (Caoqiao-Lize Financial Business District) Engineering Design Project	14.47	8.68	8.68
	Beijing Tongzhou District Zhangjiawan Depot Comprehensive Utilization Land Supply Project	9.82	4.7	1.58
	Beijing Huoying Comprehensive Transportation Hub Integrated Comprehensive Utilization Project	8.2	7.21	6
	Beijing Subway Line 17 Engineering General Contracting and Worksite Design Project	8.02	6.83	5.2
	Beijing Dongba West Depot Line 3 Design Project	6.44	0.46	4.16
	Beijing Subway Line 22 Engineering Design Project	3.13	3.13	3.13
	Beijing Subway Line 3 Engineering Project	4.97	2	1.7
	Beijing Sub-Center Railway Station Comprehensive Transportation Hub Engineering Project	3	3.14	0.52
	Beijing Subway Line 6 Southward Extension Engineering Design Project	2.06	1.54	2.57
	Beijing Subway Line 27 Phase II (Changping Line Southward Extension) Engineering Design Project	4.66	1.64	0

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Service type	Specific services	Estimated revenue		
		As of 31 December 2024	As of 31 December 2025	As of 31 December 2026
		<i>(RMB million)</i>		
	Other projects (including Beijing Line 19, Line 17, Line R4 Engineering, Line 3, Line 12, Fangshan Northward Extension Station Municipal Pipe Lines Comprehensive Design, Beijing Regional Comprehensive Development Project, Beijing Subway Line 19 Phase I Engineering, Beijing Wangfujing Underground Utility Tunnel Engineering Design, Beijing Suburban Railway Line S2 “Railway + Land” Planning and Research Project, Beijing Subway Line 11 Phase I Engineering, Beijing Line Fuba Isolating LV Switch Renewal and Reconstruction, Beijing Line Fuba Transformer Replacement Engineering Design, Beijing Subway Line 5, Line 8 Phase I, Line 10 Phase I OTE Reconstruction Engineering, Beijing Subway Line 2 Renewal and Construction Engineering Project, etc.)	160.61	186.17	223.78
Subtotal		375.21	348.68	348.28
Urban rail transit consultancy business	Beijing Dongba Project Prefabricated Construction Specialized Design and Consultancy Project	1.28	1.28	1.28
	Beijing Xingong Project Prefabricated Construction Specialized Design and Consultancy Project	2.08	0.52	0
	Beijing Subway Line M101 Engineering Consultancy Project	0.26	2.09	3.09
	Other projects (including Beijing Crossing Existing Lines Specialized Design and Consultancy, Beijing Suburban Railway Sub-Center Line Westward Extension Passenger Flow Forecasting Consultancy Service, Beijing Passenger Flow Forecasting Model Algorithm Research and Program Development Technical Service Consultation, Beijing Subway Line 28 Engineering Technical Consultancy Project, etc.)	4.5	9.04	12.3
Subtotal		8.12	12.93	16.67

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Service type	Specific services	Estimated revenue		
		As of 31 December 2024	As of 31 December 2025	As of 31 December 2026
		<i>(RMB million)</i>		
Urban rail transit testing business	Beijing Subway Line 12 Engineering Testing Project	0.32	5.39	1.9
	Beijing Sub-Center Railway Station Comprehensive Transportation Hub Testing Project	8.97	3.54	0
	Beijing Subway Line 17 Engineering Testing Project	1.64	1.1	4.78
	Beijing Subway Line 16 Engineering Testing Project	0	2.35	5.35
	Beijing Subway Bridge and Tunnel Structure Testing and Assessment Project	8.39	0	0
	Beijing Sub-Center Dongxiaoying Yard Superstructure Staff Relocation Housing Engineering Project Adjacent to Subway Line 6 Pre-and-post Construction Testing	1.9	0	0
	Other projects (including Beijing Subway Line 22 Testing Project, Beijing Subway Line 101, Line S1, S6 Specialized Testing, Beijing Subway Changping Line Southward Extension Engineering Main Structure On-site Testing, Beijing Subway Line 27 Phase II Testing, Line Batong Southward Extension Engineering Crossing Engineering Testing, Beijing New Airport Expressway Underground Comprehensive Utility Tunnel Phase I Physical Testing, Beijing Haidian District Suzhou Street Station Integrated Project, Beijing Subway Line 13 Capacity Expansion and Improvement Engineering Project, Beijing Subway Line 8 Phase III Engineering Affecting Existing Subway Line 1 and Line 2 Structure Condition Inspection and Testing, etc.)	5.05	39.1	42.25
	Subtotal		26.27	51.48
Urban rail transit construction drawing review business	Beijing Subway Line 3 Phase I Construction Drawing Review Project	7.68	5.8	5.9
	Beijing Subway Line 17 Construction Drawing Review Project	4.8	4	3.8
	Beijing New Airport Phase I Section B Construction Drawing Review Project	7.02	0	0
	Beijing Subway Line 12 Construction Drawing Review Project	0	2	3

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Service type	Specific services	Estimated revenue		
		As of 31 December 2024	As of 31 December 2025	As of 31 December 2026
		<i>(RMB million)</i>		
	Other projects (including Beijing Subway Line 14 Construction Drawing Design Document Procedures and Technical Review Project, Beijing Subway Line 19 Phase I Construction Drawing Technical Review Project, Beijing Subway Line 6 Westward Extension Construction Drawing Review Project, Beijing Subway Line Batong Southward Extension Construction Drawing Review Project, Beijing Subway Airport Express Phase II Construction Drawing Design Review Project, Beijing New Airport Line Phase I Section B Construction Drawing Fire-specialized Review Project, etc.)	9.23	3	5
Subtotal		28.73	14.8	17.7
Total		549.53	595.59	649.97

- (2). The Group provides Beijing Investment, its subsidiaries and/or associates with construction contracting services

When estimating the annual caps for the revenue to be generated by the Group from providing construction contracting services to Beijing Investment, its subsidiaries and/or associates under the Integrated Services Framework Agreement for the three financial years ending 31 December 2026, the Company has made reference to the historical transaction figures, including historical transaction amounts and reasons of low utilization rate of some of historical annual caps, and considered, among other things, the following key factors:

- (a) **Subway engineering projects under construction:** projects that the Company has obtained through tender and are in progress, include the Beijing Subway Line 13 Capacity Expansion and Improvement Engineering Project, Line 22 (Pinggu Line) Engineering Project, Line 6 Phase II Engineering Project, etc.
- (b) **Newly won bid projects:** newly won bid projects which the Company currently plans to commence construction in 2024 include Branch Line of Beijing Subway Line 1 Project, Beijing Subway Line S6 (Xincheng Connecting Line) Phase I Project, Rail Transit Line 22 (Pinggu Line) Project, etc.

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In terms of the provision of construction contracting services by the Group to Beijing Investment, its subsidiaries and/or associates, the table below sets out the projects that the Company has obtained and expects to obtain through tender and breakdown of the revenue to be generated from such projects:

Service type	Specific services	Estimated revenue			
		As of 31 December 2024	As of 31 December 2025	As of 31 December 2026	
		<i>(RMB million)</i>			
Subway engineering projects under construction	Beijing Subway Line 22 Engineering Project	764.04	691.1	342.04	
	Beijing Lize Airport Terminal Comprehensive Transportation Hub Integrated Engineering Project	385.32	752.29	91.74	
	Beijing Subway Line 13 Engineering Project	158.76	253.87	238.92	
	Beijing Subway Line 6 Phase II Engineering Project General Contracting Engineering Project	293.58	55.05	9.17	
	Beijing Shared Supporting Facilities of the Three Major Buildings under the Urban Green Heart Construction Project	45.87	0	0	
	Beijing Subway Line 12 Engineering Project	31.19	0	0	
	Beijing Chongwenmen Subway Station and Surrounding Public Space Renovation and Upgrading Construction Project	21.17	108.55	108.55	
	Beijing Subway New Airport Line Engineering Project	266.06	275.23	0	
	Beijing Existing Line Flood Control and Drainage Upgrading and Optimization Phase I Engineering Project	7.95	0	0	
	Low-lying Square in Front of Beijing Subway Station Flood Control and Drainage Capacity Improvement and Reconstruction Project	5.43	0	0	
	Subtotal		1,979.37	2,136.09	790.42
	Expected newly won bid projects	Beijing Subway Line S6 (Xincheng Connecting Line) Engineering Project	100	200	758.72
Beijing Subway Line 19 Phase II Engineering Project		120	592.84	1,418.53	
Beijing Subway Line 101 Four Sections Engineering Project		366.97	1,100.92	1,467.89	
Beijing Subway Line 1 Branch Line Engineering Project		145.87	287.61	333.49	
Beijing Suburban Railway Northeast Loop Line Engineering Project		120	180	180	
Beijing Subway Line 25 Phase III (Lijin line) Engineering Project		120	180	180	
Beijing Subway Line 20 Phase I (Line R4) Engineering Project		120	180	180	

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Service type	Specific services	Estimated revenue		
		As of 31 December 2024	As of 31 December 2025	As of 31 December 2026
		<i>(RMB million)</i>		
	Beijing Subway Line 7 Phase III (Northward Extension) Engineering Project	120	180	180
	Beijing Subway Line 11 Phase II Engineering Project	120	180	180
	Beijing Subway Line 17 Phase II (Branch Line) Engineering Project	120	180	180
	Beijing Subway Yizhuang Line - Line 5 and Line 10 Connecting Line Engineering Project	120	180	180
	Beijing Subway Line 22 (Pinggu Line) Engineering Project	90	150	80
	Beijing Existing Line Reconstruction Engineering Project	20	30	30
Subtotal		1,682.84	3,621.37	5,348.63
Total		3,662.21	5,757.46	6,139.05

2.3.2. Expenditure

When estimating the annual caps for the expenditure to be incurred by Beijing Investment, its subsidiaries and/or associates from providing construction survey, design and consultancy services as well as construction contracting services to the Group under the Integrated Services Framework Agreement for the three financial years ending 31 December 2026 of the Group, the Company has made reference to the historical transaction figures as listed above and considered, among other things, the following key factors:

- (1). Beijing Investment, its subsidiaries and/or associates will provide the Group with construction survey, design and consultancy services

Consultancy projects to be provided by Beijing Investment and its subsidiaries to the Company include Phase I and Phase II of the Engineering Construction Project of the Smart Park of Beijing Subway Safety Control Center; and the Beijing Subway Design Consultancy Project which is expected to be obtained through tender.

- (2). Beijing Investment, its subsidiaries and/or associates will provide the Group with construction contracting services

Specialized sub-contracting projects to be provided by Beijing Investment and its subsidiaries to the Company include sub-contracting of contract section 25 of Beijing Subway Line 13 Capacity Expansion and Improvement Engineering Design Project; the provision of material procurement service includes the construction of contract section 25 of Beijing Subway Line 13 Capacity Expansion and Improvement Engineering Design Project; the supply of raw materials for the construction of the project includes contract section 02 of Beijing Subway Line 22 (Pinggu Line); and the projected procurement of spare parts for Kunming Subway Line 4.

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3. Reasons for and Benefits of Entering into the Integrated Services Framework Agreement

Integration of design, survey and consultancy business and construction contracting business allows the Group to provide comprehensive business solutions, covering all major stages within urban rail transit engineering. Taking into account Beijing Investment Company being the investment platform for the rail transit business of the government, MTR Construction (a subsidiary of Beijing Investment Company) being the management platform for the rail transit construction of the government, and the ongoing business cooperation between Beijing Investment Company, MTR Construction and the Group, the provision of construction survey, design and consultancy services and construction contracting services by the Group to Beijing Investment, its subsidiaries and/or associates may expand the income sources of the Group, consolidate and improve the market position and competitiveness of the Group in the urban rail transit industry. The provision of construction survey, design and consultancy services and construction contracting services by Beijing Investment, its subsidiaries and/or associates to the Group may also provide more professional solutions for the Group, which allows the Group to access to professional services of Beijing Investment, its subsidiaries and/or associates in segments that they enjoy more advantages, and propels the development of the Group's whole industry chain business.

The Directors of the Company (including independent non-executive Directors) are of the view that the Integrated Services Framework Agreement and the transactions thereunder have been entered into in the ordinary and usual course of business of the Group and are on normal commercial terms, the proposed annual caps of the continuing connected transactions contemplated thereunder are based on sum of the project amounts of projects on-going and expected to be obtained through tender, and the terms and conditions therein and the proposed annual caps of the continuing connected transactions contemplated thereunder are fair and reasonable, and are in the interests of the Company and its Shareholders as a whole.

4. Internal Control Measures

To ensure the Company's conformity with the above pricing policy in relation to the continuing connected transactions contemplated under the Integrated Services Framework Agreement, the Company has adopted and will continue to strengthen a series of internal control policies for its daily operation.

The Company has formulated relevant Management Measures on Connected Transactions, in accordance with supervisory requirements of the Hong Kong Stock Exchange in respect of connected transactions and continuing connected transactions and with reference to actual situation of the Company, which implements strict regulation from aspects of identification of connected transactions, procedure of review and approval, report, supervision and management and related information disclosure.

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To ensure the relevant continuing connected transactions contemplated under the Integrated Services Framework Agreement between the Group and Beijing Investment, its subsidiaries and/or associates being in compliance with the pricing policies thereunder, especially when the relevant service price is determined on the basis of market price, the Group has adopted and will continue to strengthen the following specific measures:

- (a) The Department of Board Secretary is responsible for collecting detailed data in respect of above-mentioned continuing connected transactions on a regular basis, including but not limited to pricing terms, payment arrangements and actual transaction amounts specified in individual service contracts under the Integrated Services Framework Agreement; the Legal and Audit Department and the Financial Department of the Company shall assist in reviewing and controlling the specific terms, conditions and actual transaction amounts of such continuing connected transactions.
- (b) Senior management of the Company and its subsidiaries is responsible for supervising whether the transaction terms, pricing and other terms specified in individual service contracts are in compliance with the principles set out in the Integrated Services Framework Agreement, whether the price conforms with relevant pricing requirements if the service applies price prescribed by the government, government-guided price or price determined through tender process and whether the price conforms with the range of the then market price applicable to same type of services if the service price is based on the market price, as well as evaluating the fairness of the transaction terms and pricing terms, and reporting relevant information to the Board in time.
- (c) The Board is responsible for inspecting and supervising the control on connected transactions of the Company, as well as the execution of control system of connected transactions by the Directors, senior management and connected persons of the Company.
- (d) In addition, the independent non-executive Directors have reviewed and would continue to review the continuing connected transactions contemplated under the Integrated Services Framework Agreement to ensure that such agreements are entered into on normal commercial terms, are fair and reasonable, and are carried out pursuant to the terms of such agreements. The auditors of the Company would also conduct an annual review on the pricing terms and annual caps of such continuing connected transactions.

5. Implications of the Hong Kong Listing Rules

As at the Latest Practicable Date, the Domestic Shares and H Shares of the Company held by Beijing Investment Company in aggregate accounted for 14.83% of the total issued Shares of the Company. Beijing Investment Company is one of the substantial shareholders of the Company and constitutes a connected person under Chapter 14A of the Hong Kong Listing

LETTER FROM THE BOARD

Rules. The Integrated Services Framework Agreement and the transactions contemplated under such agreement between the Group and Beijing Investment Company, its subsidiaries and/or associates constitute continuing connected transactions of the Company pursuant to Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratio of the proposed annual caps for the provision of construction survey, design and consultancy services and construction contracting services by the Group to Beijing Investment, its subsidiaries and/or associates contemplated under the Integrated Services Framework Agreement is more than 5%, such continuing connected transactions and such proposed annual caps shall be subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratio of the proposed annual caps for the provision of construction survey, design and consultancy services and construction contracting services by Beijing Investment, its subsidiaries and/or associates to the Group contemplated under the Integrated Services Framework Agreement is more than 0.1% but less than 5%, such continuing connected transactions and such proposed annual caps shall be subject to the reporting, announcement and annual review requirements but are exempt from Independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

As Mr. Peng Dongdong serves as the deputy general manager of the investment and development department headquarters of Beijing Investment Company and Mr. Li Fei serves as the senior investment manager of the investment and development department headquarters of Beijing Investment Company, Mr. Peng Dongdong and Mr. Li Fei are deemed to be materially interested in the Integrated Services Framework Agreement, and therefore, they have abstained from voting on the relevant resolution at the Board meeting. Save as mentioned above, none of the other Directors has material interests in the above agreements and thus is required to abstain from voting on the relevant resolution at the Board meeting.

6. General Information

Information on the Company

The Company is mainly engaged in design, survey and consultancy business for urban rail transit engineering, industrial and civil construction and municipal engineering as well as construction contracting business for urban rail transit.

Information on Beijing Investment Company

Beijing Investment Company, a wholly state-owned company with limited liability, is mainly engaged in businesses investment and financing, pre-planning, capital operation and relevant resources development and management of infrastructure projects including rail transit. The ultimate beneficial owner of Beijing Investment Company is the People's Government of Beijing Municipality.

LETTER FROM THE BOARD

XII. EGM

The EGM and the Class Meetings will be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Friday, 8 March 2024, to consider and approve the resolutions set out in the Notice of the EGM dated 22 February 2024. Notices convening the EGM and the Class Meetings is set out on pages 153 to 159 in this circular.

If you intend to appoint a proxy to attend the EGM and/or the Class Meetings, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For H Shareholders, 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 EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish.

In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM and/or the Class Meetings, the register of members of the Company will be closed from Wednesday, 6 March 2024 to Friday, 8 March 2024, 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 EGM and/or the Class Meetings, 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 address of the Company (for Domestic Shareholders), for registration not later than 4:30 p.m. on Tuesday, 5 March 2024. Shareholders whose names appear on the register of members of the Company on Friday, 8 March 2024 will be entitled to attend and vote at the EGM and/or the Class Meetings.

XIII. VOTES BY WAY OF POLL

According to the Hong Kong Listing Rules and the Articles of Association, the resolutions set out in the notices of the EGM and the Class Meetings will be voted on by way of poll. The poll results will be posted on the website of the Company at www.bjucd.com and the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the EGM and the Class Meetings.

In accordance with the Hong Kong Listing Rules, Beijing Investment, its subsidiaries and/or associates are required to abstain from voting on the resolution in relation to the entering into the continuing connected transactions at the EGM. As at the Latest Practicable Date, Beijing Investment, together with its wholly-owned subsidiary Beijing Investment (Hong Kong) Limited held an aggregate of 199,998,412 Shares in the Company, representing 14.83% of the total issued Shares of the Company. Beijing Investment and Beijing Investment (Hong Kong) Limited will abstain from voting on the resolution in relation to the entering into the continuing connected transactions.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, having made all reasonable enquiries, save for the aforesaid, no other Shareholder has a material interest in the resolutions at the EGM and/or the Class Meetings and is required to abstain from voting on the relevant resolutions to be proposed at the EGM and/or the Class Meetings.

XIV. RECOMMENDATIONS

Your attention is drawn to: (a) the letter from the Independent Board Committee, which sets out its recommendations to the Independent Shareholders in respect of the resolution regarding the entering into the continuing connected transactions, on pages 34 to 35 of this circular; (b) the letter from Merdeka, which sets out its opinions and recommendations to the Independent Board Committee and the Independent Shareholders in respect of the resolution regarding the entering into the continuing connected transactions, on pages 36 to 58 of this circular; and (c) general information set out in the Appendix XI to this circular.

The Board (including independent non-executive Directors) is of the view that all resolutions to be proposed for consideration at the EGM and the Class Meetings are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the above resolutions. The view of the Independent Board Committee in respect of the resolution regarding the entering into the continuing connected transactions is set out in the section headed "Letter from the Independent Board Committee" in this circular.

Yours faithfully,

By order of the Board

Beijing Urban Construction Design & Development Group Co., Limited

Pei Hongwei

Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



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)

Independent non-executive Directors:

Wang Guofeng

Qin Guisheng

Ma Xufei

Xia Peng

22 February 2024

To the Independent Shareholders:

Dear Sir or Madam,

ENTERING INTO CONTINUING CONNECTED TRANSACTIONS

Reference is made to the circular of the Company dated 22 February 2024 (the “**Circular**”) of which this letter forms part. Terms defined in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed as the member of Independent Board Committee to advise Independent Shareholders on the fairness and reasonableness of the resolution in relation to the entering into the continuing connected transactions so far as the Independent Shareholders are concerned, whether it is entered into on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

Merdeka has been appointed as the Independent Financial Adviser to advise and recommend the Independent Board Committee and Independent Shareholders on the fairness and reasonableness of the resolution in relation to the entering into the continuing connected transactions. Details of its advice, together with the principal factors taken into consideration in arriving at such, are set out in the letter from Merdeka on pages 36 to 58 of the Circular.

Your attention is also drawn to the letter from the Board set out on pages 4 to 33 of the Circular and the general information set out in the Appendix XI to the Circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having taken into account (i) the resolution in relation to entering into the continuing connected transactions; and (ii) the advice and recommendation of Merdeka and the principal factors and reasons considered by it, we consider the continuing connected transactions agreement was entered into on normal commercial terms in the ordinary and usual course of business of the Group, the terms and conditions thereof and the proposed annual caps for the continuing connected transactions contemplated thereunder are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favor of the ordinary resolution to be proposed at the EGM to approve the resolution in relation to entering into the continuing connected transactions.

Yours faithfully,

On behalf of the Independent Board Committee

Wang Guofeng

Qin Guisheng

Ma Xufei

Xia Peng

Independent Non-executive Directors

LETTER FROM MERDEKA

The following is the full text of the letter from Merdeka setting out the advice to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Integrated Services Framework Agreement and the transactions contemplated thereunder, which has been prepared for the purpose of inclusion in the Circular.



Room 1108-1110, 11/F.
Wing On Centre
111 Connaught Road Central
Hong Kong

22 February 2024

*To: Independent Board Committee and the Independent Shareholders of
Beijing Urban Construction Design & Development Group Co., Limited*

Dear Sirs/Madams,

CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee and the Independent Shareholders in respect of the provision of construction survey, design, and consultancy services (the “**Construction Survey, Design, and Consultancy Services**”) as well as construction contracting services (the “**Construction Contracting Services**”) by the Group to Beijing Investment Company, its subsidiaries and/or its associates (collectively, “**Beijing Investment Company Group**”) under the Integrated Services Framework Agreement (the “**Continuing Connected Transactions**”), and the proposed annual caps in relation to the revenue to be generated from the Continuing Connected Transactions for the three years ending 31 December 2026 (the “**Proposed Annual Caps**”), details of the Continuing Connected Transactions and the Proposed Annual Caps are set out in the letter from the Board (the “**Board Letter**”) contained in the circular of Beijing Urban Construction Design & Development Group Co., Limited (the “**Company**”) to the Shareholders dated 22 February 2024 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

On 10 March 2021, the Company entered into the Existing Integrated Services Framework Agreement with Beijing Investment Company, with effective from 1 January 2021 to 31 December 2023. The Company has also set the annual caps for the continuing connected transactions under such agreements for the three financial years ended 31 December 2023. As the Existing Integrated Services Framework Agreement would expire on 31 December 2023, the Company renewed the Integrated Services Framework Agreement with Beijing Investment Company on 19 December 2023 for a term of three years from 1 January 2024 to 31 December 2026. The Company has also set the annual caps for the continuing connected transactions contemplated thereunder for each year of 2024 to 2026.

LETTER FROM MERDEKA

IMPLICATIONS OF THE HONG KONG LISTING RULES

As at the Latest Practicable Date, the Domestic Shares and H Shares of the Company held by Beijing Investment Company in aggregate accounted for 14.83% of the total issued Shares of the Company. Beijing Investment Company is one of the substantial shareholders of the Company and constitutes a connected person under Chapter 14A of the Hong Kong Listing Rules. The Integrated Services Framework Agreement and the transactions contemplated thereunder between the Group and Beijing Investment Company, its subsidiaries and/or associates constitute continuing connected transactions of the Company pursuant to Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratio of the proposed annual caps for the provision of the Construction Survey, Design, and Consultancy Services, the Construction Contracting Services by the Group to Beijing Investment Company Group contemplated under the Integrated Services Framework Agreement is more than 5%, such continuing connected transactions and such proposed annual caps shall be subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

As Mr. Peng Dongdong serves as the deputy general manager of the investment and development department of Beijing Investment Company and Mr. Li Fei serves as the senior investment manager of the investment and development department of Beijing Investment Company, Mr. Peng Dongdong and Mr. Li Fei are deemed to be materially interested in the Integrated Services Framework Agreement, and therefore, they have abstained from voting on the relevant resolution at the Board meeting. Save as mentioned above, none of the other Directors has material interests in the above agreements and thus is required to abstain from voting on the relevant resolution at the Board meeting.

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng, has been established to advise the Independent Shareholders in respect of the Continuing Connected Transactions and the Proposed Annual Caps.

We have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to (i) whether the Continuing Connected Transactions are entered in the ordinary and usual course of business of the Company and the terms of the Continuing Connected Transactions are on normal commercial terms and fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the Continuing Connected Transactions are in the interests of the Company and the Shareholders as a whole and the Proposed Annual Caps are fair and reasonable; and (iii) how the Independent Shareholders should vote in favour of the relevant resolution(s) to approve the Continuing Connected Transactions and the Proposed Annual Caps.

LETTER FROM MERDEKA

OUR INDEPENDENCE

In the last two years from the date of our appointment, except for the appointment as the independent financial adviser to the then independent board committee of the Company relating to continuing connected transactions contemplated under the renewed integrated services framework agreement entered into between the Company and Beijing Urban Construction Group Co., Limited, details of which have been set out in the circular of the Company dated 13 February 2023, we have no other relationships with or interests in the Company and any other parties that could reasonably be regarded as relevant to our independence. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser in relation to the Continuing Connected Transactions and the Proposed Annual Caps, no arrangements existed whereby we had received or would receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider that we are independent pursuant to Rule 13.84 of the Hong Kong Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion and recommendations to the Independent Board Committee and the Independent Shareholders, we have considered and reviewed, among other things, (i) the Integrated Services Framework Agreement; (ii) the annual reports of the Company for the years ended 31 December 2021 (the “**2021 Annual Report**”) and 31 December 2022 (the “**2022 Annual Report**”); (iii) the interim report of the Company for the six months ended 30 June 2023 (the “**2023 Interim Report**”); (iv) other information as set out in the Circular; (v) relevant information provided by the management of the Company; and (vi) other relevant market data and information from public sources.

We have assumed that all statements, information and representations made or referred to in the Circular and all information and representations which have been provided by the Company and its advisers, the Directors and the management of the Company, for which they are solely and wholly responsible, were true at the time they were made and continue to be true as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due and careful enquiry and were based on honestly-held opinions. The Shareholders will be notified of material changes as soon as possible, if any, to the information and representations provided and made to us after the Latest Practicable Date and up to and including the date of the EGM.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no omission of other facts that would make any statements in the Circular misleading. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any omission of any material facts that would render the information provided and the representations made to us untrue, inaccurate or misleading. We have not, however, conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Directors and the management of the Company.

LETTER FROM MERDEKA

This letter is issued to the Independent Board Committee and the Independent Shareholders, solely in connection for their consideration of the Continuing Connected Transactions and the Proposed Annual Caps, and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In assessing and arriving at our advice and recommendation with regard to the Continuing Connected Transactions and the Proposed Annual Caps and, we have taken into account the principal factors and reasons set out below.

I. Background information of the parties to the Integrated Services Framework Agreement

a. Information on the Company

(i) Financial performance of the Group

As set out in the Board letter, the Company is mainly engaged in design, survey and consultancy business for urban rail transit engineering, industrial and civil construction and municipal engineering as well as construction contracting business for urban rail transit.

The information below sets out the summary financial information of the Group (i) for the years ended 31 December 2021 (“FY2021”) and 2022 (“FY2022”) as extracted from the 2022 Annual Report; and (ii) for the six months ended 30 June 2022 (“HY2022”) and 2023 (“HY2023”) as extracted from the 2023 Interim Report:

	As at 30 June		As at 31 December	
	2023	2022	2022	2021
	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
		<i>(Unaudited</i>		<i>(Audited and</i>
		<i>and restated)</i>	<i>(Audited)</i>	<i>restated)</i>
CONTINUING OPERATIONS				
Revenue	4,518,185	4,612,123	10,599,845	10,258,579
– Design, survey and consultancy	2,259,762	2,015,397	4,426,391	4,399,032
– Construction contracting	2,258,423	2,596,726	6,173,454	5,859,547
Gross profit	848,517	705,286	1,840,441	1,873,987
Profit for year/period from continuing operations	405,666	318,064	910,768	853,915

LETTER FROM MERDEKA

	As at 30 June		As at 31 December	
	2023	2022	2022	2021
	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
	(Unaudited)	(Unaudited and restated)	(Audited)	(Audited and restated)
DISCONTINUED OPERATION				
<i>(Note)</i>				
Profit for the period/year from the discontinued operation	–	156,939	–	49,132
PROFIT FOR THE YEAR/ PERIOD	405,666	475,003	910,768	903,047

Note: As disclosed in the 2022 Annual Report, on 10 November 2021, the Company announced the decision of its board of directors to dispose of Beijing Urban Construction Zhikong Technology Co., Ltd. (“BUCZT”), which engages in the research and development, production, sales and integration services businesses of products related to the rail transit. Please refer to the announcement of the Company dated 10 November 2021 for more details.

HY2023 compared to HY2022

The revenue of the Group decreased from approximately RMB4,612.0 million for HY2022 to approximately RMB4,518.2 million for HY2023, representing a decrease of approximately 2.0%. Such decreased was mainly due to the slower efficiency of performance of projects of the Company for HY2023 compared to that for HY2022. The Group recorded a gross profit of approximately RMB848.6 million for HY2023, representing an increase of approximately 20.3% as compared to approximately RMB705.3 million for HY2022, while the consolidated gross margin increased from approximately 15.3% to approximately 18.8%, which was mainly attributable to the increase in proportion of revenue from survey, design and consultancy business segment.

The Group’s net profit for HY2023 was approximately RMB406.7 million, representing a decrease of approximately 14.5% as compared to approximately RMB475.0 million for HY2022, which was mainly attributable to the disposal of BUCZT in 2022.

FY2022 compared to FY2021

The revenue of the Group increased by approximately 3.3% from approximately RMB10,258.6 million for FY2021 to approximately RMB10,600.0 million for FY2022. The primary reason of such increase was mainly due to the fact that the Company adhered to design leadership and investment pulling, continuously promoted the entire industrial chain layout of urban rail transit and resource synergy, vigorously expanded the scope of design, survey and consultancy segment, strengthened the overall promotion of production and contract performance, and continuously enhanced its service capabilities with the completion of major projects including Winter Olympics branch lines on schedule, driving the Company’s revenue to grow steadily.

LETTER FROM MERDEKA

For FY2022, gross profit of the Group was approximately RMB1,840.0 million, representing a year over year decrease of approximately 1.8%, while the consolidated gross margin was 17.4%, representing a decrease from 18.3% for FY2021, which was mainly due to an increase in costs as a result of difficulties overcome by the Group to ensure the fulfillment of projects in 2022. The Group's net profit for FY2022 was approximately RMB910.8 million, representing a year over year increase of approximately 0.9%.

(ii) *Financial position of the Group*

Set out below is a summary of the financial position of the Group as at 30 June 2023 as extracted from the 2023 Interim Report:

	As at 30 June 2023	As at 31 December 2022
	<i>(RMB'000)</i>	<i>(RMB'000)</i>
	<i>(Unaudited)</i>	<i>(Audited)</i>
Total assets	23,104,413	23,944,194
– Contract assets	5,150,789	4,432,454
– Trade and bills receivables	4,030,297	3,765,400
– Cash and bank balances	2,325,282	4,240,446
Total liabilities	15,968,967	16,946,746
– Trade and bills payables	4,719,440	5,359,491
– Other payables and accruals	4,044,806	4,108,400
– Interest-bearing bank and other borrowings	1,291,017	1,428,700
Net assets	7,135,446	6,997,448

As illustrated above, the total assets of the Group were approximately RMB23,104.4 million as at 30 June 2023, representing a decrease of approximately 3.5% as compared to approximately RMB23,944.2 million as at 31 December 2022, mainly attributable to the combined effect of (i) decrease of approximately 7.5% in current assets primarily consisting of contract assets, trade and bill receivables, and cash and bank balance, representing approximately 22.3%, 17.4% and 10.1% of total assets of the Group as at 30 June 2023, respectively; and (ii) increase of approximately 1.2% in non-current assets primarily consisting of contract assets, investment in joint ventures and property, plant and equipment, representing approximately 21.7%, 9.6% and 4.4% of total assets of the Group as at 30 June 2023, respectively. As noted from the 2023 Interim Report, contract assets are initially recognised for revenue earned from the provision of design, survey and consultancy services and construction services as the receipt of consideration is conditional on successful completion of design, survey and consultancy and construction, respectively. Upon completion of design, survey and consultancy or construction and acceptance by a customer, the amounts recognised as contract assets are reclassified to trade receivables. The Group's total liabilities recorded at approximately RMB15,969.0 million as at 30 June 2023, representing a decreased of approximately 5.8% as compared to approximately RMB16,946.7 million as at 31 December 2022, mainly attributable to the decrease in non-current liabilities that primarily consists of interest-bearing bank and other borrowings and current liabilities that primarily consists of

LETTER FROM MERDEKA

trade and bill payables and other payables and accruals of approximately 1.5% and approximately 7.9%, respectively. Net assets of the Group was recorded approximately RMB7,135.4 million as at 30 June 2023, representing an increase of approximately 2% compared to that as at 31 December 2022.

b. Information on Beijing Investment Company

As stated in the Board Letter, Beijing Investment Company, a wholly state-owned company with limited liability, is mainly engaged in businesses investment and financing, pre-planning, capital operation and relevant resources development and management of infrastructure projects including rail transit. The ultimate beneficial owner of Beijing Investment Company is the People's Government of Beijing Municipality.

II. Reasons for and benefits of the renewal of the Integrated Services Framework Agreement

As mentioned in the Board Letter, integration of the Construction Survey, Design, and Consultancy Services (as defined above in this letter) and the Construction Contracting Services (as defined above in this letter) allows the Group to provide comprehensive business solutions, covering all major stages within urban rail transit engineering. Taking into account Beijing Investment Company being the investment platform for the rail transit business of the government, MTR Construction (a subsidiary of Beijing Investment Company) being the management platform for the rail transit construction of the government, and the ongoing business cooperation between Beijing Investment Company, MTR Construction and the Group, the entering into of the Integrated Services Framework Agreement may expand the income sources of the Group, consolidate and improve the market position and competitiveness of the Group in the urban rail transit industry.

As advised by the management of the Company, the relationship between the Group and Beijing Investment Company Group has been established since 2005 and the services to be provided by the Group to Beijing Investment Company Group under the Integrated Services Framework Agreement are principally urban rail transit related business.

As further noted from the Board Letter, Beijing Investment Company is a wholly state-owned company with limited liability. The ultimate beneficial owner of Beijing Investment Company is the People's Government of Beijing Municipality. Beijing Investment Company is mainly engaged in businesses investment and financing, pre-planning, capital operation and relevant resources development and management of infrastructure projects including rail transit.

We noted from the website of Beijing Investment Company (<https://www.bii.com.cn/>), under the leadership of the Municipal Party Committee and Municipal Government, Beijing Investment Company recorded the domestic credit rating of AAA and the international credit rating of A+. In the year of 2022, Beijing Investment Company completed the investment in government projects in the amount of approximately RMB60.844 billion. As advised by the management of the Company, Beijing Investment Company is mainly responsible for investing and financing the rail transit projects while MTR Construction, the subsidiary of Beijing Investment Company, is mainly responsible for management and execution of the rail transit projects.

LETTER FROM MERDEKA

Given the strong and comprehensive background of Beijing Investment Company Group, we are of the view that the entering into of the Integrated Services Framework Agreement allows the Group to have more business opportunities that to bid the projects of Beijing Investment Company Group. As further considered the Group's prolonged business relationship with Beijing Investment Company since 2005, we were advised that it is more likely for the Group to secure projects from Beijing Investment Company and/or MTR Construction if the terms offered by the Company are comparable or similar with those offered by independent third party service providers, as such we believe the advantageous roles and positions of Beijing Investment Company and MTR Construction may enhance the Group's chances of winning bids and concur with the Board's view that the entering into of the Integrated Services Framework Agreement may expand the income sources of the Group, consolidate and improve the market position and competitiveness of the Group in the urban rail transit industry.

III. Industry Overview of Urban Rail Transit industry in the PRC

In December 2022, the CPC Central Committee and the State Council issued the Strategic Planning Outline for Expanding Domestic Demand (2022-2035)* (《擴大內需戰略規劃綱要(2022–2035年)》) (the “**Outline**”). Subsequently, National Development and Reform Commission (“**NDRC**”) issued the “Strategic Implementation Plan of the “14th Five-Year Plan” for Expanding Domestic Demand”* (《“十四五”擴大內需戰略實施方案》) in accordance with the Outline. The implementation plan points out that it is required to develop urban public transportation, improve slow-moving transportation within cities, and significantly increase the proportion of buses, trams and rail transit in motorized travel, as well as accelerate the construction of transportation infrastructure. In addition, it is necessary to promote the main framework construction of the national comprehensive three-dimensional transportation network, and enhance the construction of strategic key channels in the central and western regions and along the river and coast. Besides, it is important to increase the density of rail traffic in the central urban area of megacities and improve the urban road network.

Based on the official data published by China Association of Metros* (中國城市軌道交通協會), we noted that the urban rail transit network, which has been developing by the different level of governments in the PRC for years, has been progressing rapidly. The number of cities with urban rail transit lines in the PRC as at the end of 2022 reached 55 cities with a total operating mileage of approximately 10,287.5 km, representing a compound annual growth rate of approximately 11.2% in comparison to that of approximately 6,730.3 km as at the end of 2019. In addition, as referred to a summary dated 1 October 2023 published by China Association of Metros in relation to urban rail transit network in China for the first three quarters in 2023, the number of cities with urban rail transit lines in the PRC as at 30 September 2023 amounted to 58 with a total operating mileage of approximately 10,841.6 km. In particular, the number of new cities with urban rail transit in operation amounted to 18 cities with a total of new operating mileage of approximately 493.5 km. China Association of Metros forecasts that the total mileage of new urban rail transit in operation in the PRC will exceed 800.0 km by the end of 2023.

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Moreover, we also made reference to “Beijing Municipal (Suburban) Railway Functional Layout Plan (2020-2035)”* (《北京市域(郊)鐵路功能佈局規劃(2020年–2025年)》) (the “**Layout Plan**”) which was announced on 29 December 2022. The Layout Plan points out that Beijing government believes they should continue to develop existing urban rail transit in order to build a comprehensive, green, safe, and intelligent three-dimensional modern urban transportation system. As set out in the Layout Plan, the Beijing government intends to open 12 new lines before 2035, which will be divided into 14 projects with a total length of 874.0 km.

Having considered that (i) the advantageous roles and positions of Beijing Investment Company and MTR Construction may enhance the Group’s chances of winning bids as mentioned in the section headed “II. Reasons for and benefits of the renewal of the Integrated Services Framework Agreement” above; (ii) the central government of the PRC has continuously issued supportive policies to develop the urban rail transit network in different provinces and cities; (iii) Beijing government plans to introduce 12 new lines to improve its local urban rail transit lines in the medium-term future; and (iv) the number of cities with urban rail transit lines in the PRC would further increase in future, we believe the entering of the Integrated Services Framework Agreement will enable the Group to catch the potential business opportunities in future and we are of the view that the Continuing Connected Transactions are in the ordinary and usual course of business of the Company, and fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole.

IV. The Continuing Connected Transactions

In arriving at our opinion on the Construction Survey, Design, and Consultancy Services (as defined above in this letter) and the Construction Contracting Services (as defined above in this letter) to be provided by the Group to Beijing Investment Company Group, we have also taken into consideration the following factors and reasons:

a. Principal terms of the Integrated Services Framework Agreement

As mentioned in the Board Letter, the Company entered into the Integrated Services Framework Agreement with Beijing Investment Company for a term of three years commencing from 1 January 2024 to 31 December 2026. The Company has also set the Proposed Annual Caps for each of three years ending 31 December 2026. The details of principal terms are summarised as follows:

Parties	:	The Company Beijing Investment Company
Term	:	From 1 January 2024 to 31 December 2026
Scope of services	:	The Group will provide Beijing Investment Company Group with the Construction Survey, Design, and Consultancy Services (as defined above in this letter) and the Construction Contracting Services (as defined above in this letter).

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- Transaction principles** : (1) Both parties are entitled to choose the counterparties of the transaction.
- (2) Both parties shall carry out the transaction in accordance with the applicable general market practice (if any) and on normal commercial terms.
- Pricing principles** : Pursuant to the Integrated Services Framework Agreement, the terms of the agreement for the Group to provide services such as the Construction Survey, Design, and Consultancy Services as well as the Construction Contracting Services to Beijing Investment Company Group shall not be more favorable to the terms of the agreement for the Group to provide similar services to independent third parties, and the price for services provided by one party to the other party shall be determined at the following principles:
- (1) Where there is government-prescribed price, the government-prescribed price shall prevail (the government-prescribed price refers to the price determined for certain type of services according to the laws, regulations, decisions or orders formulated by the Chinese central government, provincial government or other regulatory authorities. For further illustration purposes, there is no government-prescribed price for the Construction Survey, Design, and Consultancy Services and the Construction Contracting Services);
- (2) Where there is no government-prescribed price, but there is government-guided price, then the price would be determined upon considering market factors with reference to the government-guided price (the government-guided price refers to the price determined for certain type of services according to the laws, regulations, decisions and orders formulated by the Chinese central government, provincial government or other regulatory authorities, which within a certain range, can be adjusted through negotiations between both parties to the transaction (factors taken into consideration when determining prices by both parties including but not limited to material cost, scale and technological difficulties of projects)). For further illustration purposes, there is no government-guided price for the Construction Survey, Design, and Consultancy Services; or

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- (3) Where there is neither government-prescribed price nor government-guided price, then the price would be determined through tender process or other available market price.

The “market price” shall be determined in the following order: (i) the price charged by independent third parties who offer the same type of services under normal commercial terms in the ordinary and usual course of business at or near the area where such services are provided, in such case, reference shall be made to the prices quoted by at least two independent third parties who provide the same or similar type of services under same conditions; (ii) or if inapplicable, the price charged by independent third party(ies) then who offer the same type of services under normal commercial terms in the ordinary and usual course of business in the PRC, in such case, reference shall be made to the prices quoted by at least two independent third parties who provide the same or similar type of services under same conditions.

Payment arrangement : The service fee shall be paid by Beijing Investment Company Group to the Group upon completion of relevant services provided within the settlement period (usually 30 days) as agreed under the specific service contracts entered into in accordance with the Integrated Services Framework Agreement. If the payment of the consideration is otherwise agreed in the specific service contract, the specific contract shall prevail.

As mentioned above, we understood that the pricing standards of the services to be provided by the Group to Beijing Investment Company Group under the Integrated Services Framework Agreement should be determined according to (i) the government-prescribed price; or (ii) the government-guided price (if there is no government-prescribed price); or (iii) the tender process or market price (if there is no government-prescribed price or government-guided price). Based on our discussion with the management of the Company, we understood that there is no government-prescribed price for the Construction Contracting Services, and there is no government-prescribed price or government-guided price for the Construction Survey, Design, and Consultancy Services. The Group primarily referred to basis of calculation as mentioned in (a) the government-guided price for the determination of terms for the Construction Contracting Services; and (b) the reference price published by industry associations for the determination of terms for the Construction Survey, Design, and Consultancy Services.

As advised by the management of the Company, the scope of services to be provided by the Group to Beijing Investment Company Group under the Integrated Services Framework Agreement could be classified into the Construction Survey, Design, and Consultancy Services and the Construction Contracting Services. As mentioned in the Board Letter, the Construction Survey, Design, and Consultancy Services principally include survey, design and consultancy services for urban rail transit construction as well as industrial and civil construction and municipal engineering; and the Construction Contracting Services principally include traditional construction business under general construction contracting and other related businesses.

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In order to assess the pricing standards of the aforesaid services, we have requested for three largest contracts of each of the Construction Contracting Services and the Construction Survey, Design, and Consultancy Services for each of the two years ended 31 December 2022 and for the six months ended 30 June 2023.

As advised by the management of the Company, there were only 1 project relating to the Construction Contracting Services granted by Beijing Investment Company Group in 2022 and the contract sum of sample contracts of the Construction Contracting Services accounts for more than 50% of total contract sum of similar services entered into between the Group and Beijing Investment Company Group for each of the two years ended 31 December 2022 and for the six months ended 30 June 2023. As such, we were provided a total of 7 sample contracts of the Construction Contracting Services consisting of 3 sample contracts for each of 2021 and 2023 and 1 sample contract for 2022 (the “**Construction Connected Contracts**”). Regarding the Construction Survey, Design, and Consultancy Services, the management of the Company advised that contract sum for each Construction Survey, Design, and Consultancy Services contract was comparatively less than that for the Construction Contracting Services contract and the selected 9 sample contracts of the Construction Survey, Design, and Consultancy Services represent the largest three contract sum projects for each of the two years ended 31 December 2022 and for the six months ended 30 June 2023, the contract sum of which accounts for more than 50% of each of the two years ended 31 December 2022 and for the six months ended 30 June 2023. As such, we were provided a total of 9 sample contracts of the Construction Survey, Design, and Consultancy Services (the “**Surveying Connected Contracts**”, together with the Construction Connected Contracts as the “**Connected Sample Contracts**”).

For our due diligence purpose, we were also provided 11 sample contracts that were entered into between the Group and independent third parties in relation to the provision of construction survey, design, and consultancy services as well as construction contracting services from 2021 to 30 June 2023 (the “**Independent Sample Contracts**”) comprising of (i) 2 sample contracts regarding the provision of construction contracting services and (ii) 9 sample contracts regarding the provision of construction survey, design, and consultancy services with the largest 3 contract sum for each of the two years ended 31 December 2022 and for the six months ended 30 June 2023. The management of the Company confirmed that the 2 sample contracts for construction contracting services represent all relevant services entered into between the Group and independent third parties during a period from 2021 till 30 June 2023. Although we noted that the underlying projects in the Independent Sample Contracts are unique, and are not direct identical to relevant Connected Sample Contracts resulting from the different requirement of resources to implement projects and their potential technical difficulties influenced by level of complexity, having considered the underlying projects in the Independent Sample Contracts have covered all categories of the services to be completed under the Integrated Services Framework Agreement and are principally relates to survey, design and consultancy services for urban rail transit construction, industrial and civil construction, municipal engineering, and traditional construction business under general construction contracting and other related businesses, which are in similar nature to those contemplated under the Integrated Services Framework Agreement in the past two and a half years, we consider the Independent Sample Contracts are comparable to the Connected Sample Contracts.

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As such, we consider that the Connected Sample Contracts and the Independent Sample Contracts are fair and sufficient to provide us a general reference on the major terms (including the pricing policy) of previous contracts entered into between the Group and Beijing Investment Company Group (or independent third parties) for our assessment on the pricing standard of the Integrated Services Framework Agreement.

According to the Connected Sample Contracts and Independent Sample Contracts, and also through our interview with the management of the Company, we acknowledged that (i) the service fees under the Surveying Connected Contracts and the Construction Connected Contracts are generally determined by tendering process; and (ii) the service fees of the construction survey services, the design and consultancy services as well as the construction contracting services under the Independent Sample Contracts are also generally referred to tendering process.

Regarding the preparation of tendering documents and the determination of bidding price, we discussed with the management of the Company and were advised that the Group adopts the consistent pricing standard when preparing tendering documents for Beijing Investment Company Group and the independent third parties. The Company would assess the resources required for projects i.e. labour, material etc. and potential technical difficulties of the projects base on the project requirements set out in the tendering documents of the bidding project and then make reference to similar types of projects in the market or previous projects of the Group. The Company would then estimate the cost and price of each item with reference to the market price. As further advised by the management of the Company, when estimating the cost and price of the bidding project, the Group also make reference to calculation methods stated in relevant charging guidelines promulgated by the government or industry associations. For instance, for the Construction Survey, Design, and Consultancy Services with no government-prescribed price or government-guided price as mentioned above, the Group will make reference to the industry associations' guided-price, namely, the Engineering Survey and Design Charging Standards (2002 Revised Edition)* (《工程勘察設計收費標準(2002年修訂本)》) published by The National Planning Commission of the People's Republic of China* (中華人民共和國國家計劃委員會) for the construction survey services, and the Guiding Opinions on Charges for Urban Rail Transit Preliminary Consulting Work* (《城市軌道交通前期諮詢工作收費指導意見》) issued by China Association of Metros for the design and consultancy services. Regarding the Construction Contracting Services with no government-prescribed price, the Group will make reference to the government-guided prices published in Beijing Construction Project Pricing Basis – Urban Rail Transit Project Budget Quota* (《北京市建設工程計價依據 – 城市軌道交通工程預算定額》) issued by Beijing Municipal Commission of Housing and Urban-Rural Development* (北京市住房和城鄉建設委員會) as well as the Project Cost Information* (《工程造價信息》) published by local commissions of housing and urban-rural development. Following discussion with the management of the Company, we understood that the aforementioned preparation procedure and the Group's reference to basis of calculation announced by the governments/industry associates to prepare tendering documents for both Connected Sample Contracts and Independent Sample Contracts are in line with market practices, in addition, we noted that the Group adopted the same procedure to prepare tendering documents based on our review on the Group's approval records on how they process tendering documents for the Connected Sample Contracts and the Independent Sample Contracts, details of which are set out in the section headed "V. Internal control measures" below in this letter.

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In the view of (i) the charging guidelines published by the governments/industry associations that were commonly used as a reference by industry peers to determine contract sums; (ii) the adoption of the same tendering process to prepare tendering documents for both Independent Sample Contracts and Connected Sample Contracts; and (iii) the fairness and reasonableness of bidding procedure based on our review on the Group's approval records for the Connected Sample Contracts and the Independent Sample Contracts, we consider the pricing standard of the Independent Sample Contracts are no less favourable than the pricing standard of the Connected Sample Contracts, and are of the view that the pricing standards and the principal terms of the Connected Sample Contracts are in compliance with and similar to those under the Independent Sample Contracts.

In addition, we were advised by the management of the Company that the principal terms under the Integrated Services Framework Agreement have no material change as compared to those as set out in the Existing Integrated Services Framework Agreement. As referred to the transaction principles mentioned in the summary table above, we understood that both parties are still entitled to choose the counterparties and the transactions to be carried out by both parties under the Integrated Services Framework Agreement shall be in accordance with the applicable general market practice (if any) and on normal commercial terms, which means the Continuing Connected Transactions do not restrict the Group to provide the services to contractual party (i.e. Beijing Investment Company Group) but to offer the Group an additional option that allows the Group to offer the services to contractual party if the price is competitive.

Moreover, in order to ensure the Company's conformity with the above pricing standards in relation to the Continuing Connected Transactions, the Company has also adopted and will continue to strengthen a series of internal control policies for its daily operation. Please refer to our analysis in relation to the internal control imposed by the Group as set out in the section headed "V. Internal control measures" below in this letter.

Having considered that (i) the fairness and reasonableness of the Connected Sample Contracts and the Independent Sample Contracts as they are the largest three contracts which were entered into by the Group for each of the two years ended 31 December 2022 and the six months ended 30 June 2023; (ii) the Group's adoption of consistent pricing standard to prepare tendering documents for both Connected Sample Contracts and Independent Sample Contracts; and (iii) the fairness and reasonableness of the Group's bidding procedure based on our review on the Group's approval records for the Connected Sample Contracts and the Independent Sample Contracts, we are of the view that the pricing standards and the principal terms of the Integrated Services Framework Agreement to be fair and reasonable so far as the Independent Shareholders are concerned.

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b. The Proposed Annual Caps and the basis of determination

The following table sets out (i) the historical transaction amounts for each of the Construction Survey, Design, and Consultancy Services and the Construction Contracting Services between the Group and Beijing Investment Company Group for the two years ended 31 December 2022 and for the six months ended 30 June 2023; and (ii) the existing annual caps for each of the Construction Survey, Design, and Consultancy Services and the Construction Contracting Services for the years ended 31 December 2021, 2022 and 2023, respectively:

	For the year ended 31 December 2021 RMB million	For the year ended 31 December 2022 RMB million	For the six months ended 30 June 2023 RMB million
Historical amount of the Construction Survey, Design, and Consultancy Services	464	447	219
Existing annual caps for the Construction Survey, Design, and Consultancy Services	1,700	1,870	2,057
Utilisation rate (%)	27.29%	23.90%	10.65%
Historical amount of the Construction Contracting Services	1,969	1,947	690
Existing annual caps for the Construction Contracting Services	2,150	2,365	2,602
Utilisation rate (%)	91.58%	82.33%	26.52%

The following table sets out the Proposed Annual Caps for the Construction Survey, Design, and Consultancy Services and the Proposed Annual Caps for the Construction Contracting Services for each of the three years ending 31 December 2026:

	Proposed Annual Caps For the year ending 31 December		
	2024 RMB million	2025 RMB million	2026 RMB million
Revenue to be generated by the Group from providing the Construction Survey, Design, and Consultancy Services to the Beijing Investment Company Group (the “ Surveying Annual Caps ”)	550	600	650
Revenue to be generated by the Group from providing the Construction Contracting Services to the Beijing Investment Company Group (the “ Contracting Annual Caps ”)	3,700	5,800	6,150

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It is noted that the Company took into account of the difference in service nature of the Construction Survey, Design, and Consultancy Services and the Construction Contracting Services and how to allocate its operations efficiently, the Company sets separate annual cap for the Construction Survey, Design, and Consultancy Services and the Construction Contracting Services when determining the Proposed Annual Caps.

As mentioned in the Board Letter, when estimating the Proposed Annual Caps for the three years ending 31 December 2026, the Company has made reference to (i) the historical transaction amounts for the years ended 31 December 2021, 2022 and 2023 as listed out above and low utilisation rate of some of existing annual caps; (ii) the key factors affecting the Surveying Annual Caps; and (iii) the key factors affecting the Contracting Annual Caps.

As illustrated above, it is noted that the utilisation rate for existing annual caps were decreasing. The utilisation rate regarding the Construction Survey, Design, and Consultancy Services were generally low for each of the two years ended 31 December 2022 and for the six months ended 30 June 2023. Additionally, the utilisation rate for the Construction Contracting Services remained high in 2021 and 2022 but significantly decreased to approximately 26.52% for the six months ended 30 June 2023. We enquired with the management of the Company and were advised that the low utilisation rate for the Construction Survey, Design, and Consultancy Services and the decrease in utilisation rate for the Construction Contracting Services were primarily attributed to the factors that (i) certain expected projects were not approved by the local governments for implementation as planned; and (ii) the Group was not successful in winning some of the bids submitted.

We are of the view that despite of the low utilisation rate, the Proposed Annual Caps are determined on reasonable basis (detailed analysis is set out below) in order to capture the business opportunities between the Group and Beijing Investment Company Group. Also taken into account the factors and analysis mentioned below, we considered that the Proposed Annual Caps are fair and reasonable.

i. Analysis on the key factors affecting the Surveying Annual Caps

The Surveying Annual Caps for the three years ending 31 December 2026 were determined based on, amongst other things, (a) urban rail transit survey and measurement projects; (b) urban rail transit design business; (c) urban rail transit consultancy business; (d) urban rail transit testing business; and (e) urban rail transit construction drawing review business.

In order to assess the fairness and reasonableness of the aforementioned determining factors of the Surveying Annual Caps, we obtained from the management of the Company and reviewed a list of projects in relation to the Construction Survey, Design, and Consultancy Services, which the Company has already obtained and expects to obtain from Beijing Investment Company Group during the three years ending 31 December 2026 (the “**Surveying Projects List**”). As noted from the Surveying Projects List, the Group expects that the aggregate amount of the projects obtained and to be obtained from Beijing Investment Company Group for the year ending 31 December 2026 would be approximately 317 projects, among which 269 projects are obtained by the Group, representing approximately 77.9% of total contract sum of the projects in the Surveying Projects List.

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The Surveying Annual Cap for each year ending 2024 (the “**2024 Surveying Cap**”), 2025 and 2026 is the approximate sum of the expected revenue estimated by the Company for each year according to the projects set out in the Surveying Projects List. As noted from the Surveying Projects List, the total revenue expected to be generated from the Construction Survey, Design, and Consultancy Services is approximately RMB549.5 million, RMB595.6 million and 650.0 million for the year ending 31 December 2024, 31 December 2025 and 31 December 2026 respectively.

As advised by the management of the Company, the expected revenue each year for the projects obtained are estimated according to the progress, duration and the stage of completion of each project. For those potential projects, the Company has made reference to previous projects with similar nature comparable contract sum and predict the expected revenue according to the progress of the potential projects. The key categories of the projects and potential projects under Construction Survey, Design, and Consultancy Services are set out as follow:

(a) Urban rail transit survey and measurement projects

As noted from the Board Letter, Beijing Investment Company Group have continuous demand for the survey, measurement and monitoring services for urban rail transit projects such as Beijing Subway Line 17 and Line 12 Engineering Measurement Projects, Beijing Subway Line 14 Third Party Engineering Monitoring Project, etc.; and various projects, including Beijing Subway Line 19 Phase II Engineering Survey Project, Beijing Subway Line 20 Phase I Engineering Survey Project, Beijing Subway Line 11 Phase II Engineering Measurement Project, etc., which are expected to be obtained through tender.

According to the Surveying Projects List, approximately 73.0% of the contract sum of the projects under this category are already obtained by the Group. The management of the Company expects to derive a revenue of approximately RMB111.17 million as of 31 December 2024 from the aforesaid projects, among which, approximately 81.6% are the expected revenue for the projects already obtained by the Group.

(b) Urban rail transit design projects

As noted from the Board Letter, Beijing Investment Company Group are investors and constructors of Beijing Subway, and the Company has obtained numerous project design businesses through tender, such as Beijing Subway Line 1 Branch Line Engineering Design Project, Beijing Sub-Center Railway Station Comprehensive Transportation Hub Engineering Design Project, Beijing Subway Line 11 Western Section (Beijing Winter Olympics Branch Line) Engineering Design Project, etc.; and projects that may be commenced in the construction planning scheme for Beijing Rail Transit, including Line 19, Line 17 and Line R4 and other projects.

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According to the Surveying Projects List, approximately 79.2% of the contract sum of the projects under this category are already obtained by the Group. The management of the Company expects to derive a revenue of approximately RMB375.21 million as of 31 December 2024 from the aforesaid projects, among which, approximately 76.9% are the expected revenue for the projects already obtained by the Group.

(c) Urban rail transit consultancy business

As disclosed in the Board Letter, the Company is currently engaged in a number of rail transit consultancy businesses with Beijing Investment Company Group, including specialized design and consultancy services for prefabricated construction and indoor Building Information Modeling (“BIM”) consultancy services for the Beijing Dongba Project, design and consultancy services for the Beijing Dongba West Depot Primary Structure Reservation and Optimization Project, etc.; and various projects, including consultancy business in Beijing, M101 Engineering BIM Information Consultancy Project, Subway Line 1 Branch Line, etc., which are expected to be obtained through tender.

According to the Surveying Projects List, approximately 52.4% of the contract sum of the projects under this category are already obtained by the Group. The management of the Company expects to derive a revenue of approximately RMB8.1 million as of 31 December 2024 from the aforesaid projects, among which, approximately 97.8% are the expected revenue for the projects already obtained by the Group.

(d) Urban rail transit testing business

As noted from the Board Letter, the Company is currently engaged in a number of rail transit testing businesses with Beijing Investment Company Group, such as Beijing Sub-Center Railway Station Comprehensive Transportation Hub Physical Testing Project, Beijing Subway Bridge and Tunnel Structure Testing and Assessment Project, Beijing Subway Line 19 Phase I Engineering Main Structure Testing Project; and specialized testing projects for Beijing Subway Line 101, S1 and S6, surrounding road projects of Dongba Transportation Hub, and Jiejia Village Hub superstructure development projects, etc., which are expected to be obtained through tender.

According to the Surveying Projects List, approximately 73.2% of the contract sum of the projects under this category are already obtained by the Group. The management of the Company expects to derive a revenue of approximately RMB26.27 million as of 31 December 2024 from the aforesaid projects, which are the expected revenue for all the projects already obtained by the Group.

(e) Urban rail transit construction drawing review business

As noted from the Board Letter, the Company has obtained numerous construction drawing review businesses with Beijing Investment Company Group, including construction drawing design document procedures and technical review project of Beijing Subway Line 14, technical consultation of construction drawing review of Beijing Subway Line 17, construction drawing review of Phase I of Beijing Subway Line 3, and construction drawing review project of Beijing Subway which is expected to be obtained in the future.

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According to the Surveying Projects List, all of the contract sum of the projects under this category are already obtained by the Group. The management of the Company expects to derive a revenue of approximately RMB28.7 million as of 31 December 2024 from the aforesaid projects, which are the expected revenue for all the projects already obtained by the Group.

Having considered that (i) the Surveying Annual Caps are the approximate sum of the expected revenue estimated by the Company for each year according to the projects obtained and potential projects for the three years ending 31 December 2026; (ii) a majority of the contract sum of the aforesaid projects are already obtained by the Group; (iii) a majority of the Surveying Annual Cap for 2024 are the expected revenue to be generated by the projects already obtained by the Group; (iv) the allocation of the expected revenue for each year are determined according to the progress and duration of each project; and (v) the expected revenue to be generated by the potential projects are estimated with reference to previous projects of the Group with similar nature and the progress of the potential projects, we considered the Surveying Annual Caps is determined on a reasonable estimation.

ii. Analysis on the key factors affecting the Contracting Annual Caps

The Contracting Annual Caps for the three years ending 31 December 2026 were determined based on, amongst other things, (a) subway engineering projects under construction; and (b) newly won bid projects.

In order to assess the fairness and reasonableness of the aforementioned determining factors of the Contracting Annual Caps, we obtained a list of projects (the “**Construction Projects List**”) in relation to the Construction Contracting Services which includes (i) the newly won-bid projects that the construction works will commence in 2024; (ii) the on-going construction projects; and (iii) the potential projects expected to be obtained by the Group.

As referred to the Construction Projects List, the total revenue expected to be generated from the Construction Contracting Services is approximately RMB3,662.2 million, RMB5,757.5 million and 6,139.1 million for the year ending 31 December 2024, 31 December 2025 and 31 December 2026, respectively. The Contracting Annual Cap for each of the year ending 31 December 2024, 2025 and 2026 is the approximate sum of the expected revenue estimated by the Company for each year according to the projects set out in the Construction Projects List.

Based on the information as set out in the Construction Projects List, we acknowledged the aggregate revenue to be generated from the Construction Contracting Services as disclosed in the Board Letter accounts for approximately 98% and the aggregate amount of the subway engineering projects under construction accounts for approximately 53.5% of the Contracting Annual Caps of approximately RMB3,700 million for the year ending 31 December 2024, respectively, and believe the selected projects as disclosed in the Board Letter are able to provide sufficient coverage for our analysis.

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(a) Subway engineering projects under construction

As noted from the Board Letter, projects that the Company has obtained through tender and are in progress, include the Beijing Subway Line 13 Capacity Expansion and Improvement Engineering Project, Line 22 (Pinggu Line) Engineering Project, Line 6 Phase II Engineering Project, etc.

The expected revenue to be generated from the abovementioned subway engineering projects would be approximately RMB1,216.4 million for the year ending 31 December 2024, representing approximately 32.9% of the Contracting Annual Cap for the year ending 31 December 2024.

As further noted from the Construction Projects List, the expected revenue to be generated from the projects already obtained by the Group and are in progress would be approximately RMB1,979.4 million, representing approximately 53.5% of the Contracting Annual Cap for the year ending 31 December 2024.

(b) Newly won-bid projects

As noted from the Board Letter, those newly won bid projects which the Company currently plans to commence construction in 2024 include Branch Line of Beijing Subway Line 1 Project, Beijing Subway Line S6 (Xincheng Connecting Line) Phase I Project, Rail Transit Line 22 (Pinggu Line) Project, etc.

The expected revenue to be generated from the aforesaid newly won bid projects would be RMB1,075.9 million for the year ending 31 December 2024.

As advised by the management of the Company, the expected revenue each year for the projects obtained are estimated according to the progress, duration and the stage of completion of each project. For those potential projects, the Company has made reference to previous projects with similar nature or comparable contract sum and predict the expected revenue according to the progress of the potential projects. The management of the Company supplemented that the aforesaid estimated amount was determined with reference to the project scale, technical requirements and cost of manpower.

We have enquired with the Company about the allocation of the Contracting Annual Cap amount for the three years ending 31 December 2026. As mentioned above, the Contracting Annual Cap is determined with reference to the expected revenue of the Construction Contracting Services projects for each year which is estimated according to the progress and duration of the projects. The management of the Company advised that in the year 2024, the Group expects to obtain the projects through tender or it will be the initial stage for some of the newly won bid projects. For the year of 2025 and 2026, the Group will mainly focus on execution of the projects, most of the projects are in progress thus the expected revenue to be generated would be much more than that of 2024.

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Given that more than half of the Contracting Annual Caps for the year ending 31 December 2024 is the expected revenue to be generated by the projects already obtained by the Group or are in progress and the abovementioned analysis, we considered the Contracting Annual Caps is determined on a reasonable estimation.

iii. Conclusion

Based on the above and after taking into account (a) the supportive policies regarding the urban rail transit development nationwide, 12 new lines in Beijing's urban rail transit network in short to median future and increasing number of cities to adopted the urban rail transit systems, as detailed in the section headed "Industry Overview of Urban Rail Transit industry in the PRC" above; and (b) despite low utilisation rate, the Proposed Annual Caps will provide the Group an opportunity to undertake projects from Beijing Investment Company Group, which would increase the Group's revenue and enhance the return to the Shareholders eventually, we are of the view that the Proposed Annual Caps are determined based on reasonable estimation and after due and careful consideration and they are fair and reasonable so far as the Company and the Independent Shareholders are concerned.

V. Internal control measures

To ensure the Company's conformity with the pricing policy in relation to the continuing connected transactions contemplated under the Integrated Services Framework Agreement, the Company has adopted and will continue to strengthen a series of internal control policies for its daily operation.

The Company has formulated relevant Management Measures on Connected Transactions, in accordance with supervisory requirements of Hong Kong Stock Exchange in respect of connected transactions and continuing connected transactions and with reference to actual situation of the Company, which implements strict regulation from aspects of identification of connected transactions, procedure of review and approval, report, supervision and management and related information disclosure.

To ensure the continuing connected transactions contemplated under the Integrated Services Framework Agreement between the Group and Beijing Investment Company Group being in compliance with the pricing policy thereunder, especially when the relevant service price is determined on the basis of market price, the Group has adopted and will continue to strengthen the following specific measures:

- (a) The Department of Board Secretary is responsible for collecting detailed data in respect of above-mentioned continuing connected transactions on a regular basis, including but not limited to pricing terms, payment arrangement and actual transaction amounts specified in individual service contracts under the Integrated Services Framework Agreement, the Legal and Audit Department and the Financial Department of the Company shall assist in reviewing and controlling specific terms, conditions and actual transaction amounts of such continuing connected transactions;

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- (b) Senior management of the Company and its subsidiaries is responsible for supervising whether the transaction terms, pricing and other terms specified in individual service contracts are in compliance with the principles set out in the Integrated Services Framework Agreement, whether the price conforms with relevant pricing requirements if the service applies price prescribed by the government, government-guided price or price determined through tender process and whether the price conforms with the range of the then market price applicable to same type of services if the service price is based on the market price, as well as evaluating the fairness of the transaction terms and pricing terms, and reporting relevant information to the Board in time;
- (c) The Board is in responsible for inspecting and supervising the control on connected transactions of the Company, as well as the execution of control system of connected transactions by the Directors, senior management and connected persons of the Company;
- (d) In addition, the independent non-executive Directors have reviewed the continuing connected transactions contemplated under Integrated Services Framework Agreement, and would continue to review the continuing connected transactions contemplated under the Integrated Services Framework Agreement to ensure that individual service contracts under the Integrated Services Framework Agreement are entered into on normal commercial terms, are fair and reasonable, and are carried out pursuant to the terms of such agreement. The auditors of the Company would also conduct an annual review on the pricing terms and Proposed Annual Caps of such continuing connected transactions.

In assessing the effectiveness of the internal control imposed by the Group to monitor the principle terms offered to Beijing Investment Company Group and/or other independent third party for the individual service contracts stipulated under the Integrated Service Framework Agreement, we have obtained and reviewed the internal control measures. We have discussed with the management of the Company and understood that the Board, different levels of managements of the Group and relevant departments of the Group will participate in the review of relevant individual service contracts to ensure the individual services contracts are in compliance with the relevant pricing policy under the Integrated Services Framework Agreement and the relevant continuing connected transactions requirements. We are given to understand from the management of the Company that such review will be conducted first by operational level management with the likes of the legal and audit department and the financial department of the Company taking a first level review of the relevant legal documents, and then senior management. The Board would monitor and supervise the control on continuing connected transactions of the Company, as well as the execution of such control system. Independent non-executive Directors and the auditor of the Company would take part in the annual review process of the relevant transactions. For our due diligence, we have obtained and reviewed the Group's record on approving tendering documents for both Independent Sample Contracts and Connected Sample Contracts and noted that the aforesaid procedures have been properly implemented. We have also reviewed and compared the major terms under the

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Connected Sample Contracts and the Independent Sample Contracts, and were aware that the major terms offered by the Group to Beijing Investment Company Group under the Integrated Service Framework Agreement is similar to the terms offered by the Group to the independent third party, therefore, we are of the view that the aforesaid internal control measures are properly in place.

RECOMMENDATION

Having considered the above principal factors and reasons, we are of the view that (i) the Continuing Connected Transactions (excluding the transactions regarding the provision of construction survey, design and consultancy services and construction contracting services by Beijing Investment, its subsidiaries and/or associates to the Group contemplated under the Integrated Services Framework Agreement) are in the ordinary and usual course of business of the Group; and (ii) the terms of Continuing Connected Transactions contemplated under the Integrated Services Framework Agreement (including but not limited to the pricing policy) and the Proposed Annual Caps are on normal commercial terms and are fair and reasonable so far as the Company and the Independent Shareholders are concerned, and are in the interests of Company and the Independent Shareholders as a whole. Accordingly, we would recommend (i) the Independent Board Committee to advise the Independent Shareholders; and (ii) the Independent Shareholders, to vote in favour of the relevant resolution(s) to be proposed at the EGM in this regard.

Yours Faithfully,
For and on behalf of
Merdeka Corporate Finance Limited
Jeannie Chan
Responsible Officer

Ms. Jeannie Chan is a Responsible Officer under the SFO to engage in Type 6 (advising on corporate finance) regulated activity and has over 10 years of experience in corporate finance.

* *For identification purpose only*

**APPENDIX I COMPARISON CHART OF AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF BEIJING URBAN CONSTRUCTION
DESIGN & DEVELOPMENT GROUP CO., LIMITED**

**COMPARISON CHART OF AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF BEIJING URBAN CONSTRUCTION DESIGN &
DEVELOPMENT GROUP CO., LIMITED**

Existing Articles	Amended Articles
<p>Note: In these Articles of Association, “Company Law” refers to the Company Law revised on 27 October 2005 and effective on 1 January 2006; “Mandatory Provisions” refer to the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas jointly issued by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System; “Opinion Circular” refers to the Circular Regarding Opinions on the Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong jointly issued by the Overseas-Listing Department of the China Securities Regulatory Commission and the Production System Department of the former State Commission for Restructuring the Economic System (Zheng Jian Hai Han [1995] No.1); “Listing Rules” refer to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>	<p>Note: In these Articles of Association, “Company Law” refers to the Company Law of the People’s Republic of China effective on 26 October 2018; “Guidance for the AoA” refers to the Guidance for the Articles of Association of Listed Companies issued by the China Securities Regulatory Commission; “Listing Rules” refer to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>

**APPENDIX I COMPARISON CHART OF AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF BEIJING URBAN CONSTRUCTION
DESIGN & DEVELOPMENT GROUP CO., LIMITED**

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”), the Constitution of the Communist Party of China (中國共產黨章程) (the “Constitution”) 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 Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》) (the “Guidance for the AoA”), the Constitution of the Communist Party of China (中國共產黨章程) (the “Constitution”) and other relevant regulations.</p>
<p>Article 2 The Company was established as a joint stock limited company under the Company Law, Special Regulations and other relevant laws and administrative regulations of the PRC.</p> <p>.....</p>	<p>Article 2 The Company was established as a joint stock limited company under the Company Law and other relevant laws and administrative regulations of the PRC.</p> <p>.....</p>

**APPENDIX I COMPARISON CHART OF AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF BEIJING URBAN CONSTRUCTION
DESIGN & DEVELOPMENT GROUP CO., LIMITED**

Existing Articles	Amended Articles
CHAPTER VI SHARE CERTIFICATES AND REGISTER OF MEMBERS	CHAPTER VI SHARE CERTIFICATES AND REGISTER OF MEMBERS
<p>Article 36 Share certificates of the Company shall be in registered form. The following particulars shall be stated in the share certificates of the Company:</p> <p>.....</p> <p>(5) other particulars as required by the Company Law, Special Regulations, and the stock exchange(s) where the Company has its shares listed.</p> <p>.....</p>	<p>Article 36 Share certificates of the Company shall be in registered form. The following particulars shall be stated in the share certificates of the Company:</p> <p>.....</p> <p>(5) other particulars as required by the Company Law and the stock exchange(s) where the Company has its shares listed.</p> <p>.....</p>
CHAPTER VIII SHAREHOLDERS’ GENERAL MEETING	CHAPTER VIII SHAREHOLDERS’ GENERAL MEETING
<p>Article 79 Shareholders’ general meetings are organized and convened by the board of directors and presided over by the chairman of the board of directors; where the chairman of the board of directors is unable to or do not perform his duties, a director may be elected by more than one-half of the directors to preside over the meeting. Where the board of directors is unable to or do not perform its duty of convening shareholders’ general meetings, the supervisory board shall convene and preside over the meeting in a timely manner; where the supervisory board do not convene and preside over shareholders’ general meetings, shareholders individually or collectively holding more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own.</p>	<p>Article 79 Shareholders’ general meetings are organized and convened by the board of directors and presided over by the chairman of the board of directors; where the chairman of the board of directors is unable to or do not perform his duties, the vice-chairman of the board of directors shall preside over the meeting; where the vice-chairman of the board of directors is unable to or do not perform his duties, a director may be elected by more than one-half of the directors to preside over the meeting. Where the board of directors is unable to or do not perform its duty of convening shareholders’ general meetings, the supervisory board shall convene and preside over the meeting in a timely manner; where the supervisory board do not convene and preside over shareholders’ general meetings, shareholders individually or collectively holding more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own.</p>

**APPENDIX I COMPARISON CHART OF AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF BEIJING URBAN CONSTRUCTION
DESIGN & DEVELOPMENT GROUP CO., LIMITED**

Existing Articles	Amended Articles
CHAPTER XI BOARD OF DIRECTORS	CHAPTER XI BOARD OF DIRECTORS
<p>Article 96 The election and removal of the chairman shall be approved by more than half of all directors. The term of office of the chairman shall be three years and eligible for re-election and re-appointment upon expiry.</p> <p>.....</p>	<p>Article 96 The election and removal of the chairman and the vice-chairman shall be approved by more than half of all directors. The term of office of the chairman and the vice-chairman shall be three years and eligible for re-election and re-appointment upon expiry.</p> <p>.....</p>
<p>Article 101 Under the premise of compliance with the applicable requirements of the relevant listing rules of the stock exchanges where the Company's shares are listed from time to time, the Company shall have a board of 7 to 15 directors with one chairman. The number of independent non-executive directors shall not be less than 3 and not less than one-third of all directors.</p>	<p>Article 101 Under the premise of compliance with the applicable requirements of the relevant listing rules of the stock exchanges where the Company's shares are listed from time to time, the Company shall have a board of 7 to 15 directors with one chairman and one vice-chairman. The number of independent non-executive directors shall not be less than 3 and not less than one-third of all directors.</p>
<p>Article 106 If the chairman of the Board is unable to exercise his/her duties, he/she may designate a director to exercise such functions and powers in his/her stead.</p>	<p>Article 106 If the chairman of the Board is unable to or do not perform his duties, the vice-chairman of the board of directors shall perform duties; where the vice-chairman of the board of directors is unable to or do not perform his duties, a director may be elected by more than one-half of the directors to perform duties.</p>

**APPENDIX II COMPARISON CHART OF AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE GENERAL MEETING OF BEIJING URBAN
CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED**

**COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE GENERAL MEETING OF BEIJING URBAN CONSTRUCTION DESIGN &
DEVELOPMENT GROUP CO., LIMITED**

In accordance with the needs of the Company’s business development and the requirements of the Company Law of the People’s Republic of China, the existing Rules of Procedure for the Shareholders’ General Meeting, Chapter I, Article 1; Chapter III, Articles 9 and 12; Chapter VI, Articles 40 and 41; and Chapter VIII, Article 51, shall be amended as follows:

Existing Articles	Amended Articles
CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
<p>Article 1 These rules of procedures (the “Rules”) are formulated by Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) in accordance with the Company Law of the People’s Republic of China (“Company Law”), the Securities Law of the People’s Republic of China, the Mandatory Provisions in the Articles of Association of Companies Listed Overseas and The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”) and relevant laws and regulations and regulatory documents as well as the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (“Articles of Association”) with reference to actual conditions of the Company, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders’ general meeting and perform its power as the supreme authority.</p>	<p>Article 1 These rules of procedures (the “Rules”) are formulated by Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) in accordance with the Company Law of the People’s Republic of China (“Company Law”), the Securities Law of the People’s Republic of China, the Guidance for the Articles of Association of Listed Companies and The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”) and relevant laws and regulations and regulatory documents as well as the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (“Articles of Association”) with reference to actual conditions of the Company, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders’ general meeting and perform its power as the supreme authority.</p>

Existing Articles	Amended Articles
CHAPTER III CONVENING A GENERAL MEETING	CHAPTER III CONVENING A GENERAL MEETING
<p>Article 9 Shareholders' general meetings are organized and convened by the board of directors in accordance with the law, and presided over by the chairman of the board of directors; where the chairman of the board of directors is unable to or do not perform his duties, a director may be elected by more than one-half of the directors to preside over the meeting. Where the board of directors is unable to or do not perform its duty of convening shareholders' general meetings, the supervisory board shall convene and preside over the meeting in a timely manner; where the supervisory board do not convene and preside over shareholders' general meetings, shareholders individually or collectively holding more than 10% of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own.</p>	<p>Article 9 Shareholders' general meetings are organized and convened by the board of directors in accordance with the law, and presided over by the chairman of the board of directors; where the chairman of the board of directors is unable to or do not perform his duties, the duties shall be performed by the vice-chairman of the board of directors. Where the vice-chairman of the board of directors is unable to or does not perform his/her duties, a director may be elected by more than one-half of the directors to preside over the meeting. Where the board of directors is unable to or do not perform its duty of convening shareholders' general meetings, the supervisory board shall convene and preside over the meeting in a timely manner; where the supervisory board do not convene and preside over shareholders' general meetings, shareholders individually or collectively holding more than 10% of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own.</p>
<p>Article 12 Shareholders may attend a shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf.</p> <p>.....</p> <p>The appointment of proxies by shareholders shall comply with Article 63 to Article 66 of the Articles of Association.</p>	<p>Article 12 Shareholders may attend a shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf.</p> <p>.....</p> <p>The appointment of proxies by shareholders shall comply with Article 63 to Article 66 of the Articles of Association.</p>

**APPENDIX II COMPARISON CHART OF AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE GENERAL MEETING OF BEIJING URBAN
CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED**

Existing Articles	Amended Articles
CHAPTER VI RESOLUTIONS OF THE SHAREHOLDERS' GENERAL MEETINGS	CHAPTER VI RESOLUTIONS OF THE SHAREHOLDERS' GENERAL MEETINGS
<p>Article 40 The following matters proposed shall be passed at shareholders' general meeting by way of ordinary resolution with more than the one half voting rights represented by shareholders attending the shareholders' general meeting:</p> <p>.....</p> <p>(4) annual budget and final account, balance sheet, profit statement and other financial statements of the Company; and</p> <p>.....</p>	<p>Article 40 The following matters proposed shall be passed at shareholders' general meeting by way of ordinary resolution with more than the one half voting rights represented by shareholders attending the shareholders' general meeting:</p> <p>.....</p> <p>(4) annual budget and final account, balance sheet, profit statement and other financial statements of the Company; and</p> <p>.....</p>
<p>Article 41 The following matters proposed shall be passed at shareholders' general meeting by way of special resolution with more than two-thirds of voting rights represented by shareholders attending the shareholders' general meeting:</p> <p>.....</p> <p>(7) such other matters to be resolved by special resolutions as required by the Articles of Association and the listing rules of the stock exchange on which shares of the Company are listed.</p>	<p>Article 41 The following matters proposed shall be passed at shareholders' general meeting by way of special resolution with more than two-thirds of voting rights represented by shareholders attending the shareholders' general meeting:</p> <p>.....</p> <p>(7) such other matters to be resolved by special resolutions as required by the Articles of Association and the listing rules of the stock exchange on which shares of the Company are listed.</p>
CHAPTER VIII SUPPLEMENTARY PROVISIONS	CHAPTER VIII SUPPLEMENTARY PROVISIONS
<p>Article 51 The Rules shall take effect after the approval at the shareholders' general meeting and from the date of the listing of the Company.</p>	<p>Article 51 The Rules shall take effect from the date of the approval at the shareholders' general meeting.</p>

**APPENDIX III COMPARISON CHART OF AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD OF DIRECTORS OF BEIJING URBAN
CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED**

**COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE BOARD OF DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN &
DEVELOPMENT GROUP CO., LIMITED**

In accordance with the needs of the Company’s business development and the requirements of the Company Law of the People’s Republic of China, amendments shall be made to Article 1 of Chapter I, Article 5 of Chapter II, Article 10 of Chapter III, Article 12 and Article 13 of Chapter IV, Article 15 of Chapter V, Article 17 and Article 18 of Chapter VI, Article 27 of Chapter VIII, and Article 32 of Chapter IX of the existing Rules of Procedures of the Board of Directors as follows:

Existing Articles	Amended Articles
CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
<p>Article 1 In order to standardize the procedures and decision-making procedures of the board of directors, assure democratic and scientific decision-making behaviors of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”), and fully play the center role of the board of directors in management decision, the Company formulated these Rules of Procedure (the “Rules”), in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Mandatory Provisions in the Articles of Association of Companies Listed Overseas and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other relevant laws and regulations and regulatory documents as well as the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (the “Articles of the Association”).</p>	<p>Article 1 In order to standardize the procedures and decision-making procedures of the board of directors, assure democratic and scientific decision-making behaviors of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”), and fully play the center role of the board of directors in management decision, the Company formulated these Rules of Procedure (the “Rules”), in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Guidance for the Articles of Association of Listed Companies and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other relevant laws and regulations and regulatory documents as well as the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (the “Articles of the Association”).</p>

Existing Articles	Amended Articles
CHAPTER II THE BOARD OF DIRECTORS	CHAPTER II THE BOARD OF DIRECTORS
<p>Article 5 The board of directors is accountable to the shareholders' general meeting and exercises the following powers and functions:</p> <p>.....</p> <p>(14) to formulate the plan for the repurchase of shares of the Company in accordance with circumstances as required in items (1) and (2) of Article 28 of the Articles of Association; pursuant to the Articles of Association or the authorization of the general meeting, to decide on the repurchase of shares of the Company in accordance with circumstances as required in items (3), (5) and (6) of Article 28 of the Articles of Association;</p> <p>.....</p>	<p>Article 5 The board of directors is accountable to the shareholders' general meeting and exercises the following powers and functions:</p> <p>.....</p> <p>(14) to formulate the plan for the repurchase of shares of the Company in accordance with circumstances as required in items (1) and (2) of Article 28 of the Articles of Association; pursuant to the Articles of Association or the authorization of the general meeting, to decide on the repurchase of shares of the Company in accordance with circumstances as required in items (3), (5) and (6) of Article 28 of the Articles of Association;</p> <p>.....</p>
CHAPTER III DIRECTORS	CHAPTER III DIRECTORS
CHAPTER IV THE CHAIRMAN OF THE BOARD OF DIRECTORS	CHAPTER IV THE CHAIRMAN OF THE BOARD OF DIRECTORS
<p>Article 12 The election or removal of the chairman of the board of directors shall be approved by more than half of all members of the board of directors.</p>	<p>Article 12 The election or removal of the chairman and vice-chairman of the board of directors shall be approved by more than half of all members of the board of directors.</p>

Existing Articles	Amended Articles
<p>Article 13 The chairman of the board of directors is entitled to the following powers and functions:</p> <p>.....</p> <p>If the chairman of the Board is unable to exercise his/her duties, he/she may designate a director to exercise such functions and powers in his/her stead.</p>	<p>Article 13 The chairman of the board of directors is entitled to the following powers and functions:</p> <p>.....</p> <p>If the chairman of the Board is unable to or does not perform his/her duties, the vice-chairman of the Board shall perform such duties; where the vice-chairman of the Board is unable to or does not perform his/her duties, a director jointly elected by more than half of the directors may exercise such functions and powers.</p>
CHAPTER V BOARD SECRETARY	CHAPTER V BOARD SECRETARY
<p>Article 15 The board secretary shall be nominated by the chairman, and appointed or dismissed by the board of directors.</p> <p>Directors or senior management members may concurrently hold the post of the board secretary, provided that they have enough energy and time to perform the duties of that post. The Company's general manager and chief accountant shall not concurrently hold the post of the board secretary. The certified accountant(s) of the accounting firm and lawyer(s) of the law firm appointed by the Company and the management members of the controlling shareholders shall not concurrently hold the post of the board secretary.</p> <p>.....</p>	<p>Article 15 The board secretary shall be nominated by the chairman, and appointed or dismissed by the board of directors.</p> <p>Directors or senior management members may concurrently hold the post of the board secretary, provided that they have enough energy and time to perform the duties of that post. The Company's general manager and chief accountant shall not concurrently hold the post of the board secretary. The certified accountant(s) of the accounting firm and lawyer(s) of the law firm appointed by the Company and the management members of the controlling shareholders shall not concurrently hold the post of the board secretary.</p> <p>.....</p>

Existing Articles	Amended Articles
CHAPTER VI CONVENING OF BOARD MEETING	CHAPTER VI CONVENING OF BOARD MEETING
<p>Article 17 The board meeting shall be convened by the chairman of the board of directors. The quorum of the board meeting shall be more than half of the directors (including those entrusted to attend the meeting under Article 104 of the Articles of Association).</p>	<p>Article 17 The chairman of the board of directors shall convene and preside over the board meeting and check on the implementation of resolutions of the board of directors. The vice-chairman of the board of directors shall assist the chairman to work and when the chairman of the board of directors is unable to or does not perform his/her duties, the vice-chairman of the board of directors shall perform the duties; where the vice-chairman of the board of directors is unable to or does not perform his/her duties, a director jointly elected by more than half of the directors shall perform the duties. The quorum of the board meeting shall be more than half of the directors (including those entrusted to attend the meeting under Article 104 of the Articles of Association).</p>
<p>Article 18 The board of directors shall hold at least four regular meetings each year. Board meeting shall be convened by the chairman of the board of directors. Notice of meeting will be served to all directors, supervisors and the general manager at least fourteen days before the meeting is held. The requirement on the notice period is not applicable to extraordinary board meetings, but a reasonable notice should be served to all directors, supervisors and the general manager.</p> <p>.....</p>	<p>Article 18 The board of directors shall hold at least four regular meetings each year. Notice of meeting will be served to all directors, supervisors and the general manager at least fourteen days before the meeting is held. The requirement on the notice period is not applicable to extraordinary board meetings, but a reasonable notice should be served to all directors, supervisors and the general manager.</p> <p>.....</p>

**APPENDIX III COMPARISON CHART OF AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD OF DIRECTORS OF BEIJING URBAN
CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED**

Existing Articles	Amended Articles
CHAPTER VIII MINUTES OF BOARD MEETING	CHAPTER VIII MINUTES OF BOARD MEETING
<p>Article 27</p> <p>Minutes of the meetings should be open for inspection at any reasonable time on reasonable notice by any director. Draft and final versions of minutes of the meetings should be sent to all directors for their comment and records respectively, within a reasonable time after the meeting.</p>	<p>Article 27</p> <p>Minutes of the meetings should be open for inspection at any reasonable time on reasonable notice by any director. Draft and final versions of minutes of the meetings should be sent to all directors for their comment and records respectively, within a reasonable time after the meeting.</p>
CHAPTER IX SUPPLEMENTARY PROVISIONS	CHAPTER IX SUPPLEMENTARY PROVISIONS
<p>Article 32 The Rules shall take effect after the approval at the shareholders’ general meeting and from the date of the listing of the Company.</p>	<p>Article 32 The Rules shall take effect from the date of approval at the shareholders’ general meeting.</p>

**APPENDIX IV COMPARISON CHART OF AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF BEIJING URBAN CONSTRUCTION
DESIGN & DEVELOPMENT GROUP CO., LIMITED (DRAFT)**

**COMPARISON CHART OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION
OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP
CO., LIMITED (DRAFT)**

No.	Original Articles	Amended Articles
1	<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 “Securities Law”), 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 “Mandatory Provisions”), 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 “Circular”), the Constitution of the Communist Party of China (中國共產黨章程) (the “Constitution”), the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》), the Rules Governing the Listing of Securities on the Shanghai Stock Exchange 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 “Securities Law”), Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法), 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 “Circular”), the Constitution of the Communist Party of China (中國共產黨章程) (the “Constitution”), the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》), the Rules Governing the Listing of Securities on the Shanghai Stock Exchange and other relevant regulations.</p>
2	<p>Article 2 The Company was established as a joint stock limited company under the Company Law, Special Regulations and other relevant laws and administrative regulations of the PRC.</p>	<p>Article 2 The Company was established as a joint stock limited company under the Company Law and other relevant laws and administrative regulations of the PRC.</p>

**APPENDIX IV COMPARISON CHART OF AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF BEIJING URBAN CONSTRUCTION
DESIGN & DEVELOPMENT GROUP CO., LIMITED (DRAFT)**

No.	Original Articles	Amended Articles
3	<p>Article 3 The Company obtained approval from The Stock Exchange of Hong Kong Limited on 8 July 2014, to issue an initial of 387,937,000 overseas listed foreign shares to overseas investors which were subscribed in foreign currency. The 387,937,000 shares were listed on The Stock Exchange of Hong Kong Limited on 8 July 2014. On [●], the Company obtained approval from China Securities Regulatory Commission to issue [●] RMB ordinary shares to domestic investors and were listed on the Shanghai Stock Exchange on [●].</p>	<p>Article 3 The Company obtained approval from The Stock Exchange of Hong Kong Limited on 8 July 2014, to issue an initial of 387,937,000 overseas listed foreign shares to overseas investors which were subscribed in foreign currency. The 387,937,000 shares were listed on The Stock Exchange of Hong Kong Limited on 8 July 2014. On [●], upon being reviewed by the Shanghai Stock Exchange and consent for registration of the China Securities Regulatory Commission, the Company may issue [●] RMB ordinary shares to domestic investors and were listed on the Shanghai Stock Exchange on [●].</p>
4	<p>Article 17 Certificates will be issued for the shares of the Company. All shares issued by the Company shall have a par value of RMB1 per share.</p>	<p>Article 17 Certificates will be issued for the shares of the Company. All shares issued by the Company shall have a par value of RMB1 per share. The Company shall issue shares in the principles of openness, fairness and impartiality, and each share of the same class shall have the same rights.</p>
5	<p>Article 18 Subject to the approval of the competent securities regulatory authority of the State Council, the Company may issue shares to domestic and foreign investors. The term “overseas investors” referred to in the preceding paragraph means investors from foreign countries, Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company. The term “domestic investors” means investors in the PRC, excluding the regions mentioned above, who subscribe for shares issued by the Company.</p>	<p>Article 18 The Company may issue shares to domestic investors and foreign investors, which shall be filed with the securities regulatory authorities of the State Council according to relevant regulations. The term “overseas investors” referred to in the preceding paragraph means investors from foreign countries, Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company. The term “domestic investors” means investors in the PRC, excluding the regions mentioned above, who subscribe for shares issued by the Company.</p>

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No.	Original Articles	Amended Articles
6	<p>Article 21.....</p> <p>[●] domestic-listed shares will be issued upon initial public offering of the Company and listed on Shanghai Stock Exchange subject to the approval of the competent securities regulatory authority of the State Council. After the initial public offering and listing of domestic-listed shares, the ordinary share capital of the Company comprises: [●] ordinary shares, including [●] domestic-listed shares, accounting for approximately [●]% of the total number of ordinary shares that may be issued by the Company; and [●] overseas-listed foreign shares, accounting for approximately [●]% of the total number of ordinary shares that may be issued by the Company.</p>	<p>Article 21.....</p> <p>[●] domestic-listed shares will be issued upon initial public offering of the Company and listed on Shanghai Stock Exchange subject to being reviewed by the Shanghai Stock Exchange and consent for registration from the CSRC. After the initial public offering and listing of domestic-listed shares, the ordinary share capital of the Company comprises: [●] ordinary shares, including [●] domestic-listed shares, accounting for approximately [●]% of the total number of ordinary shares that may be issued by the Company; and [●] overseas-listed foreign shares, accounting for approximately [●]% of the total number of ordinary shares that may be issued by the Company.</p>

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No.	Original Articles	Amended Articles
7	<p>Article 30 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> <p>(1) making a repurchase offer to all shareholders in proportion to their respective shareholdings;</p> <p>(2) repurchase through public dealings on stock exchanges;</p> <p>(3) to repurchase by agreements outside stock exchanges; or</p> <p>(4) such other circumstances as permitted by the laws and administrative regulations and approved by the regulatory authority.</p> <p>Where the Company repurchases shares under the circumstances as required in items (3), (5) and (6) of Article 29 of the Articles of Association, it shall be conducted through open and centralized trading.</p> <p>Where the relevant provisions of the securities regulatory authority at the places where the Company's shares are listed have any other provisions in respect of the repurchase of shares, such provisions shall prevail.</p>	<p>Article 30 The Company may repurchase its shares through open and centralized trading or other methods as permitted by laws, administrative regulations and the CSRC.</p> <p>Where the Company repurchases shares under the circumstances as required in items (3), (5) and (6) of Article 29 of the Articles of Association, it shall be conducted through open and centralized trading.</p> <p>Where the relevant provisions of the securities regulatory authority at the places where the Company's shares are listed have any other provisions in respect of the repurchase of shares, such provisions shall prevail.</p>

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No.	Original Articles	Amended Articles
8	<p>Article 37 Share certificates of the Company shall be in registered form. The following particulars shall be stated in the share certificates of the Company:</p> <p>(1) the Company’s name;</p> <p>(2) the date of establishment registration of the Company;</p> <p>(3) the class of the shares, the par value and the number of shares represented by the share certificate;</p> <p>(4) the serial number of the share certificate;</p> <p>(5) other particulars as required by the Company Law, Special Regulations, and the stock exchange(s) where the Company has its shares listed.</p> <p>.....</p>	<p>Article 37 Share certificates of the Company shall be in registered form. The following particulars shall be stated in the share certificates of the Company:</p> <p>(1) the Company’s name;</p> <p>(2) the date of establishment registration of the Company;</p> <p>(3) the class of the shares, the par value and the number of shares represented by the share certificate;</p> <p>(4) the serial number of the share certificate;</p> <p>(5) other particulars as required by the Company Law and the stock exchange(s) where the Company has its shares listed.</p> <p>.....</p>
9	<p>Article 51 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members.</p> <p>.....</p>	<p>Article 51 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members. When the Company intends to convene a general meeting, distribute dividends, enter into liquidation and engage in other activities that require the identification of shareholders, the board of directors or the convener of general meeting shall determine the record date. The shareholders whose names appear on the register of members at the close of trading on the record date, shall be entitled to the relevant rights.</p> <p>.....</p>

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No.	Original Articles	Amended Articles
10	<p>Article 63 The following external guarantees provided by the Company shall be considered at the general meeting:</p> <p>(1) any subsequent guarantee provided after the total amount of external guarantee by the Company and its subsidiaries has exceeded 50% of the latest audited net assets;</p> <p>(2) any subsequent guarantee provided after the total amount of external guarantee by the Company and its subsidiaries has exceeded 30% of the latest audited total assets;</p> <p>(3) the amount of guarantees provided by the Company within one year has exceeded 30% of the latest audited total assets;</p> <p>(4) any guarantee which is provided to the principal whose asset-liability ratio exceeds 70%;</p> <p>(5) the amount of any single guarantee exceeding 10% of the latest audited net assets;</p> <p>(6) guarantees provided to shareholders, actual controllers and its connected parties;</p> <p>(7) guarantees provided to connected persons; and</p> <p>(8) other external guarantees required by the laws, administrative regulations, department rules, regulations of the stock exchange where the Company's share is listed and the Articles of Association.</p> <p>.....</p>	<p>Article 63 The following external guarantees provided by the Company shall be considered at the general meeting:</p> <p>(1) any subsequent guarantee provided after the total amount of external guarantee by the Company and its subsidiaries has exceeded 50% of the latest audited net assets;</p> <p>(2) any subsequent guarantee provided after the total amount of external guarantee by the Company and its subsidiaries has exceeded 30% of the latest audited total assets;</p> <p>(3) the amount of guarantees provided by the Company within one year has exceeded 30% of the latest audited total assets;</p> <p>(4) any guarantee which is provided to the principal whose asset-liability ratio exceeds 70%;</p> <p>(5) the amount of any single guarantee exceeding 10% of the latest audited net assets;</p> <p>(6) guarantees provided to shareholders, actual controllers and its connected parties; and</p> <p>(7) other external guarantees required by the laws, administrative regulations, department rules, regulations of the stock exchange where the Company's share is listed and the Articles of Association.</p> <p>.....</p>

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No.	Original Articles	Amended Articles
11	<p>Article 65 Shareholders' general meeting include annual general meetings and extraordinary general meetings. The annual general meeting is held once a year, and shall take place within six months after the end of the previous accounting year.</p> <p>Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:</p> <p>.....</p> <p>(4) whenever the board of directors deems necessary or when proposed by the supervisory board or more than half of independent (non- executive) directors;</p> <p>.....</p>	<p>Article 65 Shareholders' general meeting include annual general meetings and extraordinary general meetings. The annual general meeting is held once a year, and shall take place within six months after the end of the previous accounting year.</p> <p>Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:</p> <p>.....</p> <p>(4) whenever the board of directors deems necessary or when proposed by the supervisory board or more than half of independent (non -executive) directors;</p> <p>.....</p>

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No.	Original Articles	Amended Articles
12	<p>Article 91 In the case of voting at shareholders' general meetings, shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares. Each share shall have one vote. The Company has no voting right for the shares of the Company it holds. When calculating the total number of the voting rights shares for the shareholders' general meeting, such portion of the shares shall not be included.</p> <p>When material matters affecting the interests of minority shareholders are considered at a shareholders' general meeting, the votes of minority shareholders of domestic listed shares shall be counted separately. The voting results of such domestic-listed shares shall be disclosed publicly in a timely manner.</p> <p>The Board, independent (non-executive) directors and shareholders of the Company who meet the relevant requirements may publicly collect votes from shareholders. Information including the specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Except for the statutory requirements, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p>	<p>Article 91 In the case of voting at shareholders' general meetings, shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares. Each share shall have one vote. The Company has no voting right for the shares of the Company it holds. When calculating the total number of the voting rights shares for the shareholders' general meeting, such portion of the shares shall not be included.</p> <p>When material matters affecting the interests of minority shareholders are considered at a shareholders' general meeting, the votes of minority shareholders of domestic listed shares shall be counted separately. The voting results of such domestic-listed shares shall be disclosed publicly in a timely manner.</p> <p>The Shareholders, who purchase the voting rights shares of the Company in violation of provisions of the first clause and second clause of Article 63 of the Securities Law of the People's Republic of China, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.</p>

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No.	Original Articles	Amended Articles
	<p>Where any shareholder is, under applicable laws and regulations and the listing rules of the stock exchange(s) where the Company has its shares listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted in the resolution results.</p>	<p>The Board of the Company, independent (non-executive) directors and shareholders holding more than one percent of the voting rights shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly collect votes from shareholders. Information including the specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Except for the statutory requirements, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p> <p>Where any shareholder is, under applicable laws and regulations and the listing rules of the stock exchange(s) where the Company has its shares listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted in the resolution results.</p>

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No.	Original Articles	Amended Articles
13	<p>Article 110 Where the Board of Supervisors or shareholders decide(s) to convene a general meeting by themselves, it/they shall notify the Board in writing, and shall at the same time report to the stock exchange.</p> <p>The Board of Supervisors and the convening shareholders shall submit the relevant documents to the stock exchange when issuing the notice for convening of the general meeting and the announcement on resolution proposed at the general meeting.</p>	<p>Article 110 Where the Board of Supervisors or shareholders decide(s) to convene a general meeting by themselves, it/they shall notify the Board in writing, and shall at the same time report to the stock exchange.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement on resolution proposed at the general meeting.</p> <p>The Board of Supervisors and the convening shareholders shall submit the relevant documents to the stock exchange when issuing the notice for convening of the general meeting and the announcement on resolution proposed at the general meeting.</p>
14	<p>Article 113 The general meeting shall be convened by the chairman of the Board. If the chairman is unable or fails to perform his duties, more than half of the directors may elect a director to convene and act as the presider of the meeting.</p> <p>.....</p>	<p>Article 113 The general meeting shall be convened by the chairman of the Board. If the chairman is unable or fails to perform his duties, the vice-chairman of the Board shall preside over the meeting. If the vice-chairman of the Board is unable or fails to perform his duties, more than half of the directors may elect a director to convene and act as the presider of the meeting.</p> <p>.....</p>

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No.	Original Articles	Amended Articles
15	<p>Article 116 If ballots are counted at a shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting. The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. Directors, supervisors, the secretary to the Board of Directors, the convener or his or her representative, and the chairman of the meeting attending the meeting shall sign the minutes of the meeting. The minutes of the meeting and the signed attendance record of the shareholders who attended in person, the proxy forms and the valid information relating to voting online and by other means shall be kept together at the premises of the Company for a term of not less than 10 years.</p>	<p>Article 116 If ballots are counted at a shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.</p>
16	<p>Article 117 Conveners shall ensure a general meeting is held continuously until final resolutions are made. Where a general meeting is terminated or unable to be resolved due to special reasons such as force majeure, necessary measures shall be taken to resume or terminate the general meeting as soon as possible, and an announcement shall be made in a timely manner. Meanwhile, conveners shall report to the dispatched office of the China Securities Regulatory Committee at the locality of the Company and the stock exchange.</p>	<p>Article 117 Conveners shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. Directors, supervisors, the secretary to the Board of Directors, the convener or his or her representative, and the chairman of the meeting attending the meeting shall sign the minutes of the meeting. The minutes of the meeting and the signed attendance record of the shareholders who attended in person, the proxy forms and the valid information relating to voting online and by other means shall be kept together at the premises of the Company for a term of not less than 10 years.</p>

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No.	Original Articles	Amended Articles
17	<p>Article 136 Directors shall be elected or replaced at the shareholders’ general meetings for a term of office of 3 years. Upon expiration of the term of office, a director is eligible for re-election and re-appointment.</p> <p>The term of office of directors commences from the date of appointment up to the expiry of the current term of office of the board. In the event that the term of a director falls upon expiry whereas the new member of the board is not re-elected in time, the existing director shall continue to perform his duties in accordance with laws, administrative regulations, departmental rules and the provisions of the Articles of Association until the re-elected director assumes office.</p> <p>The Company has appointed independent (non-executive) directors. Unless otherwise required in this section, the provisions relating to the qualifications and obligations of directors set out in Chapter XV of the Articles of Association shall be applicable to independent (non-executive) directors. Independent (non-executive) directors shall be re-elected for a term of not more than 6 years.</p>	<p>Article 136 Directors shall be elected or replaced at the shareholders’ general meetings for a term of office of 3 years. Upon expiration of the term of office, a director is eligible for re-election and re-appointment.</p> <p>The term of office of directors commences from the date of appointment up to the expiry of the current term of office of the board. In the event that the term of a director falls upon expiry whereas the new member of the board is not re-elected in time, the existing director shall continue to perform his duties in accordance with laws, administrative regulations, departmental rules and the provisions of the Articles of Association until the re-elected director assumes office.</p> <p>The Company has appointed independent (non-executive) directors. Unless otherwise required in this section, the provisions relating to the qualifications and obligations of directors set out in Chapter XV of the Articles of Association shall be applicable to independent (non-executive) directors. Independent (non-executive) directors shall be re-elected for a term of not more than 6 years.</p>

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No.	Original Articles	Amended Articles
	<p>The election and removal of the chairman shall be approved by more than half of all directors. The term of office of the chairman shall be three years and eligible for re-election and re-appointment upon expiry.</p> <p>A director is not required to hold shares of the Company.</p> <p>Functions and duties of independent (non-executive) directors of the board of directors of the Company include but is not limited to:</p> <p>(1) to participate in the board of directors and provide independent opinions on matters concerning the Company’s strategic decisions, appointment of senior management members and other decisions involving material interest of the Company;</p> <p>(2) to demonstrate the leading and guiding role whenever there is potential conflict of interests such as where the Company is entering into connected (related) transactions so as to fully protect the overall legitimate rights and interests of the Company and the shareholders;</p> <p>(3) to serve as a member of special committees such as strategy and investment committee, audit committee, remuneration committee and nomination committee of the board of directors when invited; and</p> <p>(4) to monitor whether or not the business performance of the Company has achieved its pre-set objectives and express opinions at relevant meetings.</p>	<p>The election and removal of the chairman and the vice chairman shall be approved by more than half of all directors. The term of office of the chairman and the vice chairman shall be three years and eligible for re-election and re-appointment upon expiry.</p> <p>A director is not required to hold shares of the Company.</p> <p>Independent (non-executive) directors of the board of directors of the Company shall perform the following functions and duties:</p> <p>(1) to participate in the decision-making of the Board of Directors and offer specific opinions on the matters deliberated;</p> <p>(2) to supervise the matters on potential material conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, and senior management members specified in Articles 25, 28, 29 and 30 of the Working Rules for the Independent Directors of Beijing Urban Construction Design & Development Group Co., Limited, urge the decision-making of the board of directors in line with the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders;</p> <p>(3) to provide professional and objective advice on the operation and development of the Company and promote the improvement of the decision-making level of the board of directors;</p>

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		<p>(4) to perform other duties prescribed by laws, administrative regulations, provisions of the CSRC, and the Articles of Association.</p> <p>Independent (non-executive) directors may exercise the following special duties and powers:</p> <p>(1) to independently engage intermediaries to provide audit, consulting or verification services for specific matters of the Company;</p> <p>(2) to propose to the board of directors for the convening of extraordinary general meetings;</p> <p>(3) to propose the convening of board meetings;</p> <p>(4) to publicly solicit shareholders' rights from shareholders in accordance with relevant laws;</p> <p>(5) to give independent opinions on matters that may damage the rights and interests of the Company or the minority shareholders;</p> <p>(6) the independent (non-executive) directors are required to review, at least annually, the data provided by the controlling shareholders of the Company regarding compliance with and enforcement of the non-competition agreement and to discharge their review responsibilities in relation to continuing connected transactions as stipulated in the Listing Rules of the Stock Exchange.</p>

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No.	Original Articles	Amended Articles
		<p>To exercise the duties and powers of independent (non-executive) directors in preceding paragraphs (1) to (3), consent of more than half of all independent (non-executive) directors shall be obtained.</p> <p>The Company shall make a disclosure in a timely manner if an independent (non-executive) director exercises the duties and powers specified in the preceding paragraphs. If the above-mentioned duties and powers cannot be properly exercised, the Company shall disclose the specific situation and reasons therefor.</p>
18	<p>Article 138 Directors may tender resignation prior to the expiry of the term of office. The resigning director shall submit to the Board a written resignation. The Board shall disclose relevant information within 2 days.</p> <p>If the number of directors fall below the statutory requirement on the quorum of directors of the Company when a director resigns, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining directors of the board of directors shall convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible. The term of appointment of the newly elected director or any director appointed so as to increase the number of directors will be effective from the date of appointment to the expiry of the current term of office of the Board of the Company, and such director will then be eligible for re-election.</p> <p>Save for the foregoing, resignation report of directors shall become effective upon being delivered to the board of directors.</p>	<p>Article 138 Directors may tender resignation prior to the expiry of the term of office. The resigning director shall submit to the Board a written resignation. The Board shall disclose relevant information within 2 days.</p>

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No.	Original Articles	Amended Articles
19	<p>Article 140 If the term of office of a director expires but re-election is not made forthwith, or the members of the board of directors fall below the quorum resulting from the resignation of a director during his term of office, the said director shall continue performing the duties as director pursuant to the relevant laws, administrative regulations and the Articles of Association until the newly director takes office.</p>	<p>Article 140 If the term of office of a director expires but re-election is not made forthwith, or the members of the board of directors fall below the quorum resulting from the resignation of a director during his term of office, the said director shall continue performing the duties as director pursuant to the relevant laws, administrative regulations and the Articles of Association until the newly director takes office.</p> <p>Save for the foregoing, resignation report of directors shall become effective upon being delivered to the board of directors.</p>
20	<p>Article 144 Under the premise of compliance with the applicable requirements of the relevant listing rules of the stock exchanges where the Company’s shares are listed from time to time, the Company shall have a board of 12 directors with one chairman. The number of independent (non-executive) directors shall not be less than 3 and not less than one-third of all directors.</p>	<p>Article 144 Under the premise of compliance with the applicable requirements of the relevant listing rules of the stock exchanges where the Company’s shares are listed from time to time, the Company shall have a board of 12 directors with one chairman and one vice-chairman. The number of independent (non-executive) directors shall not be less than 3 and not less than one-third of all directors.</p>
21	<p>Article 151 The chairman of the board of directors is entitled to the following powers and functions:</p> <p>.....</p> <p>If the chairman of the Board is unable to or does not exercise his/her duties, a director elected by more than half of the directors may exercise such functions and powers.</p>	<p>Article 151 The chairman of the board of directors is entitled to the following powers and functions:</p> <p>.....</p> <p>If the chairman of the Board is unable to or does not exercise his/her duties, such duties shall be performed by the vice-chairman. If the vice-chairman is unable to or does not perform his/her duties, a director elected by more than half of the directors may exercise such functions and powers.</p>

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No.	Original Articles	Amended Articles
22	<p>Article 154 The quorum of the board meeting shall be more than half of the directors (including those entrusted to attend the meeting under Article 155 of the Articles of Association).</p> <p>Each director shall have one vote. Resolutions of the board of directors shall be passed by more than half of all directors, unless otherwise required by the Articles of Association.</p> <p>Resolutions made by the board of directors in relation to connected transactions will only be valid upon signing by independent (non-executive) directors.</p>	<p>Article 154 The quorum of the board meeting shall be more than half of the directors (including those entrusted to attend the meeting under Article 155 of the Articles of Association).</p> <p>Each director shall have one vote. Resolutions of the board of directors shall be passed by more than half of all directors, unless otherwise required by the Articles of Association.</p> <p>In the event that a director is connected to companies associated with matters to be resolved at the board meeting, such director shall not exercise his/her voting rights on such resolution, nor shall he/she vote on behalf of other directors. The board meeting may be convened with a majority of the non-connected directors. Resolutions shall be approved by a majority of non-connected directors at the board meeting. When there are less than three non-connected directors present at the board meeting, such matters shall be submitted to the shareholders' general meeting for consideration. Resolutions made by the board of directors in relation to connected transactions will only be valid upon signing by independent (non-executive) directors.</p>

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No.	Original Articles	Amended Articles
23	<p>Article 184 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> <p>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> <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>Article 184 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> <p>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> <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, and less than two years have elapsed since the date of the completion of the probation period if probation is announced;</p>

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No.	Original Articles	Amended Articles
	<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>(5) the person is personally liable for a substantial loan which is due for payment but remains unpaid;</p> <p>.....</p> <p>(11) other circumstances as prescribed by the laws and regulations of the place of listing of the Company's shares. 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.</p> <p>.....</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 and the closure ordered;</p> <p>(5) the person who is listed as a defaulter by a people's court since he is personally liable for a substantial loan which is due for payment but remains unpaid;</p> <p>.....</p> <p>(11) other circumstances as prescribed by the laws and regulations of the place of listing of the Company's shares. 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. The senior management of the Company only receives salary from the Company instead of being paid by the controlling shareholder on behalf of the Company.</p> <p>.....</p>

APPENDIX V COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED

No.	Original Articles	Amended Articles
1	<p>Article 1 These rules of procedures (the “Rules”) are formulated by Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) in accordance with the Company Law of the People’s Republic of China (“Company Law”), the Securities Law of the People’s Republic of China (“Securities Law”), the Mandatory Provisions in the Articles of Association of Companies Listed Overseas, The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules of the Stock Exchange”), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (“Listing Rules of the Shanghai Stock Exchange”), the Code on Corporate Governance of Listed Companies, the Guidelines for the Articles of Association of Listed Companies, the Rules of Procedures for Shareholders’ General Meeting of Listed Companies and relevant domestic and foreign laws and regulations and regulatory documents as well as the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (“Articles of Association”) with reference to actual conditions of the Company, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders’ general meeting and perform its function as the organ of authority.</p>	<p>Article 1 These rules of procedures (the “Rules”) are formulated by Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) in accordance with the Company Law of the People’s Republic of China (“Company Law”), the Securities Law of the People’s Republic of China (“Securities Law”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules of the Stock Exchange”), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (“Listing Rules of the Shanghai Stock Exchange”), the Code on Corporate Governance of Listed Companies, the Guidelines for the Articles of Association of Listed Companies, the Rules of Procedures for Shareholders’ General Meeting of Listed Companies and other relevant domestic and foreign laws and regulations and regulatory documents as well as the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (Draft) (“Articles of Association”) with reference to actual conditions of the Company, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders’ general meeting and perform its function as the organ of authority.</p>

APPENDIX V COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

No.	Original Articles	Amended Articles
2	<p>Article 7 The general meeting shall be the organ of authority of the Company, and shall exercise the functions of its authority as follows:</p> <p>(1) to decide the Company’s operational policies and investment plans;</p> <p>(2) to elect and replace directors who are not employee representatives and decide on the matters relating to their remuneration;</p> <p>(3) to elect and replace supervisors who are not employee representatives and decide on the matters relating to their remuneration;</p> <p>(4) to consider and approve the reports of the board of directors;</p> <p>(5) to consider and approve the reports of the supervisory board;</p> <p>(6) to consider and approve the Company’s proposed annual budgets and final accounts;</p> <p>(7) to consider and approve the Company’s profit distribution plans and loss recovery plans;</p> <p>(8) to resolve on matters over the increase or reduction of the Company’s registered capital;</p> <p>(9) to resolve on matters over the merger, division, dissolution or liquidation of the Company or change of the Company’s form;</p> <p>(10) to resolve on the issue of bonds, any kind of securities, warrants or other similar securities by the Company;</p>	<p>Article 7 The general meeting shall be the organ of authority of the Company, and shall exercise the functions of its authority as follows:</p> <p>(1) to decide the Company’s operational policies and investment plans;</p> <p>(2) to elect and replace directors who are not employee representatives and decide on the matters relating to their remuneration;</p> <p>(3) to elect and replace supervisors who are not employee representatives and decide on matters relating to their remuneration;</p> <p>(4) to consider and approve the reports of the board of directors;</p> <p>(5) to consider and approve the reports of the supervisory board;</p> <p>(6) to consider and approve the Company’s proposed annual budgets and final accounts;</p> <p>(7) to consider and approve the Company’s profit distribution plans and loss recovery plans;</p> <p>(8) to resolve on matters over the increase or reduction of the Company’s registered capital;</p> <p>(9) to resolve on matters over the merger, division, dissolution or liquidation of the Company or change of the Company’s form;</p> <p>(10) to resolve on the issue of bonds, other securities and listing of the Company;</p>

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No.	Original Articles	Amended Articles
3	<p>Article 8 The authorities of the shareholders' general meeting when considering matters including external guarantee, connected transactions, financial assistance and other transactions are stated as follows:</p> <p>(1) External guarantee</p> <p>The following external guarantees provided by the Company shall be considered at the shareholders' general meeting after such guarantees have been considered and approved by the board of directors:</p> <p>1. any subsequent guarantee provided after the total amount of external guarantee by the Company and its holding subsidiaries has reached or exceeded 50% of the latest audited net assets;</p> <p>2. any subsequent guarantee provided after the total amount of the external guarantee by the Company has reached or exceeded 30% of the latest audited total assets;</p> <p>3. any guarantee provided for object whose asset-liability ratio has exceeded 70%;</p> <p>4. the amount of any single guarantee exceeding 10% of the latest audited net assets;</p>	<p>Article 8 The authorities of the shareholders' general meeting when considering matters including external guarantee, connected transactions, financial assistance and other transactions are stated as follows:</p> <p>(1) External guarantee</p> <p>The following external guarantees provided by the Company shall be considered at the shareholders' general meeting after such guarantees have been considered and approved by the board of directors:</p> <p>1. any subsequent guarantee provided after the total amount of external guarantee by the Company and its holding subsidiaries has reached or exceeded 50% of the latest audited net assets;</p> <p>2. any subsequent guarantee provided after the total amount of the external guarantee by the Company and its holding subsidiaries has exceeded 30% of the latest audited total assets;</p> <p>3. guarantees exceeding 30% of the latest audited total assets of the Company when being aggregated with guarantees within one year;</p> <p>4. any guarantee provided for object whose asset-liability ratio has exceeded 70%;</p>

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No.	Original Articles	Amended Articles
	<p>5. guarantees exceeding 30% of the latest audited total assets of the Company when being aggregated with guarantees incurred in the preceding 12 consecutive months;</p> <p>6. guarantees provided to shareholders, actual controllers and its connected parties;</p> <p>7. guarantees provided to connected persons;</p> <p>8. other external guarantees required by the laws, administrative regulations, department rules, regulations of the stock exchange where the Company's shares are listed and the Articles of Association.</p>	<p>5. the amount of any single guarantee exceeding 10% of the latest audited net assets;</p> <p>6. guarantees provided to shareholders, actual controllers and its connected parties;</p> <p>7. other external guarantees required by the laws, administrative regulations, department rules, regulations of the stock exchange where the Company's shares are listed and the Articles of Association.</p> <p>The guarantee within the authority of the board of directors requires not only the approval of the majority of all the directors, but also the approval of more than two-thirds of the directors attending the Board meeting; the above guarantee in item 3 shall be approved by more than 2/3 of the voting rights held by the shareholders present at the general meeting.</p> <p>When provision of any guarantee to shareholder, actual controller and its connected parties is considered at the general meeting, such shareholder or any shareholder controlled by the said actual controller shall not vote on such matters.</p>

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No.	Original Articles	Amended Articles
4	<p>Article 10 The Company shall convene an extraordinary general meeting within two months after the occurrence of any of the following events:</p> <p>(1) where the number of directors falls below the number as specified in the Company Law or is less than two-thirds of the number of directors as provided in the Articles of Association;</p> <p>(2) where the amount of unrecovered losses of the Company represents one-third of the total paid-up share capital of the Company;</p> <p>(3) where shareholders who hold, alone or in aggregate, 10% or more of the shares outstanding of the Company with voting rights request in writing to convene an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary or when proposed by the supervisory board or more than one-half of the independent (non-executive) directors;</p> <p>(5) whenever required by the securities regulatory authorities;</p> <p>(6) other circumstances as specified by laws, administrative regulations, departmental rules and regulations or the Articles of Association.</p> <p>The number of shares held by shareholders as stipulated in item (3) above shall be calculated based on the date on which the shareholders make a request in writing. Such shareholders shall also sign written requests in one or more counterparts and submit a clear agenda and proposals to the board of directors.</p>	<p>Article 10 The Company shall convene an extraordinary general meeting within two months after the occurrence of any of the following events:</p> <p>(1) where the number of directors falls below the number as specified in the Company Law or is less than two-thirds of the number of directors as provided in the Articles of Association;</p> <p>(2) where the amount of unrecovered losses of the Company represents one-third of the total paid-up share capital of the Company;</p> <p>(3) where shareholders who hold, alone or in aggregate, 10% or more of the shares outstanding of the Company with voting rights request in writing to convene an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary or when proposed by the supervisory board or more than one-half of the independent (non-executive) directors;</p> <p>(5) whenever required by the securities regulatory authorities;</p> <p>(6) other circumstances as specified by laws, administrative regulations, departmental rules and regulations or the Articles of Association.</p> <p>The number of shares held by shareholders as stipulated in item (3) above shall be calculated based on the date on which the shareholders make a request in writing. Such shareholders shall also sign written requests in one or more counterparts and submit a clear agenda and proposals to the board of directors.</p>

APPENDIX V COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

No.	Original Articles	Amended Articles
5	<p>Article 11 The Company cannot be convened the shareholders’ general meeting within the time of Article 12 and Article 13 of these Rules, which shall be reported to the local China Securities Regulatory Commission (“CSRC”) dispatched institutions and securities exchange, and the Company should give the reasons and make an announcement in respect thereof.</p>	<p>Article 11 The board of directors shall convene the shareholders’ general meeting on time within the time as provided in Article 9 of these Rules.</p> <p>The Company cannot be convened the shareholders’ general meeting within the time of Article 9 and Article 10 of these Rules, which shall be reported to the local China Securities Regulatory Commission (“CSRC”) dispatched institutions and securities exchange, and the Company should give the reasons and make an announcement in respect thereof.</p>
6	<p>Article 15 Where the board of supervisors or shareholders decide(s) to convene a general meeting by themselves, it/they shall notify the Board in writing, and shall at the same time report to the stock exchange.</p> <p>The board of supervisors and the convening shareholders shall submit the relevant documents to the stock exchange before issuing the notice for convening of the general meeting and the announcement on resolutions proposed at the general meeting.</p>	<p>Article 15 Where the board of supervisors or shareholders decide(s) to convene a general meeting by themselves, it/they shall notify the Board in writing, and shall at the same time report to the stock exchange.</p> <p>The board of supervisors and the convening shareholders shall submit the relevant documents to the stock exchange before issuing the notice for convening of the general meeting and the announcement on resolutions proposed at the general meeting.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% before issuing the announcement on resolutions proposed at the general meeting.</p>
7	<p>Article 32 The Chairman of the Board shall chair the shareholders’ general meetings. Where the Chairman is unable to perform his/her duties or does not perform his/her duties, a director nominated by more than half of the directors shall chair the meetings.</p> <p>.....</p>	<p>Article 32 The Chairman of the Board shall chair the shareholders’ general meetings. Where the Chairman is unable to perform his/her duties or does not perform his/her duties, the vice-chairman of the Board shall chair the meeting. Where the vice-chairman of the Board is unable to perform his/her duties or does not perform his/her duties, a director nominated by more than half of the directors shall chair the meetings.</p> <p>.....</p>

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No.	Original Articles	Amended Articles
8	<p>Article 40</p> <p>.....</p> <p>The Company's board of directors, independent (non-executive) directors and shareholders who satisfy the relevant stipulated criteria may openly solicit shareholders' voting rights. Persons soliciting shareholders' voting rights shall make full disclosure of information such as specific voting intent. No person shall solicit shareholders' voting rights by giving compensation or disguised compensation. The Company shall not set a minimum shareholding percentage restriction for solicitation of voting rights.</p>	<p>Article 40</p> <p>.....</p> <p>The Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and second clause of Article 63 of the Securities Law of the People's Republic of China, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.</p> <p>The Company's board of directors, independent (non-executive) directors and shareholders holding more than one percent of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may openly solicit shareholders' voting rights. Persons soliciting shareholders' voting rights shall make full disclosure of information such as specific voting intent. No person shall solicit shareholders' voting rights by giving compensation or disguised compensation. Except for the statutory requirements, the Company shall not set a minimum shareholding percentage restriction for solicitation of voting rights.</p>
9	<p>Article 47 Any voting of any resolution shall be counted by at least two representatives of shareholders and one supervisor, and the results of voting shall be announced by the vote counters. Vote counter shall be designated by the chairman of the meeting. Where any shareholder has relations with any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of ballots.</p> <p>.....</p>	<p>Article 47 When proposals are voted on at the general meeting, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of ballots.</p> <p>.....</p>

APPENDIX V COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL
MEETING OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO.,
LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

No.	Original Articles	Amended Articles
10	<p>Article 66 Directors, supervisors, the secretary to the Board of Directors, the convener or his or her representative, and the chairman of the meeting attending the meeting shall sign the minutes of the meeting. The minutes of the meeting and the signed attendance record of the shareholders who attended in person, the proxy forms and the valid information relating to voting online and by other means shall be kept together at the premises of the Company for a term of not less than 10 years.</p>	<p>Article 66 Directors, supervisors, the secretary to the Board of Directors, the convener or his or her representative, and the chairman of the meeting attending the meeting shall sign the minutes of the meeting, and ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The minutes of the meeting and the signed attendance record of the shareholders who attended in person, the proxy forms and the valid information relating to voting online and by other means shall be kept together at the premises of the Company for a term of not less than 10 years.</p>

APPENDIX VI COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED

No.	Original Articles	Amended Articles
1	<p>Article 1 In order to standardize the procedures and decision-making procedures of the board of directors, assure democratic and scientific decision-making behaviors of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”), and fully play the center role of the board of directors in management decision, the Company formulated these Rules of Procedure (the “Rules”), in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Mandatory Provisions in the Articles of Association of Companies Listed Overseas and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules of the Stock Exchange”), the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “Listing Rules of the Shanghai Stock Exchange”) and other relevant domestic and foreign laws and regulations and regulatory documents as well as the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (the “Articles of the Association”).</p>	<p>Article 1 In order to standardize the procedures and decision-making procedures of the board of directors, assure democratic and scientific decision-making behaviors of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”), and fully play the center role of the board of directors in management decision, the Company formulated these Rules of Procedure (the “Rules”), in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules of the Stock Exchange”), the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “Listing Rules of the Shanghai Stock Exchange”) and other relevant domestic and foreign laws and regulations and regulatory documents as well as the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (the “Articles of the Association”).</p>

APPENDIX VI COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

No.	Original Articles	Amended Articles
2	<p>Article 4 The Company shall have the board of directors and its member composition is stipulated based on the Articles of Association. At any time, the number of independent (non-executive) directors shall not be less than 3 and not be less than one third of all directors. At least 1 independent (non-executive) director in the board of directors must be accounting professional.</p> <p>Functions and duties of independent (non-executive) directors of the board of directors of the Company include but are not limited to:</p> <p>(1) to participate in the board of directors and provide independent opinions on matters concerning the Company's strategic decisions, appointment of senior management members and other decisions involving material interest of the Company;</p> <p>(2) to demonstrate the leading and guiding role whenever there is potential conflict of interests such as where the Company is entering into connected (related) transactions so as to fully protect the overall legitimate rights and interests of the Company and the shareholders;</p>	<p>Article 4 The Company shall have the board of directors and its member composition is stipulated based on the Articles of Association. At any time, the number of independent (non-executive) directors shall not be less than 3 and not be less than one third of all directors. At least 1 independent (non-executive) director in the board of directors must be accounting professional.</p> <p>Independent (non-executive) directors of the board of directors of the Company shall perform the following duties:</p> <p>(1) to participate in the decision-making of the Board of Directors and offer specific opinions on the matters deliberated;</p> <p>(2) to supervise the matters on potential material conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, and senior management members specified in Articles 25, 28, 29 and 30 of the Working Rules for the Independent Directors of Beijing Urban Construction Design & Development Group Co., Limited, urge the decision-making of the board of directors in the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders;</p>

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No.	Original Articles	Amended Articles
	<p>(3) to serve as a member of special committees such as the strategic and investment committee, audit committee, remuneration committee and nomination committee of the board of directors when invited; and</p> <p>(4) to monitor whether or not the business performance of the Company has achieved its pre-set objectives and express opinions at relevant meetings.</p>	<p>(3) to provide professional and objective advice on the operation and development of the Company and promote the improvement of the decision-making level of the board of directors;</p> <p>(4) to perform other duties prescribed by laws, administrative regulations, provisions of the CSRC, and the Articles of Association.</p> <p>Independent (non-executive) directors may exercise the following special duties and powers:</p> <p>(1) to independently engage intermediaries to provide audit, consulting or verification services for specific matters of the Company;</p> <p>(2) to propose to the board of directors for the convening of extraordinary general meetings;</p> <p>(3) to propose the convening of board meetings;</p> <p>(4) to publicly solicit shareholders' rights from shareholders in accordance with relevant laws;</p> <p>(5) to give independent opinions on matters that may damage the rights and interests of the Company or the minority shareholders;</p>

**APPENDIX VI COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD
OF DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO.,
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No.	Original Articles	Amended Articles
		<p>(6) the independent (non-executive) directors are required to review, at least annually, the data provided by the controlling shareholder of the Company regarding compliance with and enforcement of the non-competition agreement and to discharge their review responsibilities in relation to continuing connected transactions as stipulated in the Listing Rules of the Stock Exchange.</p> <p>To exercise the duties and powers of independent (non-executive) directors in subparagraphs (1) to (3) above, consent of more than half of all independent (non-executive) directors shall be obtained.</p> <p>The Company shall make a disclosure in a timely manner if an independent (non-executive) director exercises the duties and powers specified in the preceding paragraph. If the above-mentioned duties and powers cannot be properly exercised, the Company shall disclose the specific situation and reasons therefor.</p>

APPENDIX VI COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

No.	Original Articles	Amended Articles
3	<p>Article 7 The board of directors shall establish special committees, such as strategic and investment committee, audit committee, remuneration committee and nomination committee and other special committees which the board of directors deem necessary. Independent (non-executive) directors shall account for the majority of members of the audit committee, remuneration committee and nomination committee. Each of the special committees, under the leadership of the board of directors, shall provide recommendation and advices the board of directors for decision-making and make proposals for the board of directors.</p>	<p>Article 7 The board of directors shall establish special committees, such as strategic and investment committee, audit committee, remuneration committee and nomination committee and other special committees which the board of directors deem necessary. 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.</p>
4	<p>Article 13 The election and removal of the chairman shall be approved by more than half of all directors.</p>	<p>Article 13 The election and removal of the chairman and vice-chairman shall be approved by more than half of all directors. The term of office of the chairman and vice-chairman shall be three years and eligible for re-election and re-appointment upon expiry.</p>

APPENDIX VI COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

No.	Original Articles	Amended Articles
5	<p>Article 14 The chairman of the board of directors is entitled to the following powers and functions:</p> <p>(1) to preside over the general meeting, and to convene and preside over the meetings of the board of directors;</p> <p>(2) to monitor and check on the implementation of resolutions of the board of directors;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) to sign important documents of the board of directors and other documents that require signing by the Company's legal representative;</p> <p>(5) to propose the nomination for the Company's general manager and board secretary;</p> <p>(6) to exercise the special power to handle corporate affairs in accordance with law and the Company's interests in cases of emergency caused by catastrophic natural disasters or other force majeure, and report to the board of directors and shareholders' general meeting thereafter;</p> <p>(7) to exercise other powers and functions conferred by the board of directors.</p> <p>If the chairman of the Board is unable to or does not exercise his/her duties, a director elected by more than half of the directors may exercise such functions and powers.</p>	<p>Article 14 The chairman of the board of directors is entitled to the following powers and functions:</p> <p>(1) to preside over the general meeting, and to convene and preside over the meetings of the board of directors;</p> <p>(2) to monitor and check on the implementation of resolutions of the board of directors;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) to sign important documents of the board of directors and other documents that require signing by the Company's legal representative;</p> <p>(5) to propose the nomination for the Company's general manager and board secretary;</p> <p>(6) to exercise the special power to handle corporate affairs in accordance with law and the Company's interests in cases of emergency caused by catastrophic natural disasters or other force majeure, and report to the board of directors and shareholders' general meeting thereafter;</p> <p>(7) to exercise other powers and functions conferred by the board of directors.</p> <p>If the chairman of the Board is unable to or does not exercise his/her duties, the vice-chairman of the Board shall exercise his/her duties; where the vice-chairman of the Board is unable to or does not perform his/her duties, a director elected by more than half of the directors may exercise such functions and powers.</p>

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No.	Original Articles	Amended Articles
6	<p>Article 18 The board meeting shall be convened by the chairman of the board of directors. The quorum of the board meeting shall be more than half of the directors (including those entrusted to attend the meeting under Article 26 of the Rules).</p>	<p>Article 18 The chairman of the board of directors shall convene and preside over a board meeting, and check on the implementation of the resolutions of the board of directors. The vice-chairman assists the chairman in his work. If the chairman of the board of directors is unable to or does not exercise his/her duties, the vice-chairman of the board of directors shall exercise his/her duties; where the vice-chairman of the board of directors is unable to or does not exercise his/her duties, a director elected by more than half of the directors may exercise such functions and powers. The board meeting shall be convened by the chairman of the board of directors. The quorum of the board meeting shall be more than half of the directors (including those entrusted to attend the meeting under Article 26 of the Rules).</p>

APPENDIX VII COMPARISON CHART OF AMENDMENTS TO THE WORKING RULES FOR THE INDEPENDENT DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

COMPARISON CHART OF AMENDMENTS TO THE WORKING RULES FOR THE INDEPENDENT DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED

No.	Original Articles	Amended Articles
1	<p>Article 1 These Rules are formulated by Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Rules for the Independent Directors of Listed Companies, 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 Stocks on the Shanghai Stock Exchange (the “SSE”) (the “Listing Rules of the Shanghai Stock Exchange”, together with the Listing Rules of the Stock Exchange, collectively the “Listing Rules”) and other domestic and foreign laws, regulations and regulatory documents, as well as the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (the “Articles of Association”) and other relevant regulations, in order to further improve the governance structure of the Company, promote the standardized operation of the Company and effectively protect the legitimate rights and interests of the Company and all shareholders.</p>	<p>Article 1 These Rules are formulated by Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Measures for the Administration of Independent Directors of Listed Companies, 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 Stocks on the Shanghai Stock Exchange (the “Listing Rules of the Shanghai Stock Exchange”, together with the Listing Rules of the Stock Exchange, collectively the “Listing Rules”) and other domestic and foreign laws, regulations and regulatory documents, as well as the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited (the “Articles of Association”) and other relevant regulations, in order to further improve the governance structure of the Company, promote the standardized operation of the Company and effectively protect the legitimate rights and interests of the Company and all shareholders.</p>

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No.	Original Articles	Amended Articles
2	<p>Article 2 An independent (non-executive) director of the Company is a director holding no posts other than that of a director or a member of a special committee of the Board of Directors in the Company, having no relationship with the Company and its substantial shareholders that might hinder his/her independent and objective judgment, and meeting the relevant regulations of the stock exchange(s) where the Company’s shares are listed.</p>	<p>Article 2 An independent (non-executive) director of the Company is a director holding no posts other than that of a director or a member of a special committee of the Board of Directors in the Company, having neither direct or indirect interest in the Company and its substantial shareholders, nor other relationship that might affect his/her independent and objective judgment, and meeting the relevant regulations of the stock exchange(s) where the Company’s shares are listed.</p> <p>An independent (non-executive) director shall perform his/her duties independently and not be affected by the Company and its substantial shareholders, de facto controller and other entities or individuals.</p>
3	<p>Article 3 An independent (non-executive) director has a fiduciary and diligent obligation toward the Company and all its shareholders. An independent (non-executive) director shall, pursuant to the requirements of the relevant laws, administrative regulations and the Articles of Association, conscientiously perform his/her duties and responsibilities, safeguard the Company’s overall interests and, in particular, pay attention to and protect the lawful rights and interests of small and medium shareholders.</p>	<p>Article 3 An independent (non-executive) director has a fiduciary and diligent obligation toward the Company and all its shareholders. An independent (non-executive) director shall, pursuant to the requirements of the relevant laws, administrative regulations, provisions of China Securities Regulatory Commissions (the “CSRC”), business rules of the stock exchanges and the Articles of Association, conscientiously perform his/her duties and responsibilities, play the role of participating in decision-making, conducting supervision, checks and balances, and providing professional advice in the Board of Directors, safeguard the overall interests of the listed company and protect the lawful rights and interests of small and medium shareholders.</p>

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No.	Original Articles	Amended Articles
4	<p>Article 4 The board of directors of the Company shall include at least one third of independent directors, and at least one of the independent (non-executive) directors shall be a professional accountant.</p> <p>Those who are nominated as candidates for independent (non-executive) directors in the capacity of professional accountants shall have extensive accounting expertise and experience and meet at least one of the following criteria:</p> <p>(I) being qualified to practice as certified public accountant;</p> <p>(II) having senior professional title, associate professor title, or doctor's degree of accounting, auditing or financial management;</p> <p>(III) having senior professional title of economic management and more than five years of full-time working experience in accounting, auditing, financial management and other professional positions as well as a person who is ordinarily resident in Hong Kong.</p> <p>The board of directors of the Company shall establish special committees, such as strategic and investment committee, audit committee, remuneration committee and nomination committee. The independent (non-executive) directors shall account for the majority of members of the audit committee, the nomination committee and the remuneration committee and shall serve as the convener.</p>	<p>Article 4 Independent (non-executive) directors of the Company shall account for not less than one-third of the members of the board of directors, and at least one of the independent (non-executive) directors shall be a professional accountant.</p> <p>Those who are nominated as candidates for independent (non-executive) directors in the capacity of professional accountants shall have extensive accounting expertise and experience and meet at least one of the following criteria:</p> <p>(I) being qualified to practice as certified public accountant;</p> <p>(II) having senior professional title, associate professor title, or doctor's degree of accounting, auditing or financial management;</p> <p>(III) having senior professional title of economic management and more than five years of full-time working experience in accounting, auditing, financial management and other professional positions as well as a person who is ordinarily resident in Hong Kong.</p> <p>The board of directors of the Company shall establish special committees, such as strategic and investment committee, audit committee, remuneration committee and nomination committee. The independent (non-executive) directors shall account for more than half of the members of the audit committee, the nomination committee and the remuneration committee and shall serve as the convener.</p>
5	<p>Article 5 If an independent (non-executive) director fails to meet independence requirements or is otherwise unqualified to perform his/her duties, resulting in the number of independent (non-executive) directors of the Company falling below the number required by laws, administrative regulations and the Articles of Association, the Company shall supplement the number of independent (non-executive) directors as required.</p>	Deleted

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No.	Original Articles	Amended Articles
6	<p>Article 6 Independent (non-executive) directors must possess independence.</p> <p>An independent (non-executive) director shall perform his/her duties independently and not be affected by the Company's substantial shareholders, de facto controller or any of entities or individuals that is interested in the listed companies. In principle, an independent (non-executive) director shall serve as independent (non-executive) director concurrently in five listed companies at most, and shall ensure adequate time and dedication to effectively perform his/her duties as independent (non-executive) director.</p>	<p>Article 5 Independent (non-executive) directors must possess independence.</p>

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No.	Original Articles	Amended Articles
7	<p>Article 7 The following persons shall not serve as independent (non-executive) director:</p> <p>(I) any persons employed by the Company or its subsidiaries and their immediate family members and major social connections (immediate family members shall include spouses, parents and children; and major social connections shall include siblings, parents of spouses, spouses of children, spouses of siblings and siblings of spouses);</p> <p>(II) any natural person shareholders who directly or indirectly hold 1% or more of issued shares of the Company or who are among the top ten shareholders of the Company, and their respective immediate family members;</p> <p>(III) any persons employed by a corporate shareholder which directly or indirectly holds 5% or more of the Company’s shares or is among the top five corporate shareholders of the Company, and their immediate family members;</p> <p>(IV) any persons employed by the de facto controller of the listed company and its subsidiaries;</p> <p>(V) any persons providing financial, legal or consulting services to the Company and its controlling shareholders, de facto controller or their respective subsidiaries, including but not limited to all members of the project team of intermediaries, reviewing officers at all levels, persons signing the report, partners and principal officers in charge;</p>	<p>Article 6 The following persons shall not serve as independent (non-executive) director:</p> <p>(I) any persons employed by the Company or its subsidiaries, and their respective spouses, parents, children, and other persons that have major social relations with them;</p> <p>(II) any natural person shareholders who directly or indirectly hold 1% or more of issued shares of the Company or who are among the top ten shareholders of the Company, and their respective spouses, parents, and children;</p> <p>(III) any persons employed by a corporate shareholder which directly or indirectly holds 5% or more of the Company’s shares or is among the top five corporate shareholders of the Company, and their respective spouses, parents, and children;</p> <p>(IV) any persons employed by a subsidiary of the controlling shareholder or de facto controller of the Company and their respective spouses, parents, and children;</p> <p>(V) any persons who has significant business transactions with the Company or its controlling shareholder, de facto controller, or any of their respective subsidiaries, or any persons employed by an entity, or its controlling shareholder, or de facto controller that has significant business transactions with the Company;</p>

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No.	Original Articles	Amended Articles
	<p>(VI) any persons serving as directors, supervisors, senior management members or other staff in the companies which have significant relations with the Company and its controlling shareholders, de facto controller or their respective subsidiaries, or any persons serving as directors, supervisors, senior management members or other staff in the controlling shareholders of the said companies;</p> <p>(VII) any persons falling into any of the six categories above within the last 12 months;</p> <p>(VIII) other persons provided by the laws, administrative regulations, departmental rules and the Articles of Association;</p> <p>(IX) other persons defined by the China Securities Regulatory Commission (the “CSRC”), SSE and the Stock Exchange.</p>	<p>(VI) any persons providing financial, legal, consulting or sponsor services to the Company and its controlling shareholders, de facto controller or their respective subsidiaries, including but not limited to all members of the project team of intermediaries, reviewing officers at all levels, persons signing the report, partners, directors, senior management personnel, and principal officers in charge;</p> <p>(VII) any persons falling into any of the six categories above within the last 12 months;</p> <p>(VIII) any other person who does not work independently as prescribed by laws, administrative regulations, rules of the CSRC, business rules of the stock exchange, and the Articles of Association.</p> <p>The subsidiary of the controlling shareholder and de facto controller of the Company as mentioned in subparagraphs 4 to 6 of paragraph 1 excludes those enterprises which are controlled by the same state-owned asset management organization as the Company and do not constitute a connected relationship with the Company in accordance with the relevant provisions.</p>

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No.	Original Articles	Amended Articles
		<p>“Major social relation” as mentioned in paragraph 1 refers to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children’s spouses, etc.; “significant business transaction” refers to matters required to be submitted to the shareholders’ general meeting for deliberation in accordance with the Listing Rules or the Articles of Association, or any other material matters as recognized by the stock exchange; and “employment” refers to holding positions of directors, supervisors, senior management personnel and other staff members.</p> <p>The independent (non-executive) directors shall conduct a self-examination of their independence on an annual basis and submit the self-examination to the Board of Directors. The Board of Directors shall conduct an annual assessment of the independence of the incumbent independent (non-executive) directors and issue special opinions thereon, which shall be disclosed together with the annual report.</p>
8	CHAPTER III ELIGIBILITY OF INDEPENDENT (NON-EXECUTIVE) DIRECTORS	Deleted
9	Article 8 Independent (non-executive) directors shall have the eligibility commensurate with the performance of their duties and powers.	Deleted

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No.	Original Articles	Amended Articles
10	<p>Article 9 Acting as an independent (non-executive) director shall meet the following basic conditions:</p> <p>(I) having the qualifications for directorship of the Company, as provided in laws, administrative regulations, the Articles of Association, these Rules and other relevant provisions of the stock exchange(s) where the Company's shares are listed;</p> <p>(II) possessing the independence required by these Rules hereof;</p> <p>(III) having basic knowledge on operation of listed companies and proficiency in relevant laws, administrative regulations, and regulations and rules;</p> <p>(IV) having at least five years of work experience in legal, economic, management, accounting and financial areas or other experience indispensable for performing the duties as an independent (non-executive) director;</p> <p>other requirements as defined by laws and regulations and the Articles of Association.</p>	<p>Article 7 Acting as an independent (non-executive) director shall meet the following basic conditions:</p> <p>(I) having the qualifications for directorship of the Company, as provided in laws, administrative regulations, the Articles of Association, these Rules and other relevant provisions of the stock exchange(s) where the Company's shares are listed;</p> <p>(II) possessing the independence required by these Rules hereof;</p> <p>(III) having basic knowledge on operation of listed companies and proficiency in relevant laws, administrative regulations, and regulations and rules;</p> <p>(IV) having at least five years of work experience in legal, economic, management, accounting and financial areas or other experience indispensable for performing the duties as an independent (non-executive) director;</p> <p>(V) having good personal morality with no records of poor credit;</p> <p>other requirements as defined by laws and regulations and the Articles of Association.</p>

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No.	Original Articles	Amended Articles
11	<p>Article 10 The requirements for candidates for independent (non-executive) directors shall meet the requirements of the following laws and regulations:</p> <p>(I) regulations on director’s qualification under the Company Law;</p> <p>(II) regulations on concurrent positions of civil servant under the Civil Servant Law of the People’s Republic of China;</p> <p>(III) relevant provisions of the Rules for the Independent Directors of Listed Companies of the CSRC;</p> <p>(IV) regulations of the Notice on Regulating Officers under Direct Supervision by Organization Department of the CPC Central Committee Assuming Positions as Independent Directors, Independent Supervisors of Listed Companies and Fund Management Companies after Resignation or Retirement from Government Positions issued by the Central Commission for Discipline Inspection of the CPC and the Organization Department of the CPC Central Committee;</p> <p>(V) regulations under the Opinions on Further Regulation on Party and Political Leaders and Cadres Working Part-time (Holding Office) in Enterprises issued by the Organization Department of the CPC Central Committee (if applicable);</p> <p>(VI) regulations under the Opinions on Enhancing the Anti-corruption and Encouraging Honesty Work of Colleges and Universities issued by the Central Commission for Discipline Inspection of the CPC, the Ministry of Education and the Ministry of Supervision (if applicable);</p> <p>(VII) other circumstances stipulated by laws and regulations and the stock exchange(s) where the Company’s shares are listed.</p>	<p>Article 8 The requirements for candidates for independent (non-executive) directors shall meet the requirements of the following laws and regulations:</p> <p>(I) regulations on director’s qualification under the Company Law;</p> <p>(II) regulations on concurrent positions of civil servant under the Civil Servant Law of the People’s Republic of China;</p> <p>(III) relevant provisions of the Measures for the Administration of Independent Directors of Listed Companies of the CSRC;</p> <p>(IV) regulations of the Notice on Regulating Officers under Direct Supervision by Organization Department of the CPC Central Committee Assuming Positions as Independent Directors, Independent Supervisors of Listed Companies and Fund Management Companies after Resignation or Retirement from Government Positions issued by the Central Commission for Discipline Inspection of the CPC and the Organization Department of the CPC Central Committee;</p> <p>(V) regulations under the Opinions on Further Regulation on Party and Political Leaders and Cadres Working Part-time (Holding Office) in Enterprises issued by the Organization Department of the CPC Central Committee (if applicable);</p> <p>(VI) regulations under the Opinions on Enhancing the Anti-corruption and Encouraging Honesty Work of Colleges and Universities issued by the Central Commission for Discipline Inspection of the CPC, the Ministry of Education and the Ministry of Supervision (if applicable);</p> <p>(VII) other circumstances stipulated by laws and regulations, the stock exchange(s) where the Company’s shares are listed and the Articles of Association.</p>

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No.	Original Articles	Amended Articles
12	<p>Article 11 A candidate for independent (non-executive) director shall have none of misconduct records, including:</p> <p>(I) any administrative punishment by the CSRC within the last 36 months;</p> <p>(II) a period which is publicly identified by the stock exchanges as ineligible for directorship in a listed company not having lapsed;</p> <p>(III) any public censure or two or more times of public criticism by the stock exchanges within the last 36 months;</p> <p>(IV) absence from the board meetings for two consecutive times for the period, or the attendance other than in person accounting for one third or more of the number of the board meetings for the year when serving as independent (non-executive) director;</p> <p>(V) having expressed any independent opinion apparently inconsistent with facts when serving as independent (non-executive) director;</p> <p>(VI) other circumstances as defined by the stock exchange(s) where the Company's shares are listed.</p>	<p>Article 9 A candidate for independent (non-executive) director shall have none of misconduct records, including:</p> <p>(I) any administrative punishment imposed by the CSRC or criminal punishment by judicial authority due to violations or crimes on securities and futures dealing within the last 36 months;</p> <p>(II) being placed on file for investigation by the CSRC or judicial authority due to suspected violations or crimes on securities and futures dealing, with no definite conclusion has been reached;</p> <p>(III) any public censure or three or more times of public criticism by the stock exchanges within the last 36 months;</p> <p>(IV) any material dishonest acts or other misconduct records;</p> <p>(V) in less than 12 months, having been proposed by the Board to be removed at a general meeting since he/she fails to attend the board meetings either in person or by appointing another independent (non-executive) director on his/her behalf for two consecutive times during his/her previous tenure as an independent (non-executive) director;</p> <p>(VI) other circumstances as defined by the stock exchange(s) where the Company's shares are listed.</p>
13	<p>Article 12 Independent (non-executive) directors and proposed independent (non-executive) directors shall attend the trainings organized by the CSRC and its authorized institutions and obtain the qualification certificates for independent (non-executive) directors in accordance with the requirements of the CSRC.</p>	Deleted
14	<p>CHAPTER IV NOMINATION, ELECTION AND REPLACEMENT PROCEDURES FOR INDEPENDENT (NON-EXECUTIVE) DIRECTORS</p>	Deleted

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No.	Original Articles	Amended Articles
15	None	<p>Article 10 In principle, an independent (non-executive) director shall serve as independent director concurrently in three domestic listed companies at most, and shall ensure adequate time and dedication to effectively perform his/her duties as independent (non-executive) director.</p>
16	<p>Article 13 A candidate for independent (non-executive) director may be nominated by the Board of Directors, Board of Supervisors, or shareholder(s) individually or collectively holding 1% or more of the shares of the Company, and shall be elected at the shareholders' general meeting.</p>	<p>Article 11 A candidate for independent (non-executive) director may be nominated by the Board of Directors, Board of Supervisors, or shareholder(s) individually or collectively holding 1% or more of the issued shares of the Company, and shall be elected at the shareholders' general meeting.</p> <p>An investor protection institution formed in accordance with the law may publicly request shareholders to entrust it with exercise of the right to nominate the independent (non-executive) directors.</p> <p>The nominator specified in paragraph 1 of this Article shall not nominate a person who has interest in the nominator or any other close relationship that may affect the independent performance of duties as a candidate for the independent (non-executive) director.</p>
17	<p>Article 14 The nominator of candidate for independent (non-executive) director shall obtain the consent of the nominee prior to the nomination. The nominator shall have adequate knowledge of the profession, education, professional title and detailed work experience as well as all part-time jobs of the nominee, and shall give an opinion on the qualifications and independence of the nominee for the office of independent director. The nominee shall make a public statement that no relationship between himself/herself and the Company would affect his/her independent and objective judgment.</p>	<p>Article 12 The nominator of candidate for independent (non-executive) director shall obtain the consent of the nominee prior to the nomination. The nominator shall have adequate knowledge of the profession, education, professional title and detailed work experience, all part-time jobs of the nominee, and whether he/she has any material discredit and other misconduct records, etc., and shall give an opinion on the nominee's satisfaction of the independence and other requirements for the office of independent (non-executive) director. The nominee shall make a public statement as to his/her satisfaction of independence and other requirements for the office of independent (non-executive) director.</p>

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No.	Original Articles	Amended Articles
18	<p>Article 15 Before convening the shareholders' general meeting for election of independent (non-executive) directors, the board of directors of the Company shall publish relevant information in accordance with Article 14 hereof, and submit relevant materials of all nominees of independent (non-executive) directors to the SSE. Dissenting opinions of the Board of Directors with regard to the nominees, if any, shall also be submitted in writing.</p>	<p>Article 13 In the event that the Company establishes a nomination committee in the Board of Directors, the nomination committee shall review the qualifications of the nominees for appointment and form a definite review opinion.</p> <p>Before convening the shareholders' general meeting for election of independent (non-executive) directors, the Company shall disclose relevant information in accordance with the provisions of Article 12 hereof and the preceding paragraph, and submit relevant materials of all candidates of independent (non-executive) directors to the stock exchange. Such materials submitted shall be true, accurate and complete.</p> <p>The stock exchange shall, in accordance with the requirements, review such materials of the independent (non-executive) director candidates and make prudent judgment on whether the independent (non-executive) director candidates are qualified to hold office, and shall be entitled to raise dissenting views. In case of dissent by the stock exchange, the Company shall not submit for election at the shareholders' general meeting.</p>
19	None	<p>Article 14 In case that two or more independent (non-executive) directors are elected at a shareholders' general meeting of the Company, the cumulative voting system shall be adopted.</p> <p>A separated vote-taking shall be conducted for the minority shareholders and the poll results shall be disclosed.</p>
20	<p>Article 17 In case that an independent (non-executive) director fails to attend the board meetings in person for three times in succession, the Board of Directors shall file an application to the shareholders' general meeting for replacement, and as a director of the Company, an independent (non-executive) director who fails to attend the board meetings either in person or by proxy for two times in succession shall be deemed as incapable of performing the duties, and is subject to replacement as recommended by the Board of Directors to the shareholders' general meeting.</p>	Deleted

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No.	Original Articles	Amended Articles
21	<p>Article 18 Prior to expiry of the term of office of an independent (non-executive) director, the Company may dismiss him/her through statutory procedures. When an independent (non-executive) director is dismissed prior to expiry of his/her term, the Company shall disclose the dismissal as a special disclosable issue.</p>	<p>Article 16 Prior to expiry of the term of office of an independent (non-executive) director, the Company may dismiss him/her through statutory procedures. When an independent (non-executive) director is dismissed prior to expiry of his/her term, the Company shall promptly disclose the specific reasons and grounds therefor. If an independent (non-executive) director has any objection to the dismissal, the Company shall disclose it in a timely manner.</p> <p>Any independent (non-executive) director who fails to comply with the provisions of subparagraph (1) or (2) of Article 7 of the system shall immediately cease the performance of his/her duties and resign from his/her position. If he/she fails to resign, the board of directors shall immediately dismiss him/her in accordance with the relevant provisions as soon as it knows or should have known the occurrence of such facts.</p> <p>If the proportion of the independent (non-executive) directors in the board of directors or its special committees falls below the minimum requirement of the system or the Articles of Association, or there are no accounting professional among the independent (non-executive) directors as a result of the resignation or dismissal of an independent (non-executive) director due to the circumstances as stipulated in the preceding paragraph, the Company shall complete the election for replacement within 60 days from the date of the occurrence of aforementioned facts.</p>

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No.	Original Articles	Amended Articles
22	<p>Article 19 An independent (non-executive) director may resign prior to expiry of his/her term of office. An independent (non-executive) director proposing for resignation shall submit to the Board of Directors a written resignation report, stating any situation in relation to his/her resignation or which he/she believes to be necessary to draw the attention of shareholders and creditors of the Company.</p>	<p>Article 17 An independent (non-executive) director may resign prior to expiry of his/her term of office. An independent (non-executive) director proposing for resignation shall submit to the Board of Directors a written resignation report, stating any situation in relation to his/her resignation or which he/she believes to be necessary to draw the attention of shareholders and creditors of the Company. The Company shall disclose the reasons and concerns for the independent (non-executive) director’s resignation.</p> <p>If the proportion of the independent (non-executive) directors in the board of directors or its special committees falls below the minimum requirement of the system or the Articles of Association, or there are no accounting professional among the independent (non-executive) directors as a result of the resignation of an independent (non-executive) director, the independent (non-executive) director who tenders resignation shall continue to perform his/her duties until the date when a new independent (non-executive) director is appointed. The Company shall complete the election for replacement within 60 days from the date of resignation of the independent (non-executive) director.</p>
23	<p>Article 20 If the proportion of independent (non-executive) directors of the board of directors of the Company falls below the prescribed minimum requirement as a result of the resignation of an independent (non-executive) director, the resignation report of such independent (non-executive) director shall take effect after the next independent (non-executive) director fills his/her vacancy. Until such time, the independent (non-executive) director shall continue to perform his/her duties. The original nominator of such independent (non-executive) director or the board of directors of the Company shall, within 90 days from the date of the resignation submitted by the independent (non-executive) director, nominate a new candidate for independent (non-executive) director.</p>	Deleted

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No.	Original Articles	Amended Articles
24	CHAPTER V DUTIES AND POWERS OF INDEPENDENT (NON-EXECUTIVE) DIRECTORS	CHAPTER III DUTIES AND DUTY-PERFORMANCE METHODS OF INDEPENDENT (NON-EXECUTIVE) DIRECTORS
25	<p>Article 21 Independent (non-executive) directors shall attend the board meetings on time, keep informed of the production and business operation of listed company, and take the initiative to investigate and obtain the information and materials required for decision-making.</p> <p>An independent (non-executive) director shall submit an annual work report to the shareholders' general meeting to explain his/her duty performance.</p>	<p>Article 18 The independent (non-executive) directors shall perform the following duties:</p> <p>(I) to participate in the decision-making of the Board of Directors and offer specific opinions on the matters deliberated;</p> <p>(II) to supervise the matters on potential material conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, and senior management members specified in Articles 25, 28, 29 and 30 of these Rules, urge the decision-making of the Board of Directors in the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders;</p> <p>(III) to provide professional and objective advice on the operation and development of the Company and promote the improvement of the decision-making level of the Board of Directors;</p> <p>(IV) to perform other duties prescribed by laws, administrative regulations, provisions of the CSRC, and the Articles of Association.</p>

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No.	Original Articles	Amended Articles
26	<p>Article 22 In addition to the duties and powers conferred by the Company Law and other relevant laws, administrative regulations and the Articles of Association on directors, the Company shall confer the independent (non-executive) directors the following special duties and powers:</p> <p>(I) a major connected transaction (i.e. a connected transaction between the listed company and its connected parties in a total amount of RMB3,000,000 or above or representing 5% or above of the latest audited net assets of the Company) is subject to prior endorsement by independent directors. Independent (non-executive) directors may engage a professional intermediary to issue an independent financial advisor report serving as a basis of decision before they come to a conclusion;</p> <p>(II) to propose to the Board of Directors for engagement and disengagement of accounting firms;</p> <p>(III) to propose to the Board of Directors for the convening of extraordinary general meetings;</p> <p>(IV) to propose the convening of board meetings;</p> <p>(V) to openly solicit voting rights from shareholders before convening the shareholders' general meeting;</p>	<p>Article 19 Independent (non-executive) directors may exercise the following special duties and powers:</p> <p>(I) to independently engage intermediaries to provide audit, consulting or verification services for specific matters of the Company;</p> <p>(II) to propose to the Board of Directors for the convening of extraordinary general meetings;</p> <p>(III) to propose the convening of board meetings;</p> <p>(IV) to publicly solicit shareholders' rights from shareholders in accordance with laws;</p> <p>(V) to give independent opinions on matters that may damage the rights and interests of the Company or minority shareholders;</p>

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No.	Original Articles	Amended Articles
	<p>(VI) to independently engage external auditors and consulting firms to provide audit and consulting services for specific matters of the Company;</p> <p>(VII) the independent (non-executive) directors are required to review, at least annually, the data provided by the controlling shareholder of the Company regarding compliance with and enforcement of the non-competition agreement and to discharge their review responsibilities in relation to continuing connected transactions as stipulated in the Listing Rules of the Stock Exchange;</p> <p>To exercise the duties and powers of independent (non-executive) directors in subparagraphs (1) to (5) above, consent of more than half of all independent (non-executive) directors shall be obtained. To exercise the duties and powers in subparagraph (6) above, consent of all independent (non-executive) directors shall be obtained.</p> <p>Matters covered by subparagraph (1) and (2) are subject to consent of more than half of all independent (non-executive) directors before submitted to the Board of Directors for consideration.</p> <p>If the proposals listed in the first paragraph are not adopted or the above-mentioned duties and powers cannot be properly exercised, the listed company shall disclose the relevant situation.</p>	<p>(VI) the independent (non-executive) directors are required to review, at least annually, the data provided by the controlling shareholder of the Company regarding compliance with and enforcement of the non-competition agreement and to discharge their review responsibilities in relation to continuing connected transactions as stipulated in the Listing Rules of the Stock Exchange;</p> <p>To exercise the duties and powers of independent (non-executive) directors in subparagraphs (I) to (III) above, consent of more than half of all independent (non-executive) directors shall be obtained.</p> <p>The Company shall make a disclosure in a timely manner if an independent (non-executive) director exercises the duties and powers specified in the first paragraph. If the above-mentioned duties and powers cannot be properly exercised, the Company shall disclose the specific situation and reasons therefor.</p>

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No.	Original Articles	Amended Articles
27	<p>Article 23 In addition to the above duties, the independent (non-executive) directors shall perform the duties as set out in the Listing Rules of the Stock Exchange and shall provide the Board of Directors or the shareholders' general meeting with independent opinions on the following matters:</p> <p>(I) nomination, appointment and dismissal of directors;</p> <p>(II) appointment or removal of senior management members;</p> <p>(III) remuneration of directors and senior management members of the Company;</p> <p>(IV) the existing or new loans or other current accounts repayable to the Company by its shareholders, de facto controller and their connected companies totalling more than RMB3,000,000 or 5% of the Company's latest audited net assets, and whether the Company has taken effective measures to collect the outstanding receivables;</p> <p>(V) matters which, in the opinion of independent (non-executive) directors, may harm the small and medium shareholders' interests;</p> <p>(VI) share incentive plan;</p> <p>(VII) the changes in the use of raised proceeds;</p> <p>(VIII) over-raised proceeds used to permanently supplement working capital and repay bank borrowings;</p> <p>(IX) workout of plan for conversion of capital reserve into share capital;</p>	Deleted

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No.	Original Articles	Amended Articles
	<p>(X) formulation of profit distribution policy, profit distribution plan and cash dividend plan;</p> <p>(XI) changes in accounting policies and accounting estimates or correction of material accounting errors due to reasons other than the changes in accounting standards;</p> <p>(XII) non-standard unqualified audit opinions issued by certified public accountants on financial reports and internal control of the Company;</p> <p>(XIII) engagement and disengagement of accounting firms;</p> <p>(XIV) management buyout;</p> <p>(XV) major asset restructuring;</p> <p>(XVI) share repurchase by means of centralized bidding;</p> <p>(XVII) internal control evaluation report;</p> <p>(XVIII) plan for change of undertakings made by the Company to connected parties;</p> <p>(XIX) impact of preferred share issuance on rights and interests of each class of shareholders of the Company;</p> <p>(XX) a decision of the Company to cease the trading of its shares on the stock exchange(s) where the Company's shares are listed;</p> <p>(XXI) disclosable significant matters including connected transactions, provision of guarantees (excluding the guarantees to subsidiaries within the scope of consolidation), entrusted asset management, provision of financial assistance, utilisation of raised proceeds, and investment in stocks and their derivatives;</p>	

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No.	Original Articles	Amended Articles
	<p>(XXII) major asset restructuring plan, management buyout, share incentive plan, employee stock ownership plan, share repurchase plan, and the proposed repayment in kind by connected parties of the listed company;</p> <p>(XXIII) other matters required by relevant laws, administrative regulations, departmental rules and regulations, regulatory documents, business rules of the stock exchange(s) where the Company's shares are listed and the Articles of Association.</p>	
	<p>Article 24 Independent (non-executive) directors shall express one of the following types of opinions on the aforesaid matters: consent; qualified opinion and the reason therefor; objection and the reason therefor; inability to express an opinion and the obstacles thereto, and the opinions expressed shall be clear and unambiguous:</p> <p>An independent opinion issued by the independent (non-executive) directors on a material matter shall at least include the followings:</p> <p>(I) The basic information on the material matter;</p> <p>(II) The basis of the opinion, including procedures performed, documents checked, content of on-site inspection, etc.;</p> <p>(III) The compliance of the material matter with laws and regulations;</p> <p>(IV) The impact on the rights and interests of the Company and minority shareholders, possible risks and the effectiveness of the measures taken by the Company;</p> <p>(V) Conclusion. In case of qualified opinion, objection or inability to express an opinion on a material matter, the relevant independent (non-executive) director shall clearly state the reasons and obstacles to inability to express an opinion.</p> <p>The independent (non-executive) director shall sign and confirm the independent opinions issued, report the above opinions to the Board of Directors in a timely manner, and disclose them at the same time with the relevant announcement of the Company.</p>	<p>Article 20 An independent opinion issued by the independent (non-executive) directors on a material matter shall at least include the followings:</p> <p>(I) The basic information on the material matter;</p> <p>(II) The basis of the opinion, including procedures performed, documents checked, content of on-site inspection, etc.;</p> <p>(III) The compliance of the material matter with laws and regulations;</p> <p>(IV) The impact on the rights and interests of the Company and minority shareholders, possible risks and the effectiveness of the measures taken by the Company;</p> <p>(V) Conclusion. In case of qualified opinion, objection or inability to express an opinion on a material matter, the relevant independent (non-executive) director shall clearly state the reasons and obstacles to inability to express an opinion.</p> <p>The independent (non-executive) director shall sign and confirm the independent opinions issued, report the above opinions to the Board of Directors in a timely manner, and disclose them at the same time with the relevant announcement of the Company.</p>

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No.	Original Articles	Amended Articles
28	None	<p>Article 21 Before a meeting of the board of directors is convened, an independent (non-executive) director may communicate with the secretary of the board of directors and inquire about, request the supplements of materials, or offer opinions and recommendations concerning the matters to be deliberated. The board of directors and relevant personnel shall conscientiously study the issues, requests, and opinions put forward by the independent (non-executive) director and promptly provide feedback on the implementation of amendments to the proposals and other matters to the independent (non-executive) director.</p>
29	None	<p>Article 22 An independent (non-executive) director shall attend a meeting of the board of directors in person. If an independent (non-executive) director is unable to attend a meeting in person for any reason, he or she shall review the meeting materials in advance, form specific opinions, and entrust in writing another independent (non-executive) director to attend the meeting on his or her behalf.</p> <p>If any independent (non-executive) director fails to attend in person or entrust other independent (non-executive) directors as his/her representatives to attend meetings of the board of directors for two consecutive times, the board of directors shall propose to convene the general meeting within thirty days after the occurrence thereof to terminate the employment of such independent (non-executive) director.</p>
30	None	<p>Article 23 When an independent (non-executive) director votes against or abstains from voting on a proposal of the board of directors, he or she shall explain the specific reasons and basis therefor, the legality and compliance of the matters involved in the proposal, potential risks, and the impact on the rights and interests of the Company and minority shareholders, among others. When the Company discloses the resolution of the board of directors, it shall disclose the dissenting opinions of independent (non-executive) directors at the same time and indicate such opinions in the resolution of the board of directors and the minutes of the meeting.</p>

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No.	Original Articles	Amended Articles
31	None	<p>Article 24 An independent (non-executive) director shall pay continuous attention to the implementation of resolutions of the board of directors on the matters specified in Articles 25, 28, 29, and 30 of these Measures, and if the independent (non-executive) director finds any violation of law, administrative regulation, rules of the CSRC, business rules of the stock exchange, or the Articles of Association, or violation of the resolution adopted at the shareholders' general meeting or the meeting of the board of directors, the independent (non-executive) director shall report the violation to the board of directors in a timely manner and may require the Company to make a written explanation thereon. The Company shall promptly disclose any involved matter that shall be disclosed.</p> <p>If the Company fails to make an explanation or a timely disclosure in accordance with the provisions of the preceding paragraph, the independent (non-executive) director may report it to the CSRC and the stock exchange.</p>
32	None	<p>Article 25 The following matters shall be submitted to the board of directors for deliberation with the consent of the a majority of all independent (non-executive) directors of the Company:</p> <p>(1) Affiliated transactions that shall be disclosed;</p> <p>(2) The plans of the Company and the relevant parties for the modification or waiver of their undertakings;</p> <p>(3) The decisions made and measures taken by the board of directors of the Company regarding the acquisition;</p> <p>(4) Other matters prescribed by laws, administrative regulations, rules of the CRSC, and the Articles of Association.</p>

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No.	Original Articles	Amended Articles
33	None	<p>Article 26 The Company shall, on a periodical or unscheduled basis, convene meetings attended solely by independent (non-executive) directors (hereinafter referred to as “special meetings of independent (non-executive) directors”). The matters specified in subparagraphs (1) through (3) of paragraph 1 of Article 19 and Article 25 of these Rules shall be deliberated at the special meetings of independent (non-executive) directors.</p> <p>The special meetings of independent (non-executive) directors may study and discuss other matters of the Company if necessary.</p> <p>The special meetings of independent (non-executive) directors shall be convened and presided over by an independent (non-executive) director jointly elected by a majority of the independent (non-executive) directors. If the convener fails to or is unable to perform his or her duties, two or more independent (non-executive) directors may, on their initiative, convene a meeting and elect a representative to preside over the meeting.</p> <p>The Company shall facilitate and support the convening of special meetings of independent (non-executive) directors.</p>

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No.	Original Articles	Amended Articles
34	None	<p>Article 27 Independent (non-executive) directors in the special committees of the board of directors of the Company shall perform their duties in accordance with laws, administrative regulations, rules of CSRC, business rules of stock exchanges and the Articles of Association. Independent (non-executive) directors shall attend the meetings of special committees in person. An independent (non-executive) director who is unable to attend such meetings in person for some reason shall review the meeting materials in advance, form specific opinions, and entrust another independent (non-executive) director in writing to attend the meeting on his/her behalf. If an independent (non-executive) director concerns any material matter of the Company which falls within the scope of duties of a special committee in the course of performing his/her duties, he/she may promptly submit them to special committees for discussion and deliberation under relevant procedures.</p>

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No.	Original Articles	Amended Articles
35	None	<p>Article 28 The audit committee of the board of directors of the Company shall be responsible for reviewing the financial information of the Company and the disclosure thereof and supervising and assessing the internal and external audits and internal control. The following matters shall be submitted to the board of directors for deliberation with the approval of a majority of all members of the audit committee:</p> <p>(1) Disclosure of financial accounting reports, financial information in periodic reports, and internal control evaluation reports;</p> <p>(2) Appointment or dismissal of the accounting firm providing audit services for the Company;</p> <p>(3) Appointment or dismissal of the person in charge of financial affairs of the Company;</p> <p>(4) Changes in accounting policies or accounting estimates, or corrections of material accounting errors due to reasons other than changes in accounting standards;</p> <p>(5) Other matters as stipulated by laws, administrative regulations, rules of CSRC and the Articles of Association.</p> <p>The audit committee shall convene at least one meeting every quarter. An extraordinary meeting may be convened when it is proposed by two or more members, or when the convener deemed it necessary. The meeting of the audit committee may not be convened unless two-thirds or more of its members are present.</p>

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No.	Original Articles	Amended Articles
36	None	<p>Article 29 The nomination committee of the board of directors of the Company shall be responsible for developing the criteria and procedures for selecting directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications, and making recommendations to the board of directors on the following matters:</p> <p>(1) Nomination, appointment or removal of directors;</p> <p>(2) Appointment or dismissal of senior management;</p> <p>(3) Other matters as stipulated by laws, administrative regulations, rules of CSRC and the Articles of Association.</p> <p>If the board of directors fails to adopt or fully adopts the recommendations of the nomination committee, it shall record the opinions of the nomination committee and the specific reasons for its non-adoption in the resolution of the board of directors and disclose them.</p>

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No.	Original Articles	Amended Articles
37	None	<p>Article 30 The remuneration committee of the board of directors of the Company shall be responsible for developing the assessment criteria for and conducting assessments on directors and senior management, formulating and reviewing the remuneration policies and plans for directors and senior management, and making recommendations to the board of directors on the following matters:</p> <p>(1) Remuneration of directors and senior management;</p> <p>(2) Development or modification of the equity incentive plan and employee stock ownership plan, and satisfaction of the conditions for granting equity to and exercising equity by incentive recipients;</p> <p>(3) Arrangement made by directors and senior management for the stock ownership plan for the subsidiaries planning a divestiture;</p> <p>(4) Other matters as stipulated by laws, administrative regulations, rules of CSRC and the Articles of Association.</p> <p>If the board of directors fails to adopt or fully adopts the recommendations of the remuneration committee, it shall record the opinions of the remuneration committee and the specific reasons for its non-adoption in the resolution of the board of directors, and disclose them.</p>

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No.	Original Articles	Amended Articles
38	None	<p>Article 31 An independent (non-executive) director shall work on-site at the Company for not less than 15 days each year.</p> <p>In addition to attending shareholders' general meetings, meetings of the Board of Directors and its special committees, and special meetings of independent (non-executive) directors according to the relevant provisions, independent (non-executive) directors may perform their duties by various means such as obtaining information on the operation of the Company on a periodical basis, hearing the reports of the management, communicating with the person in charge of the internal audit body, the accounting firm providing audit services for the Company, and other intermediaries, conducting field visits, and communicating with minority shareholders.</p>
39	None	<p>Article 32 The minutes of the meeting of the Board of Directors and its special committees or the special meeting of independent (non-executive) directors shall be made according to the relevant provisions, in which the opinions of independent (non-executive) directors shall be indicated. Independent (non-executive) directors shall sign the meeting minutes for confirmation.</p> <p>Independent (non-executive) directors shall prepare work records and record detailed information on the performance of their duties. The information obtained in the process of an independent (non-executive) director's performance of his or her duties, relevant meeting minutes and records of communication with the personnel of the Company and intermediaries, among others, shall constitute parts of the work records. An independent (non-executive) director may require the secretary of the Board of Directors and other relevant personnel to confirm the important information in work records by signature, and the Company and relevant personnel shall cooperate.</p> <p>The work records of an independent (non-executive) director and the information provided by the Company to the independent (non-executive) director shall be preserved for at least ten years.</p>

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No.	Original Articles	Amended Articles
40	None	<p>Article 33 The Company shall improve the mechanism for communication between independent (non-executive) directors and minority shareholders. Independent (non-executive) directors may verify the issues raised by investors with the Company in a timely manner.</p>
41	<p>Article 25 The independent (non-executive) directors shall submit a performance report to the annual general meeting of the listed company and make a disclosure thereof. The report shall include the followings:</p> <p>(I) the means and number of attendance and votes at the meetings of the Board of Directors, and the number of attendances at the shareholders' general meetings during the year;</p> <p>(II) the information on independent opinions expressed;</p> <p>(III) the information on on-site inspection;</p> <p>(IV) the information on proposals for convening board meetings, appointment or dismissal of accounting firms, independent engagement of external auditors and consulting firms;</p> <p>(V) other works in protecting the legitimate rights and interests of minority shareholders.</p>	<p>Article 34 An independent (non-executive) director shall submit annual work reports to the annual shareholders' general meeting of the Company, in which he or she shall make an explanation of the performance of his or her duties. An annual work report shall cover:</p> <p>(I) the times and methods of attending the meetings of the Board of Directors, voting results, and the times of attending the shareholders' meetings;</p> <p>(II) participation in the work of the special committees under the Board of Directors and special meetings of independent (non-executive) directors;</p> <p>(III) deliberation on the matters specified in Articles 25, 28, 29 and 30 of these Rules and exercising the special functions and powers of independent (non-executive) directors specified in paragraph 1 of Article 19 of these Rules;</p> <p>(IV) major matters, methods, and results of communication with the internal audit body and the accounting firm providing audit service for the Company regarding the financial and business status of the Company;</p> <p>(V) communication with minority shareholders;</p> <p>(VI) information such as the time and content of on-site work at the Company; and</p> <p>(VII) other information on the performance of his or her duties.</p> <p>The annual work report of an independent (non-executive) director shall be disclosed no later than the time when the Company issues a notice on the annual shareholders' general meeting.</p>

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No.	Original Articles	Amended Articles
42	CHAPTER VI GUARANTEES FOR DUTY PERFORMANCE OF INDEPENDENT (NON-EXECUTIVE) DIRECTORS	CHAPTER IV GUARANTEES FOR DUTY PERFORMANCE OF INDEPENDENT (NON-EXECUTIVE) DIRECTORS
43	<p>Article 26 For the purpose of effective duty performance of independent (non-executive) directors, the Company shall furnish independent (non-executive) directors with the working conditions necessary for their duty performance. The secretary of the Board of Directors shall actively assist independent (non-executive) directors in duty performance by providing brief information, materials, etc., regularly circulating business updates of the Company, and organizing independent (non-executive) directors to take site visits, where necessary. If the independent opinions, proposals and written explanations issued by independent (non-executive) directors are required to be announced, the Company shall timely assist in the announcement process.</p>	<p>Article 35 The company shall provide its independent (non-executive) directors with necessary working conditions and personnel support for their performance of duties, and designate special departments and personnel, such as the office of the board of directors and the secretary of the board of directors, to assist independent (non-executive) directors in performing their duties.</p> <p>The secretary of the board of directors shall ensure smooth communication between independent (non-executive) directors and other directors, officers, and other relevant personnel, and ensure that independent (non-executive) directors have access to sufficient resources and necessary professional opinions in the performance of their duties.</p>

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No.	Original Articles	Amended Articles
44	<p>Article 27 If an independent (non-executive) director identifies that one of the following circumstances exists in the Company, he/she shall actively fulfill his/her due diligence obligations, make timely report to the SSE, and, if necessary, engage an intermediary agency to carry out a special investigation:</p> <p>(I) Any material matter has not been fulfilled consideration procedures as required;</p> <p>(II) Any disclosure obligation has not been fulfilled in time;</p> <p>(III) Any false record, misleading statement or material omission in its information disclosure;</p> <p>(IV) Other potential violations of laws, regulations or the legitimate rights and interests of minority shareholders.</p> <p>In case of any of the following circumstances, the independent (non-executive) director shall make timely report to the SSE:</p> <p>(I) An independent non-executive director has been removed from office on grounds deemed to be unjustified;</p> <p>(II) An independent (non-executive) director resigns due to the fact that the Company prevents him/her from exercising his/her duties and powers according to law;</p>	<p>Article 36 The company shall ensure that independent (non-executive) directors enjoy the equal right to know as other directors. To ensure that independent (non-executive) directors can effectively exercise their functions and powers, the company shall regularly report its operation to independent (non-executive) directors, provide relevant materials to independent (non-executive) directors, and organize or cooperate with them in on-site investigations and other work.</p> <p>Before the deliberation of any significant or complicated matter by the board of directors, a listed company may organize its independent (non-executive) directors to participate in the research and argumentation of the matter, fully listen to the opinions of independent (non-executive) directors, and promptly report the adoption of their opinions to independent (non-executive) directors.</p>

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No.	Original Articles	Amended Articles
	<p>(III) Where the materials for the board meeting are incomplete or inadequately argued, the written request from two or more independent (non-executive) directors to postpone the board meeting or the consideration of relevant matters is not accepted;</p> <p>(IV) The Board of Directors fails to take effective measures despite its receipt of a report on suspected breach of laws or regulations by the Company or any of its directors, supervisors or senior executives;</p> <p>(V) Other circumstances that seriously impede the performance of duties by the independent (non-executive) directors.</p>	
45	<p>Article 28 The Company shall ensure that independent (non-executive) directors enjoy the same right to know as other directors. For the matters subject to decisions by the Board of Directors, the Company shall in advance and before the statutory deadline notify independent (non-executive) directors and provide them with adequate information; and if the said information is deemed as inadequate, independent (non-executive) directors may request supplementary information. If two or more independent (non-executive) directors consider the information inadequate or the proof unclear, they may jointly propose in writing to the Board of Directors for postponing the board meeting or the consideration of the matters, and the Board of Directors shall adopt such proposal. The information provided by the Company to independent (non-executive) directors shall be kept by the Company and such independent (non-executive) directors for at least five years.</p>	<p>Article 37 The Company shall give notice of a meeting of the Board of Directors to the independent (non-executive) directors in a timely manner, provide relevant meeting materials no later than the notice period for board meetings as specified in laws and administrative regulations, provisions of the CSRC or the Articles of Association, and create effective communication channels for the independent (non-executive) directors. In terms of a meeting convened by the special committees of the Board of Directors, the relevant materials and information shall, in principle, be provided no later than three days prior to the meeting of the special committees. The aforesaid meeting materials shall be kept by the Company for at least ten years.</p> <p>When two or more independent (non-executive) directors consider the meeting materials inadequate or the proof unclear or not provided in time, they may propose in writing to the Board of Directors for postponing the meeting or the consideration of the matters, and the Board of Directors shall adopt such proposal.</p> <p>In principle, the meetings of the Board of Directors and the special committees shall be convened by way of on-site meetings. When necessary, such meetings may also be convened through video, telephone or other methods according to the relevant procedures and on such a premise that all attending directors can fully communicate with each other and express their opinions.</p>

APPENDIX VII COMPARISON CHART OF AMENDMENTS TO THE WORKING RULES FOR THE INDEPENDENT DIRECTORS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

No.	Original Articles	Amended Articles
46	<p>Article 29 When independent (non-executive) directors are performing their duties, personnel of the Company shall actively provide assistance and shall not refuse, obstruct or conceal or interfere with their independent duty performance.</p>	<p>Article 38 When independent (non-executive) directors are performing their duties, the directors, senior management and other relevant personnel of the Company shall actively provide assistance and shall not refuse, obstruct or conceal or interfere with their independent duty performance.</p> <p>If independent (non-executive) directors encounter obstruction in performing their duties in accordance with the law, they may explain the situation to the Board of Directors, request cooperation from the directors, senior management and other relevant personnel, and record the details and resolution of the obstruction in their work record; if they still fail to remove the obstruction, they may report the matter to the CSRC and the stock exchanges.</p> <p>If the performance of duties by independent (non-executive) directors involves information that shall be disclosed, the Company shall make the disclosure in a timely manner; if the Company fails to disclose such information, the independent (non-executive) directors may directly apply for disclosure or report the matter to the CSRC and the stock exchanges.</p>
47	<p>Article 31 The Company shall pay independent (non-executive) directors with subsidies of appropriate sums. The standards of subsidies shall be proposed by the Board of Directors, considered and approved by the shareholders' general meeting, and disclosed in annual reports of the Company.</p> <p>Apart from the aforesaid subsidies, independent directors shall acquire no other additional and undisclosed interests from the listed company, its substantial shareholders or any entity or person being an interested party.</p>	<p>Article 40 The Company shall pay independent (non-executive) directors with subsidies of appropriate sums. The standards of subsidies shall be proposed by the Board of Directors, considered and approved by the shareholders' general meeting, and disclosed in annual reports of the Company.</p> <p>Apart from the aforesaid subsidies, independent (non-executive) directors shall acquire no other interests from the Company, its substantial shareholders or any entity or person being an interested party.</p>
48	<p>Article 33 The expression "or more" herein for the numbers includes the underlying number indicated, while "more than" excludes the underlying number.</p>	<p>Article 42 The expression "or more" herein for the numbers includes the underlying number indicated, while "more than" excludes the underlying number.</p>

APPENDIX VIII COMPARISON CHART OF AMENDMENTS TO THE MANAGEMENT MEASURES ON CONNECTED
TRANSACTIONS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP
CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

**COMPARISON CHART OF AMENDMENTS TO THE MANAGEMENT MEASURES
ON CONNECTED TRANSACTIONS OF BEIJING URBAN CONSTRUCTION
DESIGN & DEVELOPMENT GROUP CO., LIMITED**

No.	Original Articles	Amended Articles
1	<p>Article 6 In accordance with the provisions of SSE Listing Rules, related parties of the Company include related legal persons and related natural persons.</p> <p>.....</p> <p>Legal persons (or other organizations) and natural persons who satisfied or will satisfy one of the circumstances as stated in sub-articles (II) and (III) of this article during the last 12 months or within the next 12 months pursuant to relevant agreements or arrangements shall be related parties of the Company.</p> <p>The CSRC, the SSE or the Company may, in accordance with the principle of substance over form, identify other legal persons (or other organizations) or natural persons who have a special relationship with the Company and may or have caused the Company to tilt its interests as related persons of the Company.</p>	<p>Article 6 In accordance with the provisions of SSE Listing Rules, related parties of the Company include related legal persons and related natural persons.</p> <p>.....</p> <p>Legal persons (or other organizations) and natural persons who satisfied or will satisfy one of the circumstances as stated in sub-articles (II) and (III) of this article during the last 12 months or within the next 12 months pursuant to relevant agreements or arrangements shall be related parties of the Company.</p> <p>The CSRC, the SSE or the Company may, in accordance with the principle of substance over form, identify other legal persons (or other organizations) or natural persons who have a special relationship with the Company and may or have caused the Company to tilt its interests as related persons of the Company.</p> <p>If the Company and a legal person or any other organization specified in item (II) of sub-articles (II) are under the common control of a state-owned assets administration institution, it shall not form an affiliation relationship, unless that the legal representative, the general manager, the person in charge, or a majority of the directors concurrently serve as a director, supervisor, or officer of the Company.</p> <p>Directors, supervisors, officers, shareholders holding 5% or more of the Company's shares and their persons acting in concert and de facto controllers shall promptly submit to the Board of Directors of the Company a list of the Company's associates and a description of their associative relationships, the Company shall actively handle the registration and management work.</p>

APPENDIX VIII COMPARISON CHART OF AMENDMENTS TO THE MANAGEMENT MEASURES ON CONNECTED TRANSACTIONS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

No.	Original Articles	Amended Articles
2	<p>Article 11 Where the transactions proposed between the Company and the related parties meet one of the following standards and in addition to consideration by the board of directors, they shall also be submitted to the shareholders' general meeting for consideration:</p> <p>(I) Transactions with related parties in which the transaction amount (including debts and expenses assumed) is more than RMB30 million and accounts for more than 5% of the absolute value of the Company's latest audited net assets shall be submitted to the shareholders' general meeting for consideration in addition to consideration by the board of directors;</p> <p>(II) The Company provides guarantee for related parties.</p> <p>Where the Company conducts significant related party transactions described in item (I) of the preceding sub-article, it shall provide the audit or evaluation report on the transaction target issued by securities service institutions as stipulated by the Securities Law. The subject of transactions involved in related party transactions related to daily operations specified herein may not be audited or evaluated.</p> <p>Where the Company provides guarantees to shareholders holding less than 5% of its shares, it shall be subject to sub-article (I) and relevant shareholders shall abstain from voting at the shareholders' general meeting.</p>	<p>Article 11 Where the transactions proposed between the Company and the related parties meet one of the following standards and in addition to consideration by the board of directors, they shall also be submitted to the shareholders' general meeting for consideration:</p> <p>(I) Transactions with related parties in which the transaction amount (including debts and expenses assumed) is more than RMB30 million and accounts for more than 5% of the absolute value of the Company's latest audited net assets shall be submitted to the shareholders' general meeting for consideration in addition to consideration by the board of directors;</p> <p>(II) The Company provides guarantee for related parties.</p> <p>Where the Company conducts significant related party transactions described in item (I) of the preceding sub-article, it shall provide the audit or evaluation report on the transaction target issued by securities service institutions as stipulated by the Securities Law. The subject of transactions involved in related party transactions related to daily operations specified herein may not be audited or evaluated.</p> <p>Where the Company provides guarantees to shareholders holding less than 5% of its shares, it shall be subject to sub-article (I) and relevant shareholders shall abstain from voting at the shareholders' general meeting.</p> <p>Even if the related transaction does not reach the criteria specified in the sub-article (I), but are required by the CSRC or the SSE in line with the principle of prudence, or if the Company submits such matters for consideration at the shareholders' general meeting in accordance with the Articles of Association or other provisions, as well as on a voluntary basis, the Company shall fulfil the deliberation procedures and disclosure obligations in accordance with the provisions of sub-article (I), and shall also apply the requirements relating to auditing or assessment.</p>

APPENDIX VIII COMPARISON CHART OF AMENDMENTS TO THE MANAGEMENT MEASURES ON CONNECTED TRANSACTIONS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

No.	Original Articles	Amended Articles
3	<p>Article 12 For provision of guarantee to a connected person by the Company, in addition to the deliberation and approval by more than half of all non-connected directors, it is also subject to the deliberation, approval and resolution by more than two-thirds of the non-connected directors present at the Board meeting, and shall be submitted to the general meeting for deliberation. Where the Company provides guarantees to its controlling shareholders, <i>de facto</i> controllers and their connected persons, the controlling shareholders, <i>de facto</i> controllers and their connected persons shall provide counter-guarantee.</p> <p>If the guaranteed party becomes a connected person of the Company due to a transaction or connected transaction, the Company shall perform the corresponding deliberation procedures and information disclosure obligations for the existing connected guarantee while executing such transaction or connected transaction.</p> <p>If the connected guarantee specified in the preceding paragraph fails to pass at the Board meeting or the general meeting, the parties to the transaction shall take effective measures to terminate the guarantee, such as early termination.</p>	<p>Article 12 For provision of guarantee to a connected person by the Company, in addition to the deliberation and approval by more than half of all non-connected directors, it is also subject to the deliberation, approval and resolution by more than two-thirds of the non-connected directors present at the Board meeting, and shall be submitted to the general meeting for deliberation. Where the Company provides guarantees to its controlling shareholders, <i>de facto</i> controllers and their connected persons, the controlling shareholders, <i>de facto</i> controllers and their connected persons shall provide counter-guarantee.</p> <p>If the guaranteed party becomes a connected person of the Company due to a transaction or connected transaction, the Company shall perform the corresponding deliberation procedures and information disclosure obligations for the existing connected guarantee while executing such transaction or connected transaction.</p> <p>If the connected guarantee specified in the preceding paragraph fails to pass at the Board meeting or the general meeting, the parties to the transaction shall take effective measures to terminate the guarantee, such as early termination.</p> <p>The Company shall not provide financial assistance to any connected person as defined under Article 6 and Article 7 hereunder, except for financial assistance provided to an affiliated joint-stock company not controlled by the controlling shareholders and <i>de facto</i> controllers of the Company whose other shareholders will provide financial assistance on the same conditions in proportion to their capital contributions.</p> <p>Where the Company provides financial assistance to any affiliated joint-stock company as defined under the preceding paragraph, in addition to the deliberation and approval by more than half of all non-connected directors, it is also subject to deliberation and approval by more than two-thirds of the non-connected directors present at the Board meeting, and shall be submitted to the general meeting for deliberation.</p>

APPENDIX VIII COMPARISON CHART OF AMENDMENTS TO THE MANAGEMENT MEASURES ON CONNECTED TRANSACTIONS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES

No.	Original Articles	Amended Articles
4	<p>Article 22 According to different types of connected transactions determined under the Hong Kong Listing Rules, the Company shall carry out deliberation and approval in accordance with the following criteria:</p> <p>(I) Fully-exempted connected transactions:</p> <p>It may be approved by the Executive Office authorized by the Board in accordance with the relevant internal authorization of the Company and reported to the Board for filing.</p> <p>(II) Partially-exempted connected transactions:</p> <p>(1) The independent directors shall express their confirmation opinions on the fairness and approval procedures of the partially-exempted connected transactions;</p> <p>(2) Partially-exempted connected transactions are subject to the relevant requirements of the Hong Kong Listing Rules on reporting, announcement and disclosure in the Company's annual report.</p> <p>(III) Connected transactions strictly required to be disclosed:</p> <p>(1) It shall be reviewed and approved by the Board and obtain confirmation opinions from the independent directors;</p> <p>(2) It shall be approved by the independent shareholders at the general meeting; and</p> <p>(3) It shall be subject to the provisions of the Hong Kong Listing Rules on reporting, announcement and independent shareholders' approval, and is required to issue a circular to the shareholders. The Independent Board Committee shall express its opinion on whether the terms of the connected transactions or arrangements are fair and reasonable and whether it is in the interests of the Company and its shareholders as a whole, and shall, after considering the opinions of the independent financial adviser, voice its opinion on how the shareholders vote on the resolution in relation to the connected transactions and publish it in the circular sent to the shareholders.</p>	<p>Article 22 According to different types of connected transactions determined under the Hong Kong Listing Rules, the Company shall carry out deliberation and approval in accordance with the following criteria:</p> <p>(I) Fully-exempted connected transactions:</p> <p>It may be approved by the Executive Office authorized by the Board in accordance with the relevant internal authorization of the Company and reported to the Board for filing.</p> <p>(II) Partially-exempted connected transactions:</p> <p>(1) The independent (non-executive) directors shall express their confirmation opinions on the fairness and approval procedures of the partially-exempted connected transactions;</p> <p>(2) Partially-exempted connected transactions are subject to the relevant requirements of the Hong Kong Listing Rules on reporting, announcement and disclosure in the Company's annual report.</p> <p>(III) Connected transactions strictly required to be disclosed:</p> <p>(1) It shall be reviewed and approved by the Board and obtain confirmation opinions from the independent (non-executive) directors;</p> <p>(2) It shall be approved by the independent shareholders at the general meeting; and</p> <p>(3) It shall be subject to the provisions of the Hong Kong Listing Rules on reporting, announcement and independent shareholders' approval, and is required to issue a circular to the shareholders. The Independent (non-executive) Board Committee shall express its opinion on whether the terms of the connected transactions or arrangements are fair and reasonable and whether it is in the interests of the Company and its shareholders as a whole, and shall, after considering the opinions of the independent financial adviser, voice its opinion on how the shareholders vote on the resolution in relation to the connected transactions and publish it in the circular sent to the shareholders.</p>

**APPENDIX VIII COMPARISON CHART OF AMENDMENTS TO THE MANAGEMENT MEASURES ON CONNECTED
TRANSACTIONS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP
CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES**

No.	Original Articles	Amended Articles
5	<p>Article 23 When the Company and its related parties conduct continuing related party transactions under sub-article (I) of Article 21 of these Measures, they shall disclose and perform the corresponding review procedures in accordance with the following provisions:</p> <p>(I) The Company has established a unified trading framework agreement for continuing related party transactions, and reasonably estimates the total amount of the Company’s continuing related party transactions that will occur in the current year by categories, and submits it to the board of directors or the shareholders’ general meeting for review and disclosure based on the estimated results. The term of the continuing related party transaction agreement signed between the Company and its related parties is usually not more than three years, and the estimated terms of annual amount of similar transactions is determined. The relevant review procedures and disclosure obligations shall be re-executed every three years in accordance with the provisions of these Measures. The Company shall disclose the implementation of the continuing related party transaction agreement in the annual report and the interim report and explain whether it complies with the provisions of the agreement.</p> <p>(II) For a continuing related party transaction agreement that has been approved and implemented by the shareholders’ general meeting or the board of directors, if there is a major change in the main terms of the implementation process or the renewal of the agreement, the Company shall submit the newly revised or renewed continuing related party transaction agreement to the board of directors or the shareholders’ general meeting for consideration and approval based on the agreement term according to the classification criteria of the Hong Kong Listing Rules.</p>	<p>Article 23 When the Company and its related parties conduct continuing related party transactions under sub-article (I) of Article 21 of these Measures, they shall disclose and perform the corresponding review procedures in accordance with the following provisions:</p> <p>(I) The Company has established a unified trading framework agreement for continuing related party transactions, and reasonably estimates the total amount of the Company’s continuing related party transactions that will occur in the current year by categories, and submits it to the board of directors or the shareholders’ general meeting for review and disclosure based on the estimated results. The term of the continuing related party transaction agreement signed between the Company and its related parties is usually not more than three years, and the estimated terms of annual amount of similar transactions is determined. The relevant review procedures and disclosure obligations shall be re-executed every three years in accordance with the provisions of these Measures. The Company shall disclose the implementation of the continuing related party transaction agreement in the annual report and the interim report and explain whether it complies with the provisions of the agreement.</p> <p>(II) For a continuing related party transaction agreement that has been approved and implemented by the shareholders’ general meeting or the board of directors, if there is a major change in the main terms of the implementation process or the renewal of the agreement, the Company shall submit the newly revised or renewed continuing related party transaction agreement to the board of directors or the shareholders’ general meeting for consideration and approval based on the agreement term according to the classification criteria of the Hong Kong Listing Rules.</p>

**APPENDIX VIII COMPARISON CHART OF AMENDMENTS TO THE MANAGEMENT MEASURES ON CONNECTED
TRANSACTIONS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP
CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES**

No.	Original Articles	Amended Articles
	<p>(III) The content of the continuing related party transaction agreement shall include at least such main terms as the principles and basis of pricing, the transaction price, the total amount of the transaction or the specific method of determining the total amount, the time and method of payment.</p> <p>(IV) The independent directors/independent non-executive directors shall review the continuing related party transactions annually and confirm following issues in the annual report:</p> <p>(1) These transactions are conducted in the daily business of the Company;</p> <p>(2) These transactions are conducted on normal commercial terms, or if the comparable transactions are not sufficient to determine whether the terms of the transactions are on normal commercial terms, then for the Company, the terms of such transactions are no less favourable than those available to independent third parties, as the case may be; and</p> <p>(3) These transactions are conducted in accordance with the terms of the agreement in relation to the transaction, and the terms of the transaction are fair and reasonable and in the interests of the shareholders of the Company as a whole.</p> <p>(V) The auditors of the Company are required to write to the board of directors each year (and copy to the Hong Kong Stock Exchange at least 10 business days prior to the delivery for printing the annual report of the Company) to confirm the relevant continuing related party transactions that are:</p> <p>(1) Subject to the approval by the board of directors of the Company;</p> <p>(2) (If the transactions involve the provision of goods or services) Carried out in accordance with the pricing policy;</p> <p>(3) Pursuant to the terms of the agreement; and</p> <p>(4) Not exceeding the number of years disclosed in the announcement.</p>	<p>(III) The content of the continuing related party transaction agreement shall include at least such main terms as the principles and basis of pricing, the transaction price, the total amount of the transaction or the specific method of determining the total amount, the time and method of payment.</p> <p>(IV) The independent (non-executive) directors shall review the continuing related party transactions annually and confirm following issues in the annual report:</p> <p>(1) These transactions are conducted in the daily business of the Company;</p> <p>(2) These transactions are conducted on normal commercial terms, or if the comparable transactions are not sufficient to determine whether the terms of the transactions are on normal commercial terms, then for the Company, the terms of such transactions are no less favourable than those available to independent third parties, as the case may be; and</p> <p>(3) These transactions are conducted in accordance with the terms of the agreement in relation to the transaction, and the terms of the transaction are fair and reasonable and in the interests of the shareholders of the Company as a whole.</p> <p>(V) The auditors of the Company are required to write to the board of directors each year (and copy to the Hong Kong Stock Exchange at least 10 business days prior to the delivery for printing the annual report of the Company) to confirm the relevant continuing related party transactions that are:</p> <p>(1) Subject to the approval by the board of directors of the Company;</p> <p>(2) (If the transactions involve the provision of goods or services) Carried out in accordance with the pricing policy;</p> <p>(3) Pursuant to the terms of the agreement; and</p> <p>(4) Not exceeding the number of years disclosed in the announcement.</p>

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TRANSACTIONS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP
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No.	Original Articles	Amended Articles
6	<p>Article 28 When the board of directors of the Company considers and votes on related party transactions, the directors with associated relationship in the related party transactions shall abstain from voting. The abstaining and voting procedures implemented at the relevant meetings of the board of directors are as follows:</p> <p>(I) Related directors shall voluntarily declare their interests and apply for abstaining, otherwise other directors have the right to request their abstaining;</p> <p>(II) Unless otherwise specified, related directors shall not participate in the consideration of related party transactions, nor shall they exercise voting rights on behalf of other directors;</p> <p>(III) The meeting of the board of directors may be held if more than half of the non-related directors are present, and the resolutions made at the meeting of the board of directors shall be passed by more than half of the non-related directors;</p> <p>(IV) If the number of non-related directors present at the meeting of the board of directors is less than three, the Company shall submit the matter to the shareholders' general meeting for consideration.</p> <p>Related directors include the following directors or directors under any of the following circumstances:</p> <p>(I) The counterparty;</p> <p>(II) Having direct or indirect control over the counterparty;</p> <p>(III) Holding a position in the counterparty, or in any legal person or other organization that can directly or indirectly control the counterparty, or any legal person or other organization that can be directly or indirectly controlled by the counterparty;</p> <p>(IV) Close family member of the counterparty or its direct or indirect controller;</p> <p>(V) Close family members of the counterparty or its direct or indirect controller or its directors, supervisors and senior management;</p>	<p>Article 28 When the board of directors of the Company considers and votes on related party transactions, the directors with associated relationship in the related party transactions shall abstain from voting. The abstaining and voting procedures implemented at the relevant meetings of the board of directors are as follows:</p> <p>(I) Related directors shall voluntarily declare their interests and apply for abstaining, otherwise other directors have the right to request their abstaining;</p> <p>(II) Unless otherwise specified, related directors shall not participate in the consideration of related party transactions, nor shall they exercise voting rights on behalf of other directors;</p> <p>(III) The meeting of the board of directors may be held if more than half of the non-related directors are present, and the resolutions made at the meeting of the board of directors shall be passed by more than half of the non-related directors;</p> <p>(IV) If the number of non-related directors present at the meeting of the board of directors is less than three, the Company shall submit the matter to the shareholders' general meeting for consideration.</p> <p>Related directors include the following directors or directors under any of the following circumstances:</p> <p>(I) The counterparty;</p> <p>(II) Having direct or indirect control over the counterparty;</p> <p>(III) Holding a position in the counterparty, or in any legal person or other organization that can directly or indirectly control the counterparty, or any legal person or other organization that can be directly or indirectly controlled by the counterparty;</p> <p>(IV) Close family member of the counterparty or its direct or indirect controller;</p> <p>(V) Close family members of the counterparty or its direct or indirect controller or its directors, supervisors and senior management;</p> <p>(VI) A director determined by the CSRC, the Stock Exchange the SSE, or the Company on basis of the principle of substance over form that its independent business judgment may be affected.</p>

**APPENDIX VIII COMPARISON CHART OF AMENDMENTS TO THE MANAGEMENT MEASURES ON CONNECTED
TRANSACTIONS OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP
CO., LIMITED APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES**

No.	Original Articles	Amended Articles
7	<p>Article 32 Independent non-executive directors of the Company shall express opinions on the fairness of related party transactions partially exempted from disclosure. For related party transactions strictly required to be disclosed, the Company shall set up the Independent Board Committee comprising all the independent non-executive directors and it shall express opinions on whether the terms of the related party transactions or arrangements are fair and reasonable and whether it is in the interests of the Company and its shareholders as a whole, and after considering the opinions of the independent financial adviser, voice its opinion on how the shareholders vote on them.</p>	<p>Article 32 Independent (non-executive) directors of the Company shall express opinions on the fairness of related party transactions partially exempted from disclosure. For connected transactions that shall be disclosed, the Company shall submitted to the Board of Directors for deliberation upon approval by a majority of all independent (non-executive) directors of the Company.</p>

COMPARISON CHART OF AMENDMENTS TO THE MANAGEMENT SYSTEMS FOR REGULATING FUND TRANSFERS WITH RELATED PARTIES OF BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED

No.	Original Articles	Amended Articles
1	<p>Article 11 The board of directors of the Company is the responsible department on the transfer of funds between the Company and its related parties. The chairman of the Company is the first responsible person. The general manager of the Company is the directly responsible person, and the person-in-charge of finance is the person responsible for the work. Once the board of directors of the Company finds that the appropriation of funds by related parties exist in the Company, it shall take various measures to ensure related parties to settle the non-operating funds appropriated historically formed.</p> <p>The directors, supervisors and senior management personnel of the Company have the obligation of focusing on the issue of misappropriation of the Company's interest as a result of the appropriation of the Company's funds by related parties. The independent (non-executive) directors and supervisors of the Company shall review the transfer of funds between the Company and the related parties at least once every quarter and have understanding on whether the Company's funds, assets and other resources are appropriated or transferred by the controlling shareholders and its related parties. Anything abnormal found shall be reported to the board of directors of the Company to take relevant measures.</p> <p>.....</p>	<p>Article 11 The board of directors of the Company is the responsible department on the transfer of funds between the Company and its related parties. The chairman of the Company is the first responsible person. The general manager of the Company is the directly responsible person, and the person-in-charge of finance is the person responsible for the work. Once the board of directors of the Company finds that the appropriation of funds by related parties exist in the Company, it shall take various measures to ensure related parties to settle the non-operating funds appropriated historically formed.</p> <p>The directors, supervisors and senior management personnel of the Company have the obligation of focusing on the issue of misappropriation of the Company's interest as a result of the appropriation of the Company's funds by related parties.</p> <p>.....</p>

**COMPARISON CHART OF AMENDMENTS TO THE MANAGEMENT SYSTEMS
FOR THE PROVISION OF FINANCIAL ASSISTANCE TO EXTERNAL PARTIES
OF BEIJING URBAN CONSTRUCTION DESIGN &
DEVELOPMENT GROUP CO., LIMITED**

No.	Original Articles	Amended Articles
1	<p>Article 4 When the board of directors considers the provision of external financial assistance to related parties, the related directors shall abstain from voting. When there are less than three non-related directors, such external financial assistance shall be submitted to the shareholders' general meeting for consideration.</p> <p>When the board of directors of the Company considers the financial assistance, the independent (non-executive) directors and independent financial advisor (if any) shall express independent opinion on the legality and compliance of such matter, the effect on the Company and the risks exist, etc.</p>	<p>Article 4 When the board of directors considers the provision of external financial assistance to related parties, the related directors shall abstain from voting. When there are less than three non-related directors, such external financial assistance shall be submitted to the shareholders' general meeting for consideration.</p>

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Group. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

Securities Interest of Substantial Shareholders

As at the Latest Practicable Date, so far as is known to the Directors, the following persons (other than Directors, Supervisors and chief executive of the Company) had an interest and short position in the shares and underlying shares of the Company which shall be entered in the register kept by the Company pursuant to Section 336 of the SFO:

Domestic Shares

Name of Shareholders	Capacity	Number of Domestic Shares	Nature of interest	Approximate percentage of the total issued Domestic Share capital	Approximate percentage of the total issued Share capital
Beijing Urban Construction Group Co., Ltd. ¹	Beneficial owner	571,031,118	Long position	59.44%	42.34%
Beijing Infrastructure Investment Co., Ltd. ²	Beneficial owner	87,850,942	Long position	9.14%	6.51%
Beijing Chengtong Enterprise Management Center (General Partnership)	Beneficial owner	76,000,000 ³	Long position	7.91%	5.64%

Notes:

1. Beijing Urban Construction Group Co., Ltd. is a wholly state-owned company with limited liability established and funded by State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality.
2. Beijing Infrastructure Investment Co., Ltd. ("**Beijing Investment Company**") is a wholly state-owned corporation established and funded by State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality. A merger and restructuring was conducted between Beijing

Investment Company and Beijing MTR Construction Administration Corporation (北京市軌道交通建設管理有限公司) on 4 August 2020, pursuant to which, Beijing Investment Company in aggregate holds directly and indirectly 199,998,412 shares of the Company (including 131,776,412 Domestic Shares and 68,222,000 H Shares of the Company, representing approximately 14.83% of the issued shares of the Company). For details, please refer to the announcement of the Company dated 10 August 2020.

3. Among which 18,270,000 Domestic Shares were issued for connected subscriptions. For details, please refer to the circular of the Company dated 7 December 2017 and the announcement of the Company dated 5 February 2018.

H Shares

Name of Shareholders	Capacity	Number of H Shares	Nature of interest	Approximate percentage of the total issued H Share capital	Approximate percentage of the total issued Share capital
Amundi Ireland Ltd.	Investment manager	81,494,000	Long position	21.01%	6.04%
Beijing Infrastructure Investment Co., Ltd. ¹	Interest of controlled corporations	68,222,000	Long position	17.59%	5.06%
Beijing Infrastructure Investment (Hong Kong) Limited ¹	Beneficial owner	68,222,000	Long position	17.59%	5.06%
Pioneer Investment Management Limited	Investment manager	66,028,000	Long position	17.02%	4.90%
Pioneer Asset Management S.A.	Investment manager	52,777,000	Long position	13.60%	3.91%
CRRC Group	Interest of controlled corporations ²	26,222,000	Long position	6.76%	1.94%

Notes:

1. Beijing Investment Company indirectly holds long position of 68,222,000 H Shares of the Company through its wholly owned subsidiary, Beijing Infrastructure Investment (Hong Kong) Limited.
2. CRRC Group (formerly known as CSR Group) is interested in 26,222,000 H Shares through its controlled corporations, CRRC Corporation Limited (formerly known as CSR Corporation Limited) and CRRC (Hong Kong) Co., Ltd. (formerly known as CSR (Hong Kong) Co., Ltd.).

Saved as disclosed above, at the Latest Practicable Date, the Directors are not aware of any other person (other than Directors, Supervisors or chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company which would fall to be notified to the Company and the Hong Kong Stock Exchange under the requirements of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept under Section 336 of the SFO.

The Interests and Short Positions of Directors, Supervisors and Chief Executive in the Shares, Underlying Shares and Debentures

At the Latest Practicable Date, the interests and short positions of the Directors in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have been taken under such provisions of the SFO) or were required to be entered in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the requirements of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules, were as follows:

Name	Title	Nature of interest	Class of Shares	Number of Shares	Approximate percentage of total issued H Share capital	Approximate percentage of total issued Share capital
Wang Hanjun	Executive Director and general manager	Personal interest	H Shares	48,000	0.01	0.004
Li Guoqing	Executive Director and deputy general manager	Personal interest	H Shares	48,000	0.01	0.004

Note: Mr. Wang Hanjun and Mr. Li Guoqing subscribed for 1,000,000 Domestic Shares respectively under a key employee stock ownership scheme on 29 December 2017.

Save as disclosed above, at the Latest Practicable Date, none of the other Directors and Supervisors or chief executives of the Company had any interests or short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have been taken under such provisions of the SFO); or (ii) entered in the register required to be kept under Section 352 of the SFO; or (iii) otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the requirements of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules.

3. COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or their respective close associates was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

4. DIRECTORS' AND SUPERVISORS' INTEREST IN ASSETS AND/OR CONTRACTS

As at the Latest Practicable Date, none of the Directors or the Supervisors had any direct or indirect interest in any asset which had been, since 31 December 2022, being the date to which the latest published audited accounts of the Group were made up, acquired or disposed of by or leased to, or were proposed to be acquired or disposed of by or leased to, any member of the Group.

As at the Latest Practicable Date, none of the Directors, Supervisors or their respective associates was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

5. DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors or the Supervisors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there was no any material adverse change in the financial or trading position of the Group since 31 December 2022, being the date to which the latest published audited accounts of the Group were made up.

7. LITIGATIONS

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance, and the Directors are not aware of any litigation or claim of material importance pending or threatened against the Company or any of the Company's subsidiaries.

8. EXPERT'S QUALIFICATION AND CONSENT

The following is the qualification of the expert who has given advice and recommendations which are contained in this circular:

Name	Qualification
Merdeka Corporate Finance Limited	a licensed corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

As at the Latest Practicable Date, the expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter or report and references to its name and advice in the form and context in which it appears.

9. EXPERT'S INTERESTS

As at the Latest Practicable Date, the above expert:

- (a) did not have any direct or indirect interest in any assets which have been, after 31 December 2022, being the date to which the latest published audited financial statements of the Group were made up, acquired or disposed of by or leased to, or proposed to be acquired or disposed of by or leased to, any member of the Group; and
- (b) did not have any shareholding in any member of the Group or any right, whether legally enforceable or not, to subscribe for, or to nominate persons to subscribe for securities in any member of the Group.

10. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.bju.cd.com) for the period from the date of this circular up to and including the date of the EGM:

Integrated Services Framework Agreement.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING



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 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 First Extraordinary General Meeting (the “EGM”) 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, 8 March 2024, to consider and, if thought fit, approve the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the amendments to the existing Articles of Association
2. To consider and approve the resolution on the amendments to the existing Rules of Procedure for the General Meeting
3. To consider and approve the resolution on the amendments to the existing Rules of Procedure for the Board of Directors
4. To consider and approve the resolution on the extension of the validity period of the general meeting resolution in relation to the initial public offering and listing of A Shares of the Company
5. To consider and approve the resolution on the extension of the validity period of the authorization by general meeting in relation to the initial public offering and listing of A Shares of the Company
6. To consider and approve the resolution on the amendments to the Articles of Association (Draft) applicable upon the initial public offering and listing of A Shares
7. To consider and approve the resolution on the amendments to the Rules of Procedure for the General Meeting applicable upon the initial public offering and listing of A Shares
8. To consider and approve the resolution on the amendments to the Rules of Procedure for the Board of Directors applicable upon the initial public offering and listing of A Shares

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTIONS

9. To consider and approve the resolution on the amendments to the Working Rules for the Independent Directors of Beijing Urban Construction Design & Development Group Co., Limited and other rules applicable upon the initial public offering and listing of A Shares
 - 9.01 To consider and approve the Working Rules for the Independent Directors of Beijing Urban Construction Design & Development Group Co., Limited
 - 9.02 To consider and approve the Management Measures on Connected Transactions of Beijing Urban Construction Design & Development Group Co., Limited
 - 9.03 To consider and approve the Management Systems for Regulating Fund Transfers with Related Parties of Beijing Urban Construction Design & Development Group Co., Limited
 - 9.04 To consider and approve the Management Systems for the Provision of Financial Assistance to External Parties of Beijing Urban Construction Design & Development Group Co., Limited
10. To consider and approve the continuing connected transactions with Beijing Infrastructure Investment Co., Ltd.:

“**THAT**, the Integrated Services Framework Agreement to be executed between the Company and Beijing Infrastructure Investment Co., Ltd. and the annual caps for the provision of construction survey, design and consultancy services and construction contracting services by the Group to Beijing Investment, its subsidiaries and/or associates contemplated thereunder for the three years ending 31 December 2026 are hereby approved and confirmed; and any director of the Company is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the Integrated Services Framework Agreement with such changes as he/she may consider necessary, desirable or expedient.”

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

Beijing, 22 February 2024

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.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Wednesday, 6 March 2024 to Friday, 8 March 2024, both days inclusive. H Shareholders and domestic shares whose names appeared on the register of members of the Company as at Friday, 8 March 2024 shall be entitled to attend and vote at the EGM. H Shareholders of the Company who intend to attend and vote at the EGM 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 Tuesday, 5 March 2024 for registration.
2. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent the relevant shareholder.
3. 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.
4. 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 H Shareholders not less than 24 hours before the time stipulated for convening the EGM (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 EGM (or any adjournment thereof). If no direction is given, the proxy will be entitled to vote or abstain as he or she thinks fit.
5. The EGM is estimated to last for about half a day. Shareholders or their proxies who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM (or any adjournment thereof).

NOTICE OF THE 2024 FIRST DOMESTIC SHARES CLASS MEETING

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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 2024 FIRST DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2024 First Domestic Shares Class Meeting (the “**Domestic Shares Class Meeting**”) 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 immediately after the 2024 First Extraordinary General Meeting on Friday, 8 March 2024, to consider and, if thought fit, approve the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the extension of the validity period of the general meeting resolution in relation to the initial public offering and listing of A Shares of the Company
2. To consider and approve the resolution on the extension of the validity period of the authorization by general meeting in relation to the initial public offering and listing of A Shares of the Company
3. To consider and approve the resolution on the amendments to the Articles of Association (Draft) applicable upon the initial public offering and listing of A Shares

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

Beijing, 22 February 2024

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.

NOTICE OF THE 2024 FIRST DOMESTIC SHARES CLASS MEETING

Notes:

1. Holders of domestic shares whose names appeared on the register of members of the Company as at Friday, 8 March 2024 shall be entitled to attend and vote at the Domestic Shares Class Meeting.
2. A shareholder entitled to attend and vote at the Domestic Shares Class Meeting may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company but must attend the Domestic Shares Class Meeting in person to represent the relevant shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her 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.
4. 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 not less than 24 hours before the time stipulated for convening the Domestic Shares Class Meeting (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 Domestic Shares Class Meeting (or any adjournment thereof). If no direction is given, the proxy will be entitled to vote or abstain as he or she thinks fit.
5. The Domestic Shares Class Meeting is estimated to last for about half a day. Shareholders or their proxies who attend the Domestic Shares Class Meeting (and any adjournment thereof) shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the Domestic Shares Class Meeting (and any adjournment thereof).

NOTICE OF THE 2024 FIRST H SHARES CLASS MEETING

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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)

NOTICE OF THE 2024 FIRST H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2024 First H Shares Class Meeting (the “**H Shares Class Meeting**”) 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 immediately after the 2024 First Extraordinary General Meeting and the 2024 First Domestic Shares Class Meeting on Friday, 8 March 2024, to consider and, if thought fit, approve the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the extension of the validity period of the general meeting resolution in relation to the initial public offering and listing of A Shares of the Company
2. To consider and approve the resolution on the extension of the validity period of the authorization by general meeting in relation to the initial public offering and listing of A Shares of the Company
3. To consider and approve the resolution on the amendments to the Articles of Association (Draft) applicable upon the initial public offering and listing of A Shares

By order of the Board

Beijing Urban Construction Design & Development Group Co., Limited
Pei Hongwei
Chairman

Beijing, 22 February 2024

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.

NOTICE OF THE 2024 FIRST H SHARES CLASS MEETING

Notes:

1. The register of H shares members of the Company will be closed from Wednesday, 6 March 2024 to Friday, 8 March 2024, both days inclusive, during which period no transfer of H shares will be registered. Holders of H shares whose names appeared on the register of members of the Company as at Friday, 8 March 2024 shall be entitled to attend and vote at the H Shares Class Meeting. Holders of H shares of the Company who intend to attend and vote at the H Shares Class Meeting 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 Tuesday, 5 March 2024 for registration.
2. A shareholder entitled to attend and vote at the H Shares Class Meeting may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company but must attend the H Shares Class Meeting in person to represent the relevant shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her 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.
4. 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 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 H Shares Class Meeting (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 H Shares Class Meeting (or any adjournment thereof). If no direction is given, the proxy will be entitled to vote or abstain as he or she thinks fit.
5. The H Shares Class Meeting is estimated to last for about half a day. Shareholders or their proxies who attend the H Shares Class Meeting (and any adjournment thereof) shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the H Shares Class Meeting (and any adjournment thereof).