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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 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

## 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.*

*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).