
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 AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE SUPERVISORY BOARD
AND
NOTICE OF THE 2024 SECOND EXTRAORDINARY
GENERAL MEETING

The EGM of the Company is to be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Thursday, 1 August 2024. A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the EGM is set out on pages 52 to 53 of this circular.

If you intend to appoint a proxy to attend the EGM, 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.

15 July 2024

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DEFINITIONS

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

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|---------------------------------|--|
| “Articles of Association” | the articles of association of the Company as amended, modified or supplemented from time to time |
| “Board” or “Board of Directors” | the board of directors of the Company |
| “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 |
| “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 |
| “EGM” | the 2024 Second Extraordinary General Meeting of the Company to be convened on Thursday, 1 August 2024 to consider and, if thought fit, approve the resolutions set out in the Notice of the EGM dated 15 July 2024 |
| “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 |
| “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 |

DEFINITIONS

| | |
|---|--|
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “PRC” or “China” | the People’s Republic of China which, for the purpose of this circular only, shall exclude 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 |
| “Rules of Procedure for the Supervisory Board” | the Rules of Procedure for the Supervisory Board 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 |

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 Director:

Wang Hanjun

Non-executive Directors:

Pei Hongwei (*Chairman*)

Li Guoqing

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

15 July 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 AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE SUPERVISORY BOARD
AND
NOTICE OF THE 2024 SECOND EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

On behalf of the Board, I invite you to attend the EGM to be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Thursday, 1 August 2024.

The purpose of this circular is to send you notice of the EGM 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.

LETTER FROM THE BOARD

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 June 2024 in relation to proposed amendments to the Articles of Association. For the purpose of further improving the corporate governance structure, it is proposed to make amendments to the Articles of Association in accordance with the Company Law and other regulations, given the implementation of the new Company Law with the effect from 1 July 2024. For the comparison chart of the amendments to the Articles of Association, please refer to Appendix I.

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

For the purpose of further improving the corporate governance structure, it is proposed to make amendments to the Rules of Procedure for the General Meeting in accordance with the Company Law and other regulations, given the implementation of the new Company Law with the effect from 1 July 2024. 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 RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

For the purpose of further improving the corporate governance structure, it is proposed to make amendments to the Rules of Procedure for the Board of Directors in accordance with the Company Law and other regulations, given the implementation of the new Company Law with the effect from 1 July 2024. For the comparison chart of the amendments to the Rules of Procedure for the Board of Directors, please refer to Appendix III.

V. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SUPERVISORY BOARD

For the purpose of further improving the corporate governance structure, it is proposed to make amendments to the Rules of Procedure for the Supervisory Board in accordance with the Company Law and other regulations, given the implementation of the new Company Law with the effect from 1 July 2024. For the comparison chart of the amendments to the Rules of Procedure for the Supervisory Board, please refer to Appendix IV.

VI. EGM

The EGM will be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Thursday, 1 August 2024, to consider and, if thought fit, approve the resolutions set out in the Notice of the EGM dated 15 July 2024. Notice convening the EGM is set out on pages 52 to 53 in this circular.

LETTER FROM THE BOARD

If you intend to appoint a proxy to attend the EGM, 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, the register of members of the Company will be closed from Tuesday, 30 July 2024 to Thursday, 1 August 2024, both days inclusive, during which period no transfer of Shares will be registered.

For the purposes of ascertaining Shareholders' entitlement to attend and vote at the EGM, all transfer documents together with the relevant share certificates must be lodged to 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 Monday, 29 July 2024. Shareholders whose names appear on the register of members of the Company on Thursday, 1 August 2024 will be entitled to attend the EGM and to vote thereat.

VII. VOTES BY WAY OF POLL

According to the Hong Kong Listing Rules and the Articles of Association, the resolutions set out in the notice of the EGM will be voted on by way of poll. Poll results will be posted on the website of the Company at www.bju.cd.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the conclusion of the EGM.

VIII. RECOMMENDATION

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

Yours faithfully,

By order of the Board

Beijing Urban Construction Design & Development Group Co., Limited

Pei Hongwei

Chairman

**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 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> | <p>Note: In these Articles of Association, “Company Law” refers to the Company Law of the People’s Republic of China effective on 1 July 2024 as amended on 29 December 2023; “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> |
| <p>Article 10. The Company may invest in other enterprises. However, unless otherwise provided by laws, the Company shall not be investor which is jointly and severally liable for the invested enterprise’s debts.</p> | <p>Article 10. The Company may invest in other enterprises. However, where the law stipulates that the Company shall not be investor which is jointly and severally liable for the invested enterprise’s debts, such provision shall prevail.</p> |
| <p>Article 27. Where the Company reduces its registered capital, it must prepare a balance sheet and a list of assets. The Company shall notify its creditors within ten days from the date of the Company’s resolution on reduction in registered capital and shall publish an announcement in newspapers within thirty days from the date of such resolution. Creditors of the Company shall be entitled, within thirty days from the date of receipt of the notice from the Company or, in case of a creditor who has not received such notice, within forty-five days of the date of the announcement, to require the Company to repay its debts or provide a corresponding repayment guarantee for such debt.</p> <p>The Company’s registered capital after the capital reduction shall not fall below the minimum statutory requirement.</p> | <p>Article 27. Where the Company reduces its registered capital, it shall prepare a balance sheet and a list of assets.</p> <p>The Company shall notify its creditors within ten days from the date of the Company’s resolution on reduction in registered capital passed at the shareholders’ meeting and shall publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within thirty days from the date of such resolution. Creditors of the Company shall be entitled, within thirty days from the date of receipt of the notice from the Company or, in case of a creditor who has not received such notice, within forty-five days of the date of the announcement, to require the Company to repay its debts or provide a corresponding repayment guarantee for such debt.</p> <p>The Company’s registered capital after the capital reduction shall not fall below the minimum statutory requirement.</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 |
|--|---|
| <p>Article 35. The following behaviours shall not be deemed to be behaviours as prohibited by Article 33:</p> <p>(1) the provision of financial assistance by the Company where the financial assistance is provided in good faith in the interests of the Company and the principal purpose of which is not for the acquisition of shares in the Company, or where the provision of financial assistance is an incidental part of certain overall plan of the Company;</p> <p>(2) the lawful distribution of the Company’s assets by way of dividends;</p> <p>(3) the distribution of dividends through allotment of shares;</p> <p>(4) a reduction of registered capital, a repurchase of shares or an adjustment of the shareholding structure of the Company effected in accordance with the Articles of Association;</p> <p>(5) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is funded by its distributable profits); and</p> <p>(6) the provision of funds by the Company to the employee share option schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is funded by its distributable profits).</p> | <p>Article 35. The following behaviours shall not be deemed to be behaviours as prohibited by Article 33:</p> <p>(1) the provision of financial assistance by the Company where the financial assistance is provided in good faith in the interests of the Company. Subject to a resolution at the shareholders’ meeting or a resolution made by the Board of Directors in accordance with the Articles of Association or the authorization of the shareholders’ meeting, the Company may provide financial assistance for others to acquire the shares of the Company or its parent company, and the accumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. A resolution made by the board of directors shall be approved by more than two-thirds of all the directors;</p> <p>(2) the provision of funds by the Company to the employee share option schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is funded by its distributable profits).</p> <p>Where any violation of the above provisions causes losses to the Company, the responsible directors, supervisors and senior management members shall be liable for compensation.</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 |
|---|---|
| <p>Article 42. All fully paid-up overseas-listed foreign shares listed in Hong Kong are freely transferable pursuant to the Articles of Association. The board may refuse to recognize any instrument of transfer without explanation unless such transfer meets the following conditions:</p> <p>(1) The relevant expenses have been paid to the Company according the fee schedule set out in the Listing Rules for registration of transfer and other documents relating to or which will affect the right of ownership of the shares;</p> <p>(2) the document of transfer involves only the overseas-listed foreign shares listed in Hong Kong;</p> <p>(3) the stamp duty payable on the instrument of transfer has been paid as required by the laws in Hong Kong;</p> <p>(4) the relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the right to transfer such shares have been provided;</p> <p>(5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four;</p> <p>(6) the Company does not have any lien over the relevant shares; and</p> <p>(7) No transfer shall be made to an underage or to a person of unsound mind or legally proclaimed with behavioural disability.</p> | <p>Article 42. All fully paid-up overseas-listed foreign shares listed in Hong Kong are freely transferable pursuant to the Articles of Association. The board may refuse to recognize any instrument of transfer without explanation unless such transfer meets the following conditions:</p> <p>(1) The relevant expenses have been paid to the Company according the fee schedule set out in the Listing Rules for registration of transfer and other documents relating to or which will affect the right of ownership of the shares;</p> <p>(2) the document of transfer involves only the overseas-listed foreign shares listed in Hong Kong;</p> <p>(3) the stamp duty payable on the instrument of transfer has been paid as required by the laws in Hong Kong;</p> <p>(4) the relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the right to transfer such shares have been provided;</p> <p>(5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four;</p> <p>(6) the Company does not have any lien over the relevant shares; and</p> <p>(7) No transfer shall be made to an underage or to a person of unsound mind or legally proclaimed with behavioural disability.</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 |
|---|---|
| <p>If the board of directors refuses to register the transfer of shares, it shall provide a notice of refusal to both the transferor and the transferee within two months from the date of the formal application of such transfer.</p> <p>The directors, supervisors and other senior management of the Company shall declare to the Company any shares held by them and the change of such shareholding; every year during the term of their office, they shall not transfer shares exceeding 25% of the total number of shares of the Company they held; the shares of the Company they held are not transferable within one year from the listing date of the H shares. They shall not transfer the shares of the Company within six months from the termination of office.</p> <p>The Company shall not accept any shares of the Company as the subject of pledge.</p> | <p>If the board of directors refuses to register the transfer of shares, it shall provide a notice of refusal to both the transferor and the transferee within two months from the date of the formal application of such transfer.</p> <p>The directors, supervisors and other senior management of the Company shall declare to the Company any shares held by them and the change of such shareholding; every year during the term of their office as determined at the time of their appointment, they shall not transfer shares exceeding 25% of the total number of shares of the Company they held; the shares of the Company they held are not transferable within one year from the listing date of the H shares. They shall not transfer the shares of the Company within six months from the termination of office.</p> <p>The Company shall not accept any shares of the Company as the subject of pledge.</p> |
| <p>Article 52. Holders of ordinary shares of the Company shall assume the following obligations:</p> <p>(1) to comply with the Articles of Association;</p> <p>(2) to pay subscription money according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to abuse the rights of shareholders to damage the interests of the Company or other shareholders; a shareholder who abuses shareholder’s right shall be liable for indemnification to any loss so caused to the Company or other shareholders according to law;</p> | <p>Article 52. Holders of ordinary shares of the Company shall assume the following obligations:</p> <p>(1) to comply with the Articles of Association;</p> <p>(2) to pay subscription money according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to abuse the rights of shareholders to damage the interests of the Company or other shareholders; a shareholder who abuses shareholder’s right shall be liable for indemnification to any loss so caused to the Company or other shareholders according to law;</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 |
|---|---|
| <p>(4) substantial shareholders shall report to board of directors in a timely, truthful and complete manner the list of its contacts and the information on its connected transactions among others;</p> <p>(5) to assume other obligations as required by the laws, administrative regulations and the Articles of Association.</p> <p>Shareholders shall not be liable to make any further contributions to the share capital other than according to the terms agreed by the subscribers at the time of share subscription.</p> | <p>(4) not to abuse the independent legal status of the Company and the limited liability of shareholders for damaging the interests of the creditors of the Company and evading the repayment of debts, where severely damaging the interests of the creditors of the Company, joint liabilities shall be borne for the debts of the Company;</p> <p>(5) substantial shareholders shall report to board of directors in a timely, truthful and complete manner the list of its contacts and the information on its connected transactions among others;</p> <p>(6) to assume other obligations as required by the laws, administrative regulations and the Articles of Association.</p> <p>Shareholders shall not be liable to make any further contributions to the share capital other than according to the terms agreed by the subscribers at the time of share subscription.</p> |
| <p>Article 54. The term “controlling shareholder” referred to in the preceding article means a person who satisfies any one of the following conditions:</p> <p>(1) a person who, acting alone or in concert with others, is entitled to elect half or more members of the board;</p> <p>(2) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% (inclusive) or more of the voting rights in the Company;</p> | <p>Article 54. The term “controlling shareholder” referred to in the preceding article means a person who satisfies any one of the following conditions:</p> <p>(1) a person who, acting alone or in concert with others, is entitled to elect a majority of members of the board;</p> <p>(2) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% (inclusive) or more of the voting rights in the Company;</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 |
|---|---|
| <p>(3) a person who, acting alone or in concert with others, holds 30% (inclusive) or more of the issued and outstanding shares of the Company;</p> <p>(4) a person who, acting alone or in concert with others, has de facto control over the Company in any other manners.</p> | <p>(3) a person who, acting alone or in concert with others, holds 30% (inclusive) or more of the issued and outstanding shares of the Company;</p> <p>(4) a person who, acting alone or in concert with others, has de facto control over the Company in any other manners.</p> |
| <p>Article 56. The general meeting shall exercise the following functions and powers:</p> <p>(1) to decide the Company’s operational policies and investment plans;</p> <p>(2) to elect and replace directors and decide on the matters relating to the remuneration of the relevant directors;</p> <p>(3) to elect and replace supervisors who are appointed from the shareholders’ 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>Article 56. The shareholders’ meeting shall exercise the following functions and powers:</p> <p>(1) to elect and replace directors and supervisors, and decide on the matters relating to the remuneration of the relevant directors and supervisors;</p> <p>(2) to consider and approve the reports of the board of directors;</p> <p>(3) to consider and approve the reports of the supervisory board;</p> <p>(4) to consider and approve the Company’s profit distribution plans and loss recovery plans;</p> <p>(5) to resolve on matters over the increase or reduction of the Company’s registered capital;</p> <p>(6) to resolve on matters over the merger, division, dissolution or liquidation of the Company or change of the Company’s form;</p> <p>(7) to resolve on the issue of bonds, other securities and listing of the Company;</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 |
|---|--|
| (8) to resolve on matters over the increase or reduction of the Company's registered capital; | (8) to resolve on the appointment, dismissal or non-reappointment of accounting firms; |
| (9) to resolve on matters over the merger, division, dissolution or liquidation of the Company or change of the Company's form; | (9) to resolve on purchase or disposal of material assets or any guarantee made within a year, and the amount of which exceeds 30% of the latest audited total assets of the Company; |
| (10) to resolve on the issue of bonds, other securities and listing of the Company; | (10) to resolve on the repurchase of Company' shares under the circumstances provided for in items (1) and (2) of Article 28 of the Articles of Association; |
| (11) to resolve on the appointment, dismissal or non-reappointment of accounting firms; | |
| (12) to amend the Articles of Association; | (11) to amend the Articles of Association; |
| (13) to consider and review the resolution proposed by any shareholder who holds, alone or in aggregate, 3% of the shares with voting rights of the Company; | (12) to consider and review the resolution proposed by any shareholder who holds, alone or in aggregate, more than 1% of the shares with voting rights of the Company; |
| (14) to resolve on other matters which are required to be resolved at general meetings under the laws, administrative regulations, and the Articles of Association; | (13) to resolve on other matters which are required to be resolved at shareholders' meeting under the laws, administrative regulations, and the Articles of Association; |
| (15) to authorize and entrust the board of directors to handle any matters authorized and entrusted thereto. | (14) to authorize and entrust the board of directors to handle any matters authorized and entrusted thereto. |

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

| Existing Articles | Amended Articles |
|---|--|
| <p>Matters which, as required by the laws, administrative regulations and the Articles of Association, shall be resolved at general meetings, shall be considered at shareholders' general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. The board of directors may be authorized by shareholder' general meeting whenever necessary and reasonable to make decisions within its scope of authorization as delegated by shareholders' general meetings on specific matters which are relevant to the aforementioned resolutions and cannot be approved forthwith at the shareholders' general meeting.</p> <p>Any authorization of the board of directors by shareholders relating to ordinary resolutions at general meetings shall be approved by over one-half of the shareholders (or their proxies) present and entitled to vote at the meeting; if such authorization is related to special resolutions, an approval of two-thirds of the shareholders (or their proxies) present and entitled to vote at the meeting is required. The content of the scope of authorization shall be clear and specific.</p> | <p>Matters which, as required by the laws, administrative regulations and the Articles of Association, shall be resolved at shareholders' meeting, shall be considered at shareholders' meetings so as to protect the decision-making rights of shareholders of the Company on such matters. The board of directors may be authorized by shareholder' general meeting whenever necessary and reasonable to make decisions within its scope of authorization as delegated by shareholders' meetings on specific matters which are relevant to the aforementioned resolutions and cannot be approved forthwith at the shareholders' meeting.</p> <p>Any authorization of the board of directors by shareholders relating to ordinary resolutions at shareholders' meeting shall be approved by majority of the shareholders (or their proxies) present and entitled to vote at the meeting; if such authorization is related to special resolutions, an approval of two-thirds of the shareholders (or their proxies) present and entitled to vote at the meeting is required. The content of the scope of authorization shall be clear and specific.</p> |
| <p>Article 60. The shareholder(s) holding more than 3% of voting right of the shares of the Company may put forward new proposals in writing to the shareholders' general meeting 10 days prior to the shareholders' general meeting. The convener of the general meeting shall serve a supplementary notice of the shareholders' general meeting to the other shareholders within 2 days after receiving the proposal, and add the proposals which relates to the scope of duties of the shareholders' general meeting to agenda of the meeting. The Company shall also comply with other requirements of the listing rules of the stock exchange where the Company has its shares listed.</p> | <p>Article 60. The shareholder(s) individually or jointly holding more than 1% of voting right of the shares of the Company may put forward interim proposals in writing to the convener 10 days prior to the shareholders' meeting. The interim proposals shall have clear topics and specific resolutions. The convener shall notify the other shareholders within 2 days after receiving the proposal and submit the same to the shareholders' meeting for consideration, provided that the interim proposal may not violate laws, administrative regulations or the provisions of the Articles of Association, or fall within the scope of authority of the shareholders' meeting. The Company shall also comply with other requirements of the listing rules of the stock exchange where the Company has its shares listed.</p> |

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| <p>Article 61. An extraordinary general meeting shall not resolve on matters not stated in the notice of meeting.</p> | <p>Article 61. A shareholders' meeting shall not resolve on matters not stated in the notice of meeting.</p> |
| <p>Article 63. Except as otherwise provided in the relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, notices, materials and written statements of shareholders' general meeting shall be served to the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members, or by publication on the Company's website or by other means set out in this Articles of Association. For the holders of domestic shares, notice of shareholders' general meeting may be served by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council; upon the publication of the announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' meeting.</p> | <p>Article 63. Except as otherwise provided in the relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, notices of shareholders' meeting shall be served by way of announcement.</p> |
| <p>Article 65. Any shareholders entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one or more proxies (who may or may not be a shareholder of the Company) to attend and vote on his/her behalf. The proxy or proxies may exercise the following rights in accordance with the shareholder's authorization:</p> <p>...</p> | <p>Article 65. Any shareholders entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one or more proxies (who may or may not be a shareholder of the Company). The shareholders shall specify the subject, authority and time limit of the proxy or proxies, and the proxy or proxies shall submit a power of attorney to the Company and attend and vote on behalf of the shareholders within the scope of authorization. The proxy or proxies may exercise the following rights in accordance with the shareholder's authorization:</p> <p>...</p> |

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| <p>Article 70. Resolutions of a shareholders' general meeting include ordinary resolutions and special resolutions.</p> <p>Any ordinary resolutions proposed at general meetings shall be passed by more than one-half of the votes of the shareholders (including proxies thereof) attending the general meeting.</p> <p>Any special resolutions proposed at general meetings shall be passed by more than two-thirds of the votes of shareholders (including proxies thereof) attending the general meeting.</p> | <p>Article 70. Resolutions of a shareholders' meeting include ordinary resolutions and special resolutions.</p> <p>Any ordinary resolutions proposed at shareholders' meeting shall be passed by more than half of the votes of the shareholders (including proxies thereof) attending the shareholders' meeting.</p> <p>Any special resolutions proposed at shareholders' meeting shall be passed by more than two-thirds of the votes of shareholders (including proxies thereof) attending the shareholders' meeting.</p> |
| <p>Article 76. The following matters shall be passed by way of ordinary resolution at shareholders' general meeting:</p> <p>(1) working reports of the board of directors and the supervisory board;</p> <p>(2) plans formulated by the board of directors for distribution of profits and for recovery of losses;</p> <p>(3) election or removal of members of the board of directors and supervisors and their remuneration and terms of payment;</p> <p>(4) annual budget and final account, balance sheet, profit statement and other financial statements of the Company; and</p> <p>(5) matters other than those to be passed by special resolution according to the laws, administrative regulations, rules of listing of the stock exchange(s) where the Company has its shares listed or the Articles of Association.</p> | <p>Article 76. The following matters shall be passed by way of ordinary resolution at shareholders' meeting:</p> <p>(1) working reports of the board of directors and the supervisory board;</p> <p>(2) plans formulated by the board of directors for distribution of profits and for recovery of losses;</p> <p>(3) election or removal of members of the board of directors and supervisors and their remuneration and terms of payment;</p> <p>(4) balance sheet, profit statement and other financial statements of the Company; and</p> <p>(5) matters other than those to be passed by special resolution according to the laws, administrative regulations, rules of listing of the stock exchange(s) where the Company has its shares listed or the Articles of Association.</p> |

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| <p>Article 77. The following matters shall be passed by way of special resolution at shareholders' general meetings:</p> <p>(1) increase or reduction in the Company's share capital and issuance of any class of shares, warrants and other similar securities;</p> <p>(2) the issuance of corporate bonds;</p> <p>(3) division, merger, dissolution or liquidation of the Company or change of the Company's form;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) other matters approved in a shareholders' general meeting by way of ordinary resolution that are of material significance to the Company and needed to be approved by way of special resolution; and</p> <p>(6) such other matters to be resolved by special resolutions as required by the Listing Rules or the Articles of Association.</p> | <p>Article 77. The following matters shall be passed by way of special resolution at shareholders' meetings:</p> <p>(1) increase or reduction in the Company's share capital and issuance of any class of shares, warrants and other similar securities;</p> <p>(2) the issuance of corporate bonds;</p> <p>(3) division, merger, dissolution or liquidation of the Company or change of the Company's form;</p> <p>(4) purchase or disposal of material assets or any guarantee made within a year, and the amount of which exceeds 30% of the latest audited total assets of the Company;</p> <p>(5) repurchase of the shares of the Company because of the circumstances under items (1) and (2) as required in Article 28 of the Articles of Association;</p> <p>(6) amendments to the Articles of Association;</p> <p>(7) other matters approved in a shareholders' meeting by way of ordinary resolution that are of material significance to the Company and needed to be approved by way of special resolution; and</p> <p>(8) such other matters to be resolved by special resolutions as required by the Listing Rules or the Articles of Association.</p> |

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| <p>Article 78. Shareholders or the supervisory board demanding an extraordinary general meeting of shareholders or class shareholders' meeting shall abide by the following procedures:</p> <p>(1) The supervisory board or two or more shareholders jointly or separately holding of 10% or more of the shares carrying the right to vote at the upcoming meeting may request the board of directors to convene an extraordinary general meeting or a class shareholders' meeting by signing one or several copies of written request(s) in the same format and content, and stating the subject of meeting and resolutions proposed. The board of directors shall convene the extraordinary general meeting or the class shareholders' meeting as specified in the request as soon as possible. The shareholdings referred to above shall be calculated as at the date of written request made.</p> <p>(2) If the board of directors fails to send a notice to convene such a meeting 30 days after receiving the written request referred to in the preceding paragraph, the shareholders or supervisory board bringing forward the request may by themselves convene such a meeting within four months after the board of directors receives this request with the procedures as similar as possible as that in which shareholders' general meetings are to be convened by the board of directors.</p> <p>Any reasonable expenses incurred by shareholders or the supervisory board in convening and holding a meeting by reason of the failure of the board of directors to duly convene a meeting as requested above shall be borne by the Company and shall be set off against sums owed by the Company to the directors in default.</p> | <p>Article 78. Shareholders demanding an extraordinary general meeting of shareholders or class shareholders' meeting shall abide by the following procedures:</p> <p>If shareholders jointly or separately holding of 10% of the shares carrying the right to vote at the upcoming meeting request to convene an extraordinary general meeting, the board of directors and the supervisory board shall make a decision on whether to convene an extraordinary general meeting within ten days from the date of receipt of the request, and shall give a written reply to the shareholders.</p> <p>Any reasonable expenses incurred by shareholders in convening and holding a meeting by reason of the failure of the board of directors and the supervisory board to duly convene a meeting as requested above shall be borne by the Company.</p> |

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| <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> | <p>Article 79. Shareholders’ 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 a majority 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’ 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 97. The nomination of candidates for directorship is generally put forward by the board of directors at the shareholders’ general meeting of the Company in forms of resolution. Shareholders and the supervisory board may nominate candidates for directorship as provided in this Articles of Association.</p> <p>The intention to nominate a candidate as a director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the Company on or after the date of issue of the notice of the relevant shareholders’ general meeting but not later than seven days prior to the date of convening such shareholders’ general meeting. The period that the Company allows nominators and nominees to submit the notice and documents referred to in the preceding sentence shall be no less than seven days and counted from the next day after the notice of the shareholders’ general meeting is published.</p> <p>The Company will disclose the profiles, reasons for election and attitudes of candidates on nomination in the notice of general meeting.</p> | <p>Article 97. The nomination of candidates for directorship is generally put forward by the board of directors at the shareholders’ meeting of the Company in forms of resolution. Shareholders and the supervisory board may nominate candidates for directorship as provided in this Articles of Association.</p> <p>The Company will disclose the profiles, reasons for election and attitudes of candidates on nomination in the notice of general meeting.</p> |

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| <p>Article 102. The board of directors is accountable to the shareholders' general meeting and exercises the following powers and functions:</p> <p>(1) to be responsible for the convening of general meetings and report its work at the general meetings;</p> <p>(2) to execute resolutions passed at the general meetings;</p> <p>(3) to decide on business operation plans and investment proposals as well as major asset disposal and reorganization schemes of the Company;</p> <p>(4) to prepare the annual financial budget and final accounts of the Company;</p> <p>(5) to prepare proposals for profit distribution and recovery of losses of the Company;</p> <p>(6) to formulate proposals for increase or reduction in the Company's registered capital and the issue of corporate bonds;</p> <p>(7) to formulate proposals for merger, division, dissolution or change of the Company's form;</p> <p>(8) to decide on the establishment of an internal management department of the Company;</p> <p>(9) to appoint or dismiss general manager and board secretary of the Company; to appoint or dismiss the deputy general manager, chief accountant and other senior management members of the Company based on the nomination by the general manager and decide on the matters relating to their remuneration;</p> | <p>Article 102. The board of directors is accountable to the shareholders' meeting and exercises the following powers and functions:</p> <p>(1) to be responsible for the convening of shareholders' meeting and report its work at the shareholders' meeting;</p> <p>(2) to execute resolutions passed at the shareholders' meeting;</p> <p>(3) to decide on business operation plans and investment proposals as well as major asset disposal and reorganization schemes of the Company;</p> <p>(4) to consider and approve the annual financial budget and final accounts of the Company;</p> <p>(5) to prepare proposals for profit distribution and recovery of losses of the Company;</p> <p>(6) to formulate proposals for increase or reduction in the Company's registered capital and the issue of corporate bonds;</p> <p>(7) to formulate proposals for merger, division, dissolution or change of the Company's form;</p> <p>(8) to decide on the establishment of an internal management department of the Company;</p> <p>(9) to appoint or dismiss general manager and board secretary of the Company; to appoint or dismiss the deputy general manager, chief accountant and other senior management members of the Company based on the nomination by the general manager and decide on the matters relating to their remuneration;</p> |

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| <p>(10) to formulate the fundamental management system of the Company;</p> <p>(11) to draft amendments of the Articles of Association;</p> <p>(12) to manage the information disclosure matters of the Company;</p> <p>(13) to submit a resolution on appointment or replacement of the accounting firm responsible for the audit work of the Company at the shareholders' general meeting;</p> <p>(14) other powers and functions conferred by the laws, regulations and rules of listing of securities of the stock exchanges where the Company has its shares listed, at the general meeting or under the Articles of Association.</p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in items (6), (7) and (11), which shall require the affirmative vote of more than two-thirds of the directors. The board of directors shall perform its duties in accordance with the State's laws, administrative regulations, the Articles of Association and resolutions of the shareholders' general meeting.</p> | <p>(10) to formulate the fundamental management system of the Company;</p> <p>(11) to draft amendments of the Articles of Association;</p> <p>(12) to manage the information disclosure matters of the Company;</p> <p>(13) to decide to issue new shares with the authorization of the shareholders' meeting;</p> <p>(14) to submit a resolution on appointment or replacement of the accounting firm responsible for the audit work of the Company at the shareholders' meeting;</p> <p>(15) to formulate a plan for the Company to repurchase its shares due to the circumstances specified in items (1) and (2) of Article 28 of the Articles of Association; to decide to repurchase the Company's shares by the Company due to the circumstances specified in items (3), (5) and (6) of Article 28 of the Articles of Association according to the Articles of Association or the authorization of the shareholders' meeting;</p> <p>(16) other powers and functions conferred by the laws, regulations and rules of listing of securities of the stock exchanges where the Company has its shares listed, at the shareholders' meeting or under the Articles of Association.</p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of a majority of the directors with the exception of resolutions on matters referred to in items (6), (7), (11), (13) and (15) which shall require the affirmative vote of more than two-thirds of the directors. The board of directors shall perform its duties in accordance with the State's laws, administrative regulations, the Articles of Association and resolutions of the shareholders' general meeting.</p> |

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| <p>Article 107. 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>The Company shall hold an annual meeting of independent non-executive directors only that the chairman shall preside over to review the operational conditions of the Company independently.</p> <p>Extraordinary board meetings may be convened under one of the following circumstances:</p> <ol style="list-style-type: none"> (1) the chairman of the board of directors deems necessary; (2) jointly demanded by more than one-third of the directors; (3) demanded by the supervisory board; (4) demanded by the shareholders representing more than one-tenth of the voting rights; (5) demanded by more than one-half of the independent directors; (6) demanded by the general manager; (7) demanded by the Party Committee (Standing Committee). <p>The chairman of the board of directors shall convene and preside over a board meeting within ten days upon receipt of any demand.</p> | <p>Article 107. 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>The Company shall hold an annual meeting of independent non-executive directors only that the chairman shall preside over to review the operational conditions of the Company independently.</p> <p>Extraordinary board meetings may be convened under one of the following circumstances:</p> <ol style="list-style-type: none"> (1) the chairman of the board of directors deems necessary; (2) jointly demanded by more than one-third of the directors; (3) demanded by the supervisory board; (4) demanded by the shareholders representing more than one-tenth of the voting rights; (5) demanded by a majority of the independent directors; (6) demanded by the general manager; (7) demanded by the Party Committee (Standing Committee). <p>The chairman of the board of directors shall convene and preside over a board meeting within ten days upon receipt of any demand.</p> |

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| <p>Article 109. The quorum of the board meeting shall be more than half of the directors (including those entrusted to attend the meeting under Article 110 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>In case a director is interested in the resolution of the board meeting, that director shall avoid attending the meeting and have no voting right. That director will also be excluded in the calculation of quorum for the board of directors.</p> | <p>Article 109. The quorum of the board meeting shall be a majority of the directors.</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>In case a director is interested in the resolution of the board meeting, that director shall avoid attending the meeting and have no voting right. That director will also be excluded in the calculation of quorum for the board of directors.</p> |
| <p>Article 125. The supervisory board shall consist of 7 to 11 supervisors. Supervisors shall have a term of three years and be eligible for re-election upon expiry of the term.</p> <p>The supervisory board shall have one chairman. The appointment and removal of the chairman shall be approved by more than two-thirds of the members of the supervisory board.</p> <p>In the event that the term of office has expired before the election of the new supervisors, or the resignation of supervisors during the term of office causes the number of supervisors to stay below the quorum, the original supervisors shall continue their duties in accordance with the laws, the administrative regulations and the Articles of Association before the new supervisors take office.</p> | <p>Article 125. The supervisory board shall consist of 7 to 11 supervisors. Supervisors shall have a term of three years and be eligible for re-election upon expiry of the term.</p> <p>The supervisory board shall have one chairman. The chairman of the supervisory board is elected by more than half of all supervisors.</p> <p>In the event that the term of office has expired before the election of the new supervisors, or the resignation of supervisors during the term of office causes the number of supervisors to stay below the quorum, the original supervisors shall continue their duties in accordance with the laws, the administrative regulations and the Articles of Association before the new supervisors take office.</p> |

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| <p>Article 128. The supervisory board shall convene meeting at least twice a year. The meeting shall be convened by the chairman of the supervisory board for at least every six months. Any supervisor may propose for an extraordinary meeting of the supervisory board to be held. Where the chairman of the supervisory board is unable or does not to perform his duties, a supervisor may be appointed by him/her to perform his/her duties on his/her behalf.</p> | <p>Article 128. The supervisory board shall convene meeting at least twice a year. The meeting shall be convened by the chairman of the supervisory board for at least every six months. Any supervisor may propose for an extraordinary meeting of the supervisory board to be held. Where the chairman of the supervisory board is unable or does not to perform his duties, a supervisor nominated by more than half of the supervisors shall convene and chair the meeting of the supervisory board.</p> |
| <p>Article 129. The supervisory board is accountable to the shareholders’ general meeting and exercises the following powers and functions in accordance with the laws:</p> <p>(1) to inspect the Company’s financial position;</p> <p>(2) to supervise the performance by directors and senior management in executing the duties of the Company and to propose the removal of any director or senior management who have violated any laws, administrative regulations, the Articles of Association or resolutions passed at the shareholder’s general meeting;</p> <p>(3) to require correction of any acts of directors and senior management which are harmful to the Company’s interests;</p> <p>(4) to inspect financial materials such as the financial reports, operation reports and profit distribution proposals prepared by the board of directors to be submitted to shareholders’ general meetings. In the case of any doubts, the supervisory board may appoint certified public accountants or practicing auditors to help with the review in the name of the Company;</p> | <p>Article 129. The supervisory board is accountable to the shareholders’ meeting and exercises the following powers and functions in accordance with the laws:</p> <p>(1) to inspect the Company’s financial position;</p> <p>(2) to supervise the performance by directors and senior management in executing the duties of the Company and to propose the dismissal of any director or senior management who have violated any laws, administrative regulations, the Articles of Association or resolutions passed at the shareholder’s meeting;</p> <p>(3) to require correction of any acts of directors and senior management which are harmful to the Company’s interests;</p> <p>(4) to inspect financial materials such as the financial reports, operation reports and profit distribution proposals prepared by the board of directors to be submitted to shareholders’ meetings. In the case of any doubts, the supervisory board may appoint certified public accountants or practicing auditors to help with the review in the name of the Company;</p> |

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| <p>(5) to propose the convening of an extraordinary general meeting, and to convene and preside over a general meeting in the event of the board of directors having failed to perform its duties;</p> <p>(6) to propose resolutions at shareholders' general meetings;</p> <p>(7) to deal with or take legal actions against directors and senior management members on behalf of the Company; and</p> <p>(8) to exercise other powers and functions as stipulated in the Articles of Association.</p> <p>Supervisors shall attend meetings of the board of directors.</p> | <p>(5) to propose the convening of an extraordinary general meeting, and to convene and preside over a shareholders' meeting in the event of the board of directors having failed to perform its duties;</p> <p>(6) to propose resolutions at shareholders' meetings;</p> <p>(7) to deal with or take legal actions against directors and senior management members on behalf of the Company; and</p> <p>(8) to exercise other powers and functions as stipulated in the Articles of Association.</p> <p>Supervisors shall attend meetings of the board of directors.</p> |
| <p>Article 130. Supervisors shall have the right to request the chairman of the supervisory board to convene an extraordinary meeting with reasonable cause. Notices of meetings of the supervisory board stamped with the seal of the supervisory board shall be given by the staff to all supervisors ten days prior to such meetings by way of direct delivery in person or by mail, facsimile, e-mail or telephone. Indirect delivery shall also be confirmed by telephone and be recorded. The notice shall include the date and venue of the meeting, the duration of the meeting, issues to be discussed at the meeting and the date of issue of the notice.</p> <p>Meetings of the supervisory board shall be held only when over two-thirds of the members are in attendance. Resolutions at the meetings of the supervisory board shall be decided by an open ballot and each supervisor shall have one vote. Supervisors shall attend meetings of the supervisory board in person. If a supervisor is unable to attend the meeting for any reason, he may entrust other supervisors to attend the meeting on his behalf by signing a power of attorney, which shall state the scope of authorization.</p> | <p>Article 130. Supervisors shall have the right to request the chairman of the supervisory board to convene an extraordinary meeting with reasonable cause. Notices of meetings of the supervisory board stamped with the seal of the supervisory board shall be given by the staff to all supervisors ten days prior to such meetings by way of direct delivery in person or by mail, facsimile, e-mail or telephone. Indirect delivery shall also be confirmed by telephone and be recorded. The notice shall include the date and venue of the meeting, the duration of the meeting, issues to be discussed at the meeting and the date of issue of the notice.</p> <p>Meetings of the supervisory board shall be held only when a majority of the members are in attendance. Resolutions at the meetings of the supervisory board shall be decided by an open ballot and each supervisor shall have one vote. Supervisors shall attend meetings of the supervisory board in person. If a supervisor is unable to attend the meeting for any reason, he may entrust other supervisors to attend the meeting on his behalf by signing a power of attorney, which shall state the scope of authorization.</p> |

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| Resolutions of regular meetings and resolutions of extraordinary meetings of the supervisory board shall all be resolutions of the supervisory board, and shall be passed by over two-thirds of the supervisors by voting. | Resolutions of regular meetings and resolutions of extraordinary meetings of the supervisory board shall all be resolutions of the supervisory board, and shall be passed by a majority of the supervisors by voting. |
| <p>Article 136. A person may not serve as a director, supervisor, general manager, or any other senior management member of the Company if any of the following circumstances applies:</p> <p>(1) a person without civil capacity or with restricted civil capacity;</p> <p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights on committing an offence, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p> <p>(3) a person who is a former director, factory manager or general manager (manager) of a company or enterprise which has entered into insolvent liquidation due to poor business management 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>Article 136. A person may not serve as a director, supervisor, general manager, or any other senior management member of the Company if any of the following circumstances applies:</p> <p>(1) a person without civil capacity or with restricted civil capacity;</p> <p>(2) a person who has been sentenced to punishment because of corruption, bribery, infringement of property, misappropriation of property or sabotaging the socialist market economic order; or who has been deprived of his political rights on committing an offence, 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 review if a suspended sentence is announced;</p> <p>(3) a person who is a former director, factory manager or 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> |

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| <p>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;</p> <p>(7) the person is not eligible for acting in the leadership of a company or an enterprise according to the laws or administrative regulations;</p> <p>(8) the person is not a natural person;</p> <p>(9) a person convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;</p> <p>(10) other circumstances as prescribed by the laws and regulations of the place of listing of the Company's shares. 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>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;</p> <p>(7) the person is not eligible for acting in the leadership of a company or an enterprise according to the laws or administrative regulations;</p> <p>(8) the person is not a natural person;</p> <p>(9) a person convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;</p> <p>(10) other circumstances as prescribed by the laws and regulations of the place of listing of the Company's shares. 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>Any election or appointment of directors or supervisors, or employment of other senior management members in violation of the above provisions shall be invalid.</p> <p>The Company shall dismiss the director, supervisor and senior management member if he is involved in the said circumstances set out in paragraph 1 herein during his term of office.</p> |

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| <p>Article 138. In addition to obligations imposed by the laws, administrative regulations or required by the stock exchange(s) on which the Company's shares are listed, in the exercise of the functions and powers entrusted to him, each of the Company's directors, supervisors, general manager and other senior management members owes the following obligations to each shareholder:</p> <p>(1) not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(2) to act honestly in the best interest of the Company;</p> <p>(3) not to expropriate the Company's property by any means, including but not limited to, opportunities advantageous to the Company;</p> <p>(4) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save for the restructuring of the Company approved at the general meeting in accordance with the Articles of Association.</p> | <p>Article 138. In addition to obligations imposed by the laws, administrative regulations or required by the stock exchange(s) on which the Company's shares are listed, in the exercise of the functions and powers entrusted to him, each of the Company's directors, supervisors, general manager and other senior management members owes the following obligations to each shareholder:</p> <p>(1) not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(2) to act honestly in the best interest of the Company;</p> <p>(3) not to expropriate the Company's property by any means, including but not limited to, opportunities advantageous to the Company, except the business opportunities that cannot be utilized by the Company after they have been reported to and then resolved by the board of directors or shareholders' meetings of the Company, or in accordance with the laws, administrative regulations or the Articles of Association;</p> <p>(4) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save for the restructuring of the Company approved at the shareholders' meeting in accordance with the Articles of Association.</p> |
| <p>Article 172. The Company's appointment of, removal of and non-reappointment of an accounting firm shall be resolved by shareholders in general meetings. The resolution of the shareholders' general meeting shall be filed with the competent securities regulatory authority of the State Council.</p> | <p>Article 172. The Company's appointment of, removal of and non-reappointment of an accounting firm shall be resolved at shareholders' meeting.</p> |

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| <p>Where it is proposed that any resolution be passed at a shareholders’ general meeting concerning the appointment of an accounting firm, which is not an incumbent firm, to replace an existing accounting firm or to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring accounting firm which was appointed by the board of directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal about appointment or removal shall be sent to the accounting firm proposed to be appointed or to leave its office or the accounting firm which has left its office in the relevant fiscal year before notice of meeting is given to the shareholders. Leaving from office includes leaving by removal, resignation and retirement.</p> <p>(2) If the accounting firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall (unless the written representations are received too late):</p> <p style="padding-left: 40px;">(a) in any notice given to shareholders about a resolution to be made, state the representations that have been made by the accounting firm which is about to leave; and</p> <p style="padding-left: 40px;">(b) attach a copy of the representations to the notice and deliver it to every shareholder supposed to receive such notices in the manner stipulated in the Articles of Association.</p> | |

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| <p>(3) The relevant accounting firm may require that the representations be read out at the meeting if the representations of the relevant accounting firm are not sent in accordance with this item (2) and may make a further appeal.</p> <p>(4) An accounting firm which is leaving its office shall be entitled to attend:</p> <p style="padding-left: 2em;">(a) the shareholders' general meeting relating to the expiry of its term of office;</p> <p style="padding-left: 2em;">(b) the general meeting at which it is proposed to fill the vacancy caused by its removal; and</p> <p style="padding-left: 2em;">(c) any shareholders' general meeting convened on its resignation;</p> <p>and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former accounting firm of the Company.</p> | |
| <p>Article 175. The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. For the Company's merger, the parties thereto shall execute a merger agreement and prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within ten days of the date of the Company's resolution on merger and shall make newspaper announcement within thirty days of the date of the Company's resolution on merger. Creditors may, within thirty days after receipt of such notice from the Company, or within forty-five days of the date of the newspaper announcement for those who do not receive such notice, to demand that the Company repay their debts to that creditor or provide a corresponding guarantee for such debts.</p> <p>Upon merger, the credits and liabilities of each of the parties thereto shall be carried on or assumed by the surviving party or the new company.</p> | <p>Article 175. The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. For the Company's merger, the parties thereto shall execute a merger agreement and prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within ten days of the date of the Company's resolution on merger and shall make newspaper announcement or publish on the National Enterprise Credit Information Publicity System within thirty days of the date of the Company's resolution on merger. Creditors may, within thirty days after receipt of such notice from the Company, or within forty-five days of the date of the newspaper announcement for those who do not receive such notice, to demand that the Company repay their debts to that creditor or provide a corresponding guarantee for such debts.</p> <p>Upon merger, the credits and liabilities of each of the parties thereto shall be carried on or assumed by the surviving party or the new company.</p> |

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| <p>Article 176. In a division, the assets shall be split in an appropriate manner. For the division of the Company, all the parties involved in the division shall execute a division agreement, and prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify all creditors within ten days after adoption of the resolution on division and shall make an announcement in newspapers within thirty days.</p> <p>The debts of the Company before division shall be borne by the companies established after division according to the concluded agreement.</p> | <p>Article 176. In a division, the assets shall be split in an appropriate manner. For the division of the Company, all the parties involved in the division shall execute a division agreement, and prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify all creditors within ten days after adoption of the resolution on division and shall make an announcement in newspapers or publish on the National Enterprise Credit Information Publicity System within thirty days.</p> <p>The debts of the Company before division shall be borne by the companies established after division according to the concluded agreement.</p> |
| <p>Article 182. During the liquidation period, the liquidation committee shall exercise the following functions and duties:</p> <p>(1) check the Company’s property and prepare the balance sheet and an inventory of assets;</p> <p>(2) notify the creditors by notice or announcement;</p> <p>(3) dispose of and settle the outstanding affairs of the Company;</p> <p>(4) to settle outstanding taxes as well as taxes arising in the course of liquidation;</p> <p>(5) settle all credits and debts;</p> <p>(6) dispose of the Company’s remaining assets after the settlement of debts;</p> <p>(7) participate in civil proceedings on behalf of the Company.</p> | <p>Article 182. During the liquidation period, the liquidation committee shall exercise the following functions and duties:</p> <p>(1) check the Company’s property and prepare the balance sheet and an inventory of assets;</p> <p>(2) notify the creditors by notice or announcement;</p> <p>(3) dispose of and settle the outstanding affairs of the Company;</p> <p>(4) to settle outstanding taxes as well as taxes arising in the course of liquidation;</p> <p>(5) settle all credits and debts;</p> <p>(6) allocation of the Company’s remaining assets after the settlement of debts;</p> <p>(7) participate in civil proceedings on behalf of the Company.</p> |

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| <p>Article 184. In the event of the Company’s liquidation owing to dissolution, if the liquidation committee, after liquidating the Company’s assets and preparing a balance sheet and a list of assets, discovers that the Company’s assets are insufficient to repay off its debts, it shall immediately apply to the People’s Court for declaration of bankruptcy.</p> <p>After the Company is declared as bankrupt by the People’s Court, the liquidation committee shall prepare and hand over the liquidation matters to the People’s Court.</p> | <p>Article 184. In the event of the Company’s liquidation owing to dissolution, if the liquidation committee, after liquidating the Company’s assets and preparing a balance sheet and a list of assets, discovers that the Company’s assets are insufficient to repay off its debts, it shall apply to the People’s Court for bankruptcy and liquidation in accordance with the law.</p> <p>After the bankruptcy application is accepted by the People’s Court, the liquidation committee shall prepare and hand over the liquidation matters to the bankruptcy administrator designated by the People’s Court.</p> |
| <p>CHAPTER XXII SETTLEMENT OF DISPUTES</p> <p>Article 192. The Company shall act according to the following rules in settlement of disputes:</p> <p>(1) Whenever any disputes or claims arise between holders of the overseas listed foreign shares and the Company, holders of the overseas listed foreign shares and the Company’s directors, supervisors, general manager or other senior management members, or holders of the overseas listed foreign shares and holders of domestic shares, based on any rights or obligations conferred or imposed by the Articles of Association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights aforementioned is referred to arbitration, the dispute or claim must be referred in its entirety to arbitration and any person (being the Company or a shareholder, director, supervisor, general manager or other senior management member of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration.</p> | <p>Delete</p> |

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| <p>(2) Disputes in relation to the definition of shareholders and disputes in relation to the register of members need not be resolved by arbitration.</p> <p>A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its Arbitration Rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights prescribed in item (1) above are referred to arbitration, the laws of the People’s Republic of China shall apply, save as otherwise provided in the laws and administrative regulations.</p> <p>(4) The award of an arbitration body shall be final and conclusive and binding on all the parties.</p> | |

As the new Company Law has amended the “general meeting of shareholders” to “shareholders’ meeting”, the “general meeting of shareholders” in the text of the Articles of Association will be uniformly amended to “shareholders’ meeting” and will not be repeated in this comparison chart.

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|---|---|
| <p>Article 5 The general meeting shall be the authority of power 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 and decide on the matters relating to the remuneration of the relevant directors;</p> <p>(3) to elect and replace supervisors who are appointed from the shareholders’ 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> | <p>Article 5 The shareholders’ meeting shall be the authority of power of the Company, and shall exercise the functions of its authority as follows:</p> <p>(1) to elect and replace directors and supervisors, and decide on the matters relating to the remuneration of the relevant directors and supervisors;</p> <p>(2) to consider and approve the reports of the board of directors;</p> <p>(3) to consider and approve the reports of the supervisory board;</p> <p>(4) to consider and approve the Company’s profit distribution plans and loss recovery plans;</p> <p>(5) to resolve on matters over the increase or reduction of the Company’s registered capital;</p> <p>(6) to resolve on matters over the merger, division, dissolution or liquidation of the Company or change of the Company’s form;</p> <p>(7) to resolve on the issue of bonds, other securities and listing of the Company;</p> <p>(8) to resolve on the appointment, dismissal or non-reappointment of accounting firms;</p> <p>(9) to resolve on matters over the purchase or disposal of major assets or provision of guarantee by the Company within one year of a value exceeding 30% of the latest audited total assets of the Company;</p> <p>(10) to resolve on matters over the repurchase of the Company’s shares as stipulated in items (1) and (2) of Article 28 of the Articles of Association;</p> |

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| <p>(11) to resolve on the appointment, dismissal or non-reappointment of accounting firms;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to consider and review the resolution proposed by any shareholder who holds, alone or in aggregate, 3% or more of the shares with voting rights of the Company;</p> <p>(14) to resolve on matters over the repurchase of the Company's shares as stipulated in items (1) and (2) of Article 28 of the Articles of Association;</p> <p>(15) to resolve on other matters which are required to be resolved at general meetings under the laws, administrative regulations, and the Articles of Association;</p> <p>(16) to authorize and entrust the board of directors to handle any matters authorized and entrusted thereto.</p> | <p>(11) to amend the Articles of Association;</p> <p>(12) to consider and review the resolution proposed by any shareholder who holds, alone or in aggregate, 1% or more of the shares with voting rights of the Company;</p> <p>(13) to resolve on other matters which are required to be resolved at shareholders' meeting under the laws, administrative regulations, and the Articles of Association;</p> <p>(14) to authorize and entrust the board of directors to handle any matters authorized and entrusted thereto.</p> |
| <p>Article 6 An authorisation by the general meeting, in case of a subject matter falling within the scope of ordinary resolution, shall be passed by votes representing at least one-half of the voting rights held or represented by the shareholders (including their proxies) present at the general meeting; or in case of a subject matter falling within the scope of special resolution, shall be passed by votes representing at least two-thirds of the voting rights held or represented by the shareholders (including their proxies) present at the general meeting. The content of authorization shall be clear and specific.</p> | <p>Article 6 An authorisation by the shareholders' meeting, in case of a subject matter falling within the scope of ordinary resolution, shall be passed by votes representing a majority of the voting rights held or represented by the shareholders (including their proxies) present at the shareholders' meeting; or in case of a subject matter falling within the scope of special resolution, shall be passed by votes representing at least two-thirds of the voting rights held or represented by the shareholders (including their proxies) present at the shareholders' meeting. The content of authorization shall be clear and specific.</p> |

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| <p>Article 9. 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> | <p>Article 9. Shareholders’ 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 a majority 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’ 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 11. The notice of the shareholder’s general meeting shall at least include the following contents and comply with Article 60 of the Articles of Association:</p> <ol style="list-style-type: none"> (1) the time, place and duration of the meeting; (2) the matters to be considered at the meeting; (3) to give explanation in clear text that all shareholders have the right to attend the shareholder’s general meeting, and may appoint a proxy to attend the meeting and to vote thereat. The proxy needs not be a shareholder of the Company; | <p>Article 11. The notice of the shareholder’s meeting shall at least include the following contents and comply with Article 62 of the Articles of Association:</p> <ol style="list-style-type: none"> (1) the time, place and duration of the meeting; (2) the matters to be considered at the meeting; (3) to give explanation in clear text that all shareholders have the right to attend the shareholder’s meeting, and may appoint a proxy to attend the meeting and to vote thereat. The proxy needs not be a shareholder of the Company; |

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| <p>(4) the time and place of serving a power of attorney of the voting proxy;</p> <p>(5) The names and telephone numbers of permanent contact persons for the affairs of the meeting.</p> <p>Except as otherwise provided in the relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, notices of shareholder’s general meeting shall be served to the shareholders (whether or not they are entitled to vote in the meeting), by hand or by prepaid mail at their addresses as shown in the register of members, or by publication on the Company’s website or by other means set out in this Articles of Association. For the holders of domestic shares, notice of shareholder’s general meeting may be served by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the competent securities authorities of the State Council; upon the publication of the announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholder’s general meeting. Such announcements should be published in accordance with the requirements of the Listing Rules.</p> | <p>(4) the time and place of serving a power of attorney of the voting proxy;</p> <p>(5) The names and telephone numbers of permanent contact persons for the affairs of the meeting.</p> <p>Except as otherwise provided in the relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, notice of shareholder’s meeting shall be served by way of announcement.</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>Shareholders shall appoint proxies in writing, and the proxy forms shall be lodged at the Company by the proxies. Where the principal is a legal person, the proxy form shall bear its official seal or be signed by a duly authorised person.</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’ meeting in person or appoint a proxy to attend and vote on their behalf.</p> <p>Shareholders shall appoint proxies in writing, and the proxy forms shall be lodged at the Company by the proxies. Where the principal is a legal person, the proxy form shall bear its official seal or be signed by a duly authorised person.</p> <p>The appointment of proxies by shareholders shall comply with Article 65 to Article 69 of the Articles of Association.</p> |

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| <p>Article 17 Where the board of supervisors or a shareholder that solely or collectively hold 10% or more of the Company's shares for not less than ninety consecutive days (the "Proposal Shareholder") propose for an extraordinary general meeting, the following procedures shall be followed:</p> <p>(1) The subject of the meeting and the proposal containing complete contents in line with the laws, regulations and the Articles of Association shall be submitted to the Board in writing.</p> <p>(2) The Board shall issue a notice convening the shareholders' general meeting within fifteen days upon receipt of the written proposal from the board of supervisors.</p> <p>(3) For the purpose of any proposal submitted in writing by the Proposal Shareholders to convene a shareholders' general meeting, the Board shall decide whether to convene such meeting in accordance with the laws, regulations and the Articles of Association. The decision of the Board shall be given to the Proposal Shareholder within fifteen days upon receipt of such written proposal.</p> <p>Where the Board agrees to convene a shareholders' general meeting, a notice of the shareholders' general meeting shall be given, in which the Proposal Shareholder's consent shall be obtained in respect of any changes to the original proposals. After the notice is given, the Board shall neither propose any new proposals nor change the time for the shareholders' general meeting without any consent of the Proposal Shareholder.</p> | <p>Article 17 Shareholders demanding an extraordinary shareholders' meeting of or class shareholders' meeting shall abide by the following procedures:</p> <p>If shareholders jointly or separately holding of 10% of the shares carrying the right to vote at the upcoming meeting request to convene an extraordinary shareholders' meeting, the board of directors and the supervisory board shall make a decision on whether to convene an extraordinary shareholders' meeting within ten days from the date of receipt of the request, and shall give a written reply to the shareholders.</p> <p>Any reasonable expenses incurred by shareholders in convening and holding a meeting by reason of the failure of the board of directors and the supervisory board to duly convene a meeting as requested above shall be borne by the Company.</p> |

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| <p>(4) Where the Proposal Shareholder decides to convene an extraordinary general meeting of shareholders on its own initiative, it shall notify the Board in writing, and issue a notice convening the meeting. The procedures for holding a meeting shall be in compliance with the requirements under the Articles of Association, these Rules and other normative documents.</p> | |
| <p>Article 20 When the Company convenes a shareholder’s general meeting, the shareholder(s) individually or jointly holding more than 3% of the shares with voting rights of the Company may propose a provisional proposal and submit it to the secretariat of the board of directors in writing 10 days before a shareholder’s general meeting is convened. The Board of Directors shall inform other shareholders within 2 days after receiving the provisional proposal, and submit such provisional proposal to the shareholder’s general meeting for consideration.</p> | <p>Article 20 When the Company convenes a shareholder’s general meeting, the shareholder(s) individually or jointly holding more than 1% of the shares with voting rights of the Company may propose a provisional proposal and submit it to the convener in writing 10 days before a shareholder’s general meeting is convened. The convener shall inform other shareholders within 2 days after receiving the provisional proposal, and submit such provisional proposal to the shareholder’s general meeting for consideration, provided that the provisional proposal may not violate laws, administrative regulations or the provisions of the Articles of Association, or fall within the scope of authority of the shareholders’ meeting.</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 |
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| <p>Article 21 The proposal made at a shareholder’s general meeting shall be subject to the following conditions:</p> <p>(1) the content of such proposal shall not violate any laws, regulations and the Articles of Association, and shall fall within the scope of business of the Company and scope of duties of the shareholders’ general meeting;</p> <p>(2) such proposal shall include a clear subject and specific matter to be resolved;</p> <p>(3) such proposal shall be in writing and submitted or delivered to the secretariat of the board of directors.</p> | <p>Article 21 The proposal made at a shareholder’s general meeting shall be subject to the following conditions:</p> <p>(1) the content of such proposal shall not violate any laws, regulations and the Articles of Association, and shall fall within the scope of business of the Company and scope of duties of the shareholders’ general meeting;</p> <p>(2) such proposal shall include a clear subject and specific matter to be resolved;</p> <p>(3) such proposal shall be in writing and submitted or delivered to the board of directors.</p> |
| <p>Article 39 Resolutions of a shareholders’ general meeting include ordinary resolutions and special resolutions.</p> <p>Any ordinary resolutions proposed at a shareholder’s general meeting shall be passed by a simple majority of the votes of the shareholders (including proxies thereof) attending the shareholder’s general meeting.</p> <p>Any special resolutions proposed at a shareholder’s general meeting and any resolutions proposed at a class shareholders’ meeting shall be passed by more than two-thirds of the votes of the shareholders (including proxies thereof) attending the shareholder’s general meeting.</p> | <p>Article 39 Resolutions of a shareholders’ general meeting include ordinary resolutions and special resolutions.</p> <p>Any ordinary resolutions proposed at a shareholder’s general meeting shall be passed by more than half of the votes of the shareholders (including proxies thereof) attending the shareholder’s general meeting.</p> <p>Any special resolutions proposed at a shareholder’s general meeting and any resolutions proposed at a class shareholders’ meeting shall be passed by more than two-thirds of the votes of the shareholders (including proxies thereof) attending the shareholder’s general meeting.</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 |
|---|--|
| <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>(1) work reports of the board of directors and the Board of Supervisors;</p> <p>(2) profit distribution plan and loss recovery plan formulated by the board of directors;</p> <p>(3) election or removal of members of the board of directors and the shareholder representative supervisors, their remuneration and manner of payment;</p> <p>(4) annual budget and final account, balance sheet, profit statement and other financial statements of the Company; and</p> <p>(5) such other matters other than those to be resolved by special resolutions as required by the laws and administrative regulations and the listing rules of the stock exchange on which shares of the Company are listed or the Articles of Association.</p> | <p>Article 40 The following matters proposed shall be passed at shareholders' general meeting by way of ordinary resolution with a majority of voting rights represented by shareholders attending the shareholders' general meeting:</p> <p>(1) work reports of the board of directors and the Board of Supervisors;</p> <p>(2) profit distribution plan and loss recovery plan formulated by the board of directors;</p> <p>(3) election or removal of members of the board of directors and the shareholder representative supervisors, their remuneration and manner of payment;</p> <p>(4) balance sheet, profit statement and other financial statements of the Company; and</p> <p>(5) such other matters other than those to be resolved by special resolutions as required by the laws and administrative regulations and the listing rules of the stock exchange on which shares of the Company are listed or 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 |
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| <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>(1) increase or reduction in the Company’s share capital and issuance of any class of shares, warrants and other similar securities;</p> <p>(2) the issuance of corporate bonds;</p> <p>(3) division, merger, dissolution or liquidation of the Company or change of the Company’s form;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) repurchase of the Company’s shares as stipulated in items (1) and (2) of Article 28 of the Articles of Association;</p> <p>(6) other matters approved at a general meeting by way of ordinary resolution that are of material significance to the Company and needed to be approved by way of special resolution; and</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’ meeting by way of special resolution with more than two-thirds of voting rights represented by shareholders attending the shareholders’ meeting:</p> <p>(1) increase or reduction in the Company’s share capital and issuance of any class of shares, warrants and other similar securities;</p> <p>(2) the issuance of corporate bonds;</p> <p>(3) division, merger, dissolution or liquidation of the Company or change of the Company’s form;</p> <p>(4) the purchase and disposal of material assets by the Company or the guaranteed amount within a year which account for more than 30% of the latest audited total assets of the Company;</p> <p>(5) repurchase of the Company’s shares as stipulated in items (1) and (2) of Article 28 of the Articles of Association;</p> <p>(6) amendments to the Articles of Association;</p> <p>(7) other matters approved at a shareholders’ meeting by way of ordinary resolution that are of material significance to the Company and needed to be approved by way of special resolution; and</p> <p>(8) 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> |

As the new Company Law has amended the “general meeting of shareholders” to “shareholders’ meeting”, the “general meeting of shareholders” in the text of the Rules of Procedure for the General Meeting will be uniformly amended to “shareholders’ meeting” and will not be repeated in this comparison chart.

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 |
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| <p>Article 5 The board of directors is accountable to the shareholders' general meeting and exercises the following powers and functions:</p> <p>(1) to be responsible for the convening of general meetings and report its work at the general meetings;</p> <p>(2) to execute resolutions passed at the general meetings;</p> <p>(3) to decide on business operation plans and investment proposals as well as major asset disposal and reorganization schemes of the Company;</p> <p>(4) to prepare the annual financial budget and final accounts of the Company;</p> <p>(5) to prepare proposals for profit distribution and recovery of losses of the Company;</p> <p>(6) to formulate proposals for increase or reduction in the Company's registered capital and the issue of corporate bonds;</p> <p>(7) to formulate proposals for merger, division, dissolution or change of the Company's form;</p> <p>(8) to decide on the establishment of an internal management department of the Company;</p> | <p>Article 5 The board of directors is accountable to the shareholders' meeting and exercises the following powers and functions:</p> <p>(1) to be responsible for the convening of the shareholders' meetings and report its work at the shareholders' meetings;</p> <p>(2) to execute resolutions passed at the shareholders' meetings;</p> <p>(3) to decide on business operation plans and investment proposals as well as major asset disposal and reorganization schemes of the Company;</p> <p>(4) to consider and approve the annual financial budget and final accounts of the Company;</p> <p>(5) to prepare proposals for profit distribution and recovery of losses of the Company;</p> <p>(6) to formulate proposals for increase or reduction in the Company's registered capital and the issue of corporate bonds;</p> <p>(7) to formulate proposals for merger, division, dissolution or change of the Company's form;</p> <p>(8) to decide on the establishment of an internal management department of the Company;</p> |

| Existing Articles | Amended Articles |
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| (9) to appoint or dismiss general manager and board secretary of the Company; to appoint or dismiss the deputy general manager, chief accountant and other senior management members of the Company based on the nomination by the general manager and decide on the matters relating to their remuneration; | (9) to appoint or dismiss general manager and board secretary of the Company; to appoint or dismiss the deputy general manager, chief accountant and other senior management members of the Company based on the nomination by the general manager and decide on the matters relating to their remuneration; |
| (10) to formulate the fundamental management system of the Company; | (10) to formulate the fundamental management system of the Company; |
| (11) to draft amendments of the Articles of Association; | (11) to draft amendments of the Articles of Association; |
| (12) to manage the information disclosure matters of the Company; | (12) to manage the information disclosure matters of the Company; |
| (13) to submit a resolution on appointment or replacement of the accounting firm responsible for the audit work of the Company at the shareholders' general meeting; | (13) to issue new shares with the authorization of the shareholders' meeting; |
| (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; and | (14) to submit a resolution on appointment or replacement of the accounting firm responsible for the audit work of the Company at the shareholders' general meeting; |
| (15) other powers and functions conferred by the laws, regulations and the Listing Rules, at the general meeting or under the Articles of Association. | (15) 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; and |
| Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in items (6), (7), (11) and (14), which shall require the affirmative vote of more than two-thirds of the directors. The board of directors shall perform its duties in accordance with the State's laws, administrative regulations, the Articles of Association and resolutions of the shareholders' general meeting. | |

| Existing Articles | Amended Articles |
|-------------------|---|
| | <p>(16) other powers and functions conferred by the laws, regulations and the Listing Rules, at the general meeting or under the Articles of Association.</p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of a majority of the directors with the exception of resolutions on matters referred to in items (6), (7), (11), (13) and (15) which shall require the affirmative vote of more than two-thirds of the directors. The board of directors shall perform its duties in accordance with the State's laws, administrative regulations, the Articles of Association and resolutions of the shareholders' meeting.</p> |

| Existing Articles | Amended Articles |
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| <p>Article 13 The chairman of the board of directors is entitled to the following powers and functions:</p> <ol style="list-style-type: none"> (1) to preside over the general meeting, and to convene and preside over the meetings of the board of directors; (2) to check on the implementation of resolutions of the board of directors; (3) to sign the securities certificates issued by the Company; (4) to sign important documents of the board of directors and other documents that require signing by the Company's legal representative; (5) to propose the nomination for the Company's general manager and board secretary; (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; and (7) to exercise other powers and functions conferred by the board of directors. <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> | <p>Article 13 The chairman of the board of directors is entitled to the following powers and functions:</p> <ol style="list-style-type: none"> (1) to preside over the shareholders' meeting, and to convene and preside over the meetings of the board of directors; (2) to check on the implementation of resolutions of the board of directors; (3) to sign the securities certificates issued by the Company; (4) to sign important documents of the board of directors and other documents that require signing by the Company's legal representative; (5) to propose the nomination for the Company's general manager and board secretary; (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' meeting thereafter; and (7) to exercise other powers and functions conferred by the board of directors. <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 a majority of the directors may exercise such functions and powers.</p> |

| Existing Articles | Amended Articles |
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| <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 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 a majority of the directors shall perform the duties. The quorum of the board meeting shall be a majority of the directors.</p> |
| <p>Article 21 The Board of Directors shall convene and host extraordinary board meetings within 10 days under one of the following circumstances:</p> <ol style="list-style-type: none"> (1) the chairman of the board of directors deems necessary; (2) jointly demanded by more than one third of the directors; (3) demanded by the supervisory board; (4) demanded by the shareholders representing more than one tenth of the voting rights; (5) demanded by more than one half of the independent directors; (6) demanded by the general manager. | <p>Article 21 The Board of Directors shall convene and host extraordinary board meetings within 10 days under one of the following circumstances:</p> <ol style="list-style-type: none"> (1) the chairman of the board of directors deems necessary; (2) jointly demanded by more than one third of the directors; (3) demanded by the supervisory board; (4) demanded by the shareholders representing more than one tenth of the voting rights; (5) demanded by a majority of the independent directors; (6) demanded by the general manager. |

| Existing Articles | Amended Articles |
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| <p>Article 23 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. 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>In case a director or any of his/her associates is interested in the resolution of the board meeting, that director shall avoid attending the meeting and have no voting right on the relevant resolution. That director will also be excluded in the calculation of quorum for the board of directors.</p> | <p>Article 23 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. Resolutions made by the board of directors in relation to connected transactions shall be approved by a majority of independent (non-executive) directors.</p> <p>In case a director or any of his/her associates is interested in the resolution of the board meeting, that director shall avoid attending the meeting and have no voting right on the relevant resolution. That director will also be excluded in the calculation of quorum for the board of directors.</p> |

As the new Company Law has amended the “general meeting of shareholders” to “shareholders’ meeting”, the “general meeting of shareholders” in the text of the Rules of Procedure for the Board of Directors will be uniformly amended to “shareholders’ meeting” and will not be repeated in this comparison chart.

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

| Existing Articles | Amended Articles |
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| <p>Article 6 The Board of Supervisors shall have one chairman. The appointment and removal of the chairman shall be approved by more than two thirds of the members of the Board of Supervisors. The chairman is in charge of supervising the work of the Board of Supervisors. Where the chairman of the Board of Supervisors is unable or does not to perform his/her duties, his/her duties shall be performed by a designated supervisor.</p> | <p>Article 6 The Board of Supervisors shall have one chairman. The chairman of the supervisory board shall be elected by a majority of all supervisors. The chairman is in charge of supervising the work of the Board of Supervisors. Where the chairman of the Board of Supervisors is unable or does not to perform his/her duties, his/her duties shall be performed by a supervisor jointly elected by a majority of the supervisors.</p> |
| <p>Article 7 The supervisory board is accountable to the shareholders' general meeting and exercises the following powers and functions in accordance with the laws:</p> <p>(1) to inspect the Company's financial position;</p> <p>(2) to supervise the performance by directors and senior management in executing the duties of the Company and to propose the removal of any director or senior management who have violated any laws, administrative regulations, the Articles of Association or resolutions passed at the shareholder's general meeting;</p> <p>(3) to require correction of any acts of directors and senior management which are harmful to the Company's interests;</p> | <p>Article 7 The supervisory board is accountable to the shareholders' meeting and exercises the following powers and functions in accordance with the laws:</p> <p>(1) to inspect the Company's financial position;</p> <p>(2) to supervise the performance by directors and senior management in executing the duties of the Company and to propose the dismissal of any director or senior management who have violated any laws, administrative regulations, the Articles of Association or resolutions passed at the shareholder's meeting;</p> <p>(3) to require correction of any acts of directors and senior management which are harmful to the Company's interests;</p> |

| Existing Articles | Amended Articles |
|--|---|
| <p>(4) to inspect financial materials such as the financial reports, operation reports and profit distribution proposals prepared by the board of directors to be submitted to shareholders' general meetings. In the case of any doubts, the Board of Supervisors may appoint certified public accountants or practicing auditors to help with the review in the name of the Company;</p> <p>(5) to propose the convening of an extraordinary general meeting, and to convene and preside over a general meeting in the event of the board of directors having failed to perform its duties;</p> <p>(6) to propose resolutions at shareholders' general meetings;</p> <p>(7) to deal with or take legal actions against directors and senior management members on behalf of the Company; and</p> <p>(8) to exercise other powers and functions as stipulated in the Articles of Association.</p> <p>Supervisors shall attend meetings of the board of directors.</p> | <p>(4) to inspect financial materials such as the financial reports, operation reports and profit distribution proposals prepared by the board of directors to be submitted to shareholders' meetings. In the case of any doubts, the supervisory board may appoint certified public accountants or practicing auditors to help with the review in the name of the Company;</p> <p>(5) to propose the convening of an extraordinary general meeting, and to convene and preside over a shareholders' meeting in the event of the board of directors having failed to perform its duties;</p> <p>(6) to propose resolutions at shareholders' meetings;</p> <p>(7) to deal with or take legal actions against directors and senior management members on behalf of the Company; and</p> <p>(8) to exercise other powers and functions as stipulated in the Articles of Association.</p> <p>Supervisors shall attend meetings of the board of directors.</p> |

| Existing Articles | Amended Articles |
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| <p>Article 10 The Board of Supervisors convenes at least two meetings every year, at least once half a year. The chairman of the Board of Supervisors is in charge of the convening. Supervisors can suggest the convening of temporary meeting of the Board of Supervisors. The chairman of the Board of Supervisors who is unable to or does not perform his/her duties, his/her duties shall be performed by a designated supervisor.</p> <p>In the ten days before the convening of the meeting of the Board of Supervisors, staff shall deliver the meeting notices under the Board of Supervisors seal to all supervisors through direct delivery by special persons, postal delivery, fax, email or telephone. For the meeting notices delivered by indirect ways including fax and email, staff shall confirm the delivery by telephone and make records.</p> <p>Under available justifiable reasons, supervisors are entitled to require the chairman of the Board of Supervisors to convene temporary meeting of the Board of Supervisors.</p> | <p>Article 10 The Board of Supervisors convenes at least two meetings every year, at least once half a year. The chairman of the Board of Supervisors is in charge of the convening. Supervisors can suggest the convening of temporary meeting of the Board of Supervisors. The chairman of the Board of Supervisors who is unable to or does not perform his/her duties, his/her duties to convene and host the meeting of the Board of Supervisors shall be performed by a supervisor jointly elected by a majority of the supervisors.</p> <p>In the ten days before the convening of the meeting of the Board of Supervisors, staff shall deliver the meeting notices under the Board of Supervisors seal to all supervisors through direct delivery by special persons, postal delivery, fax, email or telephone. For the meeting notices delivered by indirect ways including fax and email, staff shall confirm the delivery by telephone and make records.</p> <p>Under available justifiable reasons, supervisors are entitled to require the chairman of the Board of Supervisors to convene temporary meeting of the Board of Supervisors.</p> |
| <p>Article 13 The meeting of the Board of Supervisors can be only convened when over 2/3 of supervisors (including entrusted supervisors according to the regulations stated in the Article 124 of the Articles of Association) are present. The meeting conducts open vote way, and each supervisor has only one vote.</p> | <p>Article 13 The meeting of the Board of Supervisors can be only convened when a majority of supervisors are present. The meeting conducts open vote way, and each supervisor has only one vote.</p> |

| Existing Articles | Amended Articles |
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| <p>Article 17 Resolutions of regular meetings and resolutions of extraordinary meetings of the Board of Supervisors shall all be resolutions of the Board of Supervisors, and shall be passed by over two thirds of the supervisors by voting.</p> | <p>Article 17 Resolutions of regular meetings and resolutions of extraordinary meetings of the Board of Supervisors shall all be resolutions of the Board of Supervisors, and shall be passed by a majority of the supervisors by voting.</p> |

As the new Company Law has amended the “general meeting of shareholders” to “shareholders’ meeting”, the “general meeting of shareholders” in the text of The Rules of Procedure for the Supervisory Board will be uniformly amended to “shareholders’ meeting” and will not be repeated in this comparison chart.

NOTICE OF THE 2024 SECOND 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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Second 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 Thursday, 1 August 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 Articles of Association
2. To consider and approve the resolution on the amendments to the Rules of Procedure for the General Meeting
3. To consider and approve the resolution on the amendments to the Rules of Procedure for the Board of Directors
4. To consider and approve the resolution on the amendments to the Rules of Procedure for the Supervisory Board

By order of the Board

Beijing Urban Construction Design & Development Group Co., Limited

Pei Hongwei

Chairman

Beijing, 15 July 2024

As at the date of this notice, the executive director of the Company is Wang Hanjun; the non-executive directors of the Company are Pei Hongwei, Li Guoqing, 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 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Tuesday, 30 July 2024 to Thursday, 1 August 2024, both days inclusive, during which period no transfer of Shares will be registered. Holders of H Shares and Domestic Shares whose names appeared on the register of members of the Company on Thursday, 1 August 2024 shall be entitled to attend and vote at the EGM. Holders of H Shares 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 Monday, 29 July 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 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 holders of H Shares 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).