
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 APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF THE 2024 THIRD 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 Friday, 15 November 2024. A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM is set out on pages 7 to 8 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 holders of H Shares, the proxy form should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in hand or by post not less than 24 hours before the time stipulated for convening the 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.

30 October 2024

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, modified or supplemented from time to time
“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)
“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 Share(s)
“EGM”	the 2024 Third Extraordinary General Meeting of the Company to be convened on Friday, 15 November 2024 to consider and, if thought fit, approve the resolution in relation to the proposed appointment of executive Director
“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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	29 October 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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”	the lawful currency of the PRC
“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:

Non-executive Directors:

Pei Hongwei (*Chairman*)

Li Guoqing

Shi Huaxin

Peng Dongdong

Li Fei

Wang Tao

Tang Qimeng

Independent non-executive Directors:

Wang Guofeng

Qin Guisheng

Ma Xufei

Xia Peng

Registered office:

5 Fuchengmen North Street

Xicheng District

Beijing

PRC

Principal place of business

in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

30 October 2024

To the Shareholders:

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF THE 2024 THIRD 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 Friday, 15 November 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 resolution to be proposed at the EGM.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 25 October 2024 in relation to the proposed appointment of executive Director. Relevant resolution to propose the appointment of Mr. Xia Xiujiang as an executive Director of the Company has been passed at the Board meeting held on 25 October 2024. Upon being duly appointed as an executive Director, Mr. Xia Xiujiang will also act as the authorised representative under Rule 3.05 of the Hong Kong Listing Rules.

The biographical details of Mr. Xia Xiujiang are set out below:

Mr. Xia Xiujiang (夏秀江), aged 45, currently serves as the secretary of the Party Committee and the general manager of the Company and the secretary of the general party branch and the manager of the investment and construction management department (投資建設管理部) of the Company. Mr. Xia worked in Beijing Urban Construction Road and Bridge Construction Group Co., Ltd. (北京城建道橋建設集團有限公司) from July 2001 to May 2006, served as the chief economist of Beijing Urban Construction Huasheng Transportation Construction Group Co., Ltd. (北京城建華晟交通建設集團有限公司) in Beijing Urban Construction Road and Bridge Construction Group Co., Ltd. from May 2006 to March 2011, and served as the deputy chief economist of Beijing Urban Construction Road and Bridge Construction Group Co., Ltd. and the chief economist of Beijing Urban Construction Huasheng Construction Group Co., Ltd. (北京城建華晟建設集團有限公司) from March 2011 to February 2014. Mr. Xia served as the general manager of the Fujian branch of the Company from February 2014 to May 2015. And he has served as the general manager of Anhui Jingjian Capital Construction Investment Co., Ltd. (安徽京建投資建設有限公司), chairman of Guizhou Jingjian Capital Construction Investment Co., Ltd. (貴州京建投資建設有限公司), chairman of Yunnan Jingjian Capital Construction Investment Co., Ltd. (雲南京建投資建設有限公司), chairman of Beijing Jingjian Shuncheng Construction Investment Co., Ltd. (北京京建順城建設投資有限公司), chairman of Yunnan Jingjian Rail Transit Investment and Construction Co., Ltd. (雲南京建軌道交通投資建設有限公司), chairman of Huangshan Jingjian Capital Construction Investment Co., Ltd. (黃山京建投資建設有限公司), chairman of Hunan Jingjian Capital Construction Investment Co., Ltd. (湖南京建投資建設有限公司), and vice chairman of Chongqing Yuxi Expressway Construction and Operation Co., Ltd. (重慶市渝西快線建設運營有限公司) since May 2015, and he served as the general manager of Guizhou Jingjian Capital Construction Investment Co., Ltd. from June 2016 to July 2021. Mr. Xia has been the manager of the investment and construction management department of the Company since January 2017, the general manager of Huangshan Jingjian Capital Construction Investment Co., Ltd. from August 2018 to April 2022, and the secretary of the general party branch and the manager of the investment and construction management department of the Company since November 2019. And he also served as the assistant manager of the Company and the secretary of the general party branch and the manager of the investment and construction management department of the Company from July 2020 to January 2021. He served as the deputy general manager of the Company and the secretary of the general party branch and the manager of the investment and construction management department of the Company from January 2021 to July 2024. And he serves as the secretary of the Party Committee of the Company and the

LETTER FROM THE BOARD

secretary of the general party branch and the manager of the investment and construction management department of the Company from July 2024 to the present and as the secretary of the Party Committee and the general manager of the Company and the secretary of the general party branch and the manager of the investment and construction management department of the Company from October 2024 to present. Mr. Xia obtained a bachelor's degree in construction engineering management from Harbin Institute of Technology in July 2001 and a master's degree in software engineering from Tianjin University in June 2014. Mr. Xia was certified as a professorate senior engineer by the Chongqing Engineering and Technology Senior Professional Title Review Committee (重慶市工程技術正高級職稱評審委員會) in December 2023. As at the Latest Practicable Date, Mr. Xia Xiujiang holds 620,000 Domestic Shares of the Company.

Save as disclosed above, Mr. Xia Xiujiang did not hold directorships in other listed companies or any other positions in the Company and its subsidiaries in the last three years. Mr. Xia Xiujiang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, nor does he have any other interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon the appointment of Mr. Xia Xiujiang as an executive Director being approved by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Xia Xiujiang in accordance with the applicable laws and regulations of the PRC. The term of office of Mr. Xia Xiujiang is for a term commencing on the date of approval of his appointment by the Shareholders at the EGM and ending on the expiry date of the term for the current session of the Board. Mr. Xia Xiujiang will not receive any fees for acting as a Director.

Save as disclosed above, there is no other information relating to the appointment of Mr. Xia Xiujiang which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders.

III. EGM

The EGM will be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Friday, 15 November 2024, to consider and approve the resolution in relation to the proposed appointment of executive Director. A notice convening the EGM is set out on pages 7 to 8 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

LETTER FROM THE BOARD

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.

The register of members of the Company will be closed from Thursday, 14 November 2024 to Friday, 15 November 2024 (both days inclusive) for the purpose of determining Shareholders who will be entitled to attend and vote at the EGM, during which 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 Wednesday, 13 November 2024. Shareholders whose names appear on the register of members of the Company on Friday, 15 November 2024, will be entitled to attend the EGM and to vote thereat.

IV. VOTES BY WAY OF POLL

According to the Hong Kong Listing Rules and the Articles of Association, the resolution sets out in the notice of the EGM will be voted on by way of poll. Results of the poll voting will be posted on the website of the Company at www.bjuce.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the conclusion of the EGM.

V. RECOMMENDATIONS

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

Yours faithfully,

By order of the Board

Beijing Urban Construction Design & Development Group Co., Limited

Pei Hongwei

Chairman

NOTICE OF THE 2024 THIRD 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 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Third Extraordinary General Meeting (the “EGM”) of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) will be held at Conference Room, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 2:30 p.m. on Friday, 15 November 2024, to consider and, if thought fit, approve the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Xia Xiujiang as an executive Director of the Company

By order of the Board

Beijing Urban Construction Design & Development Group Co., Limited

Pei Hongwei

Chairman

Beijing, 30 October 2024

As at the date of this notice, 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 THIRD EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Thursday, 14 November 2024 to Friday, 15 November 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 as at Friday, 15 November 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 Wednesday, 13 November 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).