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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 DIRECTORS, NON-EXECUTIVE  
DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS  
PROPOSED APPOINTMENT OF SUPERVISORS  
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING**

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The EGM of the Company is to be held at Conference Room, Block A, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 3:30 p.m. on Friday, 11 March 2022. A letter from the Board is set out on pages 3 to 17 of this circular. A notice convening the EGM is set out on pages 18 to 20 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.

24 February 2022

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS . . . . .</b>	<b>1</b>
<b>LETTER FROM THE BOARD . . . . .</b>	<b>3</b>
<b>NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING . . . .</b>	<b>18</b>

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## DEFINITIONS

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*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
“Board of Supervisors”	the board of supervisors of the Company
“BUCG”	Beijing Urban Construction Group Co., Ltd. (北京城建集團有限責任公司), a company established in the PRC with limited liability and a controlling shareholder of the Company holding 42.34% equity interests in the Company. The ultimate actual controller of BUCG is the People’s Government of Beijing Municipality
“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 (中華人民共和國公司法)
“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
“EGM”	the 2022 First Extraordinary General Meeting of the Company to be convened on Friday, 11 March 2022 to consider and, if thought fit, approve the resolutions in relation to (i) the proposed appointment of Directors; (ii) the proposed appointment of Supervisors; and (iii) the proposed amendment to the Articles of Association
“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

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## DEFINITIONS

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“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
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular only, shall exclude Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	H Share(s) and Domestic Share(s) of the Company
“Shareholder(s)”	holders of the Shares of the Company
“subsidiary(ies)”	shall have the meaning ascribed to it under the Hong Kong Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Latest Practicable Date”	22 February 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## LETTER FROM THE BOARD

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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)**

**Members of the Board:**

*Executive Directors:*

Wang Hanjun

Li Guoqing

*Non-executive Directors:*

Pei Hongwei (*Chairman*)

Wu Donghui

Shi Huaxin

Guan Jifa

Ren Yuhang

Su Bin

Wang Tao

Ren Chong

**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

Ma Xufei

Sun Maozhu

Liang Qinghuai

Qin Guisheng

24 February 2022

*To the Shareholders:*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS, NON-EXECUTIVE  
DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS**

**PROPOSED APPOINTMENT OF SUPERVISORS**

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

**AND**

**NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

On behalf of the Board, I invite you to attend the EGM to be held at Conference Room, Block A, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 3:30 p.m. on Friday, 11 March 2022.

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## LETTER FROM THE BOARD

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Reference is made to the announcement of the Company dated 22 February 2022 in relation to the proposed nomination of candidates for the Board, the proposed nomination of candidates for the Board of Supervisors and the proposed amendment to the Articles of Association. The purpose of this circular is to provide you with, among other things:

- (a) details on the proposed appointment of executive Directors, non-executive Directors and independent non-executive Directors;
- (b) details on the proposed appointment of Supervisors; and
- (c) the proposed amendment to the Articles of Association,

to enable you to make an informed decision on whether to vote for or against each of the resolutions to be proposed at the EGM.

### II. PROPOSED APPOINTMENT OF DIRECTORS

Reference is made to the announcement of the Company dated 22 February 2022 in relation to the proposed nomination of candidates for the Board, the proposed nomination of the candidates for the Board of Supervisors and the proposed amendment to the Articles of Association. According to the Company Law, the Articles of Association and the nomination by the nomination committee of the Board, the Board nominated a total of 12 Directors, namely Mr. Pei Hongwei, Mr. Wang Hanjun, Mr. Li Guoqing, Ms. Shi Huaxin, Mr. Peng Dongdong, Mr. Li Fei, Mr. Wang Tao, Ms. Tang Qimeng, Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng, to be the candidates for Directors of the third session of the Board of the Company. Among which, Mr. Wang Hanjun and Mr. Li Guoqing were nominated as executive Directors; Mr. Pei Hongwei, Ms. Shi Huaxin, Mr. Peng Dongdong, Mr. Li Fei, Mr. Wang Tao and Ms. Tang Qimeng were nominated as non-executive Directors; and Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng were nominated as independent non-executive Directors. The term of such Directors shall commence from the date of approval of the appointment of Directors at the EGM.

The term of the second session of the Board has expired on 14 August 2021. According to the Company Law and the Articles of Association, members of the second session of the Board shall continue to perform their duties until members of the forthcoming third session of the Board assume their duties.

In determining the nomination of candidates for independent non-executive Directors, the Board has considered the benefits that the candidates for independent non-executive Directors will bring to the Board when joining the Board from various aspects, including but not limited to gender, age, culture, educational background, professional experience, skills and knowledge, etc. Having considered the skills, knowledge and experience of each candidate for independent non-executive Directors, the Board believes that the candidates for independent non-executive Directors have years of extensive experience in various fields such as construction engineering, law, economics and finance, and will promote the diversity of the Board in various aspects.

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## LETTER FROM THE BOARD

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Set out below are the biographical details of Mr. Pei Hongwei, Mr. Wang Hanjun, Mr. Li Guoqing, Ms. Shi Huaxin, Mr. Peng Dongdong, Mr. Li Fei, Mr. Wang Tao, Ms. Tang Qimeng, Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng:

Mr. Pei Hongwei (裴宏偉), aged 55, is the chairman and a non-executive Director of the Company, and currently the director, general manager, deputy secretary of Party committee of Beijing Urban Construction Group Co., Ltd. Mr. Pei was appointed as non-executive Director and chairman of the Company since December 2019. Mr. Pei had successively served as the cadre of Beijing-Shijiazhuang Highway Administration Institute of Beijing Highway Bureau (北京市公路局京石公路管理所) and assistant to the head of mechanized line from August 1989 to November 1993. He worked successively as the deputy head of mechanized engineering line, assistant to the chief, assistant to the chief and head of management division and deputy chief (section level) of Beijing-Shijiazhuang Division of Beijing Highway Bureau (北京市公路局京石分局) from November 1993 to August 2000; successively served as the deputy director and director of preliminary work department of Beijing Gonglian Highway Connect Line Co., Ltd. (北京市公聯公路聯絡線有限責任公司) from August 2000 to April 2006; the assistant to the general manager of Beijing Road and Bridge Construction Corporation (北京市公路橋樑建設公司) from April 2006 to January 2007. He successively served as the director and general manager of Beijing Road and Bridge Construction Group Co., Ltd. (北京公路橋樑建設集團有限公司) from January 2007 to June 2007, and successively served as the director and general manager of Beijing Municipal Road and Bridge Construction Holding (Group) Co., Ltd. (北京市政路橋建設控股(集團)有限公司) from June 2007 to November 2011. He successively served as the general manager, vice chairman and chairman of Beijing Municipal Road and Bridge Group Co., Ltd. (北京市政路橋集團有限公司) from November 2011 to November 2019. He served as the director, general manager and deputy secretary of Party committee of Beijing Urban Construction Group Co., Ltd. since November 2019. Mr. Pei graduated from the Department of Civil Engineering of Southeast University (東南大學) majoring in highway and urban roads engineering in August 1989, and graduated from the Faculty of Architecture Engineering at Beijing University of Technology (北京工業大學) with a master's degree of engineering in transportation planning and management in June 2002. Mr. Pei was qualified as a senior engineer by Beijing Senior Specialised Technique Qualification Evaluation Committee (北京市高級專業技術資格評審委員會) in September 1999, was qualified as a senior economist by Beijing Senior Professional Title Evaluation Committee (北京市高級職稱評審委員會) in October 2020, and obtained the qualification of grade-one constructor from Beijing Municipal Bureau of Personnel (北京市人事局) in April 2006.

Mr. Wang Hanjun (王漢軍), aged 57, is an executive Director, general manager and deputy party secretary of the Company. He has been the president, deputy party secretary and Director of the Company (the predecessor of which is Beijing Urban Construction Design & Research Institute) since May 2011 and was appointed as an executive Director and general manager of the Company on 28 October 2013. Mr. Wang worked for the First Branch of Beijing Urban Construction No. 3 Corporation (北京城建三公司一分公司), which is primarily engaged in engineering construction, from July 1988 to March 1994. He was the manager of Second Project Department of Beijing Urban Construction Yatai Co., Ltd. (北京城建亞泰公司) from March 1994 to December 1994, and was the deputy manager of Beijing Urban Construction

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## LETTER FROM THE BOARD

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Yatai Construction and Engineering Co., Limited (北京城建亞泰建設工程有限公司), which is primarily engaged in engineering construction, from December 1994 to November 2003. Between November 2003 and August 2004, he served as a director, deputy chairman, manager and deputy party secretary of Beijing Urban No. 3 Construction Engineering Co., Ltd. (北京城建三建設工程有限公司). He was a director, manager and deputy party secretary of Beijing Urban Construction Investment Development Co., Limited (北京城建投資發展股份有限公司) (a company listed on the Shanghai Stock Exchange, Stock Code: 600266) from August 2004 to October 2004, and concurrently acted as director, manager and deputy party secretary of Beijing Urban Construction Investment Development Co., Limited, and director and chairman of the board of Beijing Donghu Real Estate Co. (北京市東湖房地產公司), which is primarily engaged in real estate development, from October 2004 to May 2006. He continued to act as a director, manager and deputy party secretary of Beijing Urban Construction Investment Development Co., Limited from May 2006 to October 2007. From October 2007 to December 2007, he held the position of manager of Beijing Urban Construction Xincheng Investment & Development Co., Limited (北京城建新城投資開發有限公司), a subsidiary wholly-owned by BUCG primarily engaged in real estate investment. Then he worked as its manager and director from December 2007 to July 2012. Mr. Wang graduated from Tsinghua University with a bachelor's degree of engineering in water resources and hydropower engineering and construction in July 1988. Mr. Wang was qualified as a senior engineer by Beijing Senior Specialised Technique Qualification Evaluation Committee (北京市高級專業技術資格評審委員會) in May 2015 and obtained the qualification of grade-one constructor from the Ministry of Housing and Urban-Rural Development (住房和城鄉建設部) in February 2005. As at the Latest Practicable Date, Mr. Wang holds 48,000 H Shares and 1,000,000 Domestic Shares in the Key Employee Stock Ownership Scheme.

Mr. Li Guoqing (李國慶), aged 55, is an executive Director, deputy general manager and party secretary of the Company. Mr. Li has been working for the Company since July 1990. He held the position of the secretary of Youth League Committee (團委書記) of the Company from April 1993 to August 1998 and was the vice president of Metro and General Municipal Institute (地鐵市政院) of the Company from August 1998 to September 1999. He worked as the vice president of the Company from September 1999 to March 2001, and was the party secretary and vice president of the Company from March 2001 to November 2002. He has been the party secretary, vice president and Director of the Company since November 2002, during which he also held the position of general manager in China Metro Engineering Consulting Co., Ltd., which is primarily engaged in engineering consultancy, between September 2006 and May 2012. Mr. Li obtained a bachelor's degree in engineering majoring in heating, ventilation and air conditioning from Tsinghua University in July 1990. He obtained a master's degree and a doctor's degree of engineering both majoring in heating, gas, ventilation and air conditioning engineering from Tianjin University in March 2009 and June 2012, respectively. He was qualified as a senior engineer of professor level by Beijing Senior Specialised Technique Qualification Evaluation Committee (北京市高級專業技術資格評審委員會) in December 2005. He obtained his certificate of PRC registered utility engineer (中國註冊公用設備工程師) from the Ministry of Housing and Urban-Rural Development in October 2010. Mr. Li was a



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## LETTER FROM THE BOARD

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representative of the 15th, 16th and 17th People's Congress of Xicheng District, Beijing. As at the Latest Practicable Date, Mr. Li holds 48,000 H Shares and 1,000,000 Domestic Shares in the Key Employee Stock Ownership Scheme.

Ms. Shi Huaxin (史樺鑫), aged 42, is a non-executive Director of the Company, and is currently the head of the capital operation department of Beijing Urban Construction Group Co., Ltd. Ms. Shi has been appointed as a non-executive Director of the Company since May 2021. Ms. Shi was a staff member of the human resources department of the engineering general contracting department of Beijing Urban Construction Group Co., Ltd. from July 2004 to July 2006. From July 2006 to May 2017, she successively served as the deputy director, director, assistant to manager and deputy manager of the general office of the engineering general contracting department of Beijing Urban Construction Group Co., Ltd.. From May 2017 to June 2020, she served as the director of the manager office of Beijing Urban Construction Group Co., Ltd.. Since June 2020, she has been the head of the capital operation department of Beijing Urban Construction Group Co., Ltd.. Ms. Shi studied labor economics at Henan University of Finance and Economics from September 1997 to June 2001 and obtained a bachelor's degree in economics. She studied labor economics at Nankai University from September 2001 to June 2004 and obtained a master's degree in economics. She was accredited as a senior economist by Beijing Senior Specialised Technique Qualification Evaluation Committee in September 2015.

Mr. Peng Dongdong (彭冬東), aged 45, is currently the deputy general manager at the investment and development headquarters of Beijing Infrastructure Investment Co., Ltd. From August 1999 to December 2002, Mr. Peng successively served as a construction worker, engineer and technical person in charge of the Beijing-Shijiazhuang Branch of the Beijing Highway Bureau (北京市公路局京石分局); from December 2002 to January 2004, he successively served as the technical project director and project manager of the Fifth Engineering Office of Beijing Highway and Bridge Construction Company (北京市公路橋樑建設公司第五工程處); from January 2004 to December 2006, he served as the manager of the Engineering Department of Beijing Highway and Bridge Construction Company; from December 2006 to March 2011, he served as the business director of the Engineering Management Department of Beijing Municipal Road and Bridge Construction Holdings (Group) Co., Ltd. (北京市政路橋建設控股(集團)有限公司); from March 2011 to September 2015, he served as the deputy director of the Engineering and Technology Management Department of Beijing Municipal Road and Bridge Construction Holdings (Group) Co., Ltd.; from September 2015 to July 2018, he served as the director of the Production and Operation Department of Beijing Municipal Road and Bridge Construction Group Co., Ltd. (北京市政路橋集團有限公司); from July 2018 to April 2020, he served as the director of the Investment and Operation Department of Beijing Municipal Road and Bridge Group Co., Ltd. and the executive director of Beijing Municipal Road and Bridge Group Guangzhou Company. Since April 2020, he has been the deputy general manager at the investment and development headquarters of Beijing Infrastructure Investment Co., Ltd. Mr. Peng obtained a bachelor's degree in highway and urban roads from the Department of Road and Bridge Engineering of Changsha University of Science and Technology in July 1999; and obtained a master's degree in project management from the School of Economics and Management of Beijing University

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## LETTER FROM THE BOARD

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of Technology in July 2014; Mr. Peng was qualified as a grade-one constructor in November 2006. Mr. Peng concurrently served as a director of Xinjiang Urumqi-Beijing Railway Construction Rail Transit Co., Ltd. (新疆烏京鐵建軌道交通有限公司) in March 2021.

Mr. Li Fei (李飛), aged 42, is currently the senior investment manager at the investment and development headquarters of Beijing Infrastructure Investment Co., Ltd. From September 2002 to December 2004, Mr. Li served as the investment and financing manager of Xinjie Investment Guarantee Co., Ltd. (信捷投資擔保有限公司); from December 2004 to June 2009, he was the investment director of Zhongxin Guolian Investment Co., Ltd. (中新國聯投資有限公司); from June 2009 to December 2011, he served as the investment director of Beijing Yingxinda Venture Capital Co., Ltd. (北京盈信達創業投資有限公司); since December 2011, he has successively served as the investment manager and senior investment manager at the investment and development headquarters of Beijing Infrastructure Investment Co., Ltd. Mr. Li obtained a bachelor's degree in economics from Changsha University of Science and Technology in July 2002 and a master's degree in finance from the Institute of Finance and Banking, Chinese Academy of Social Sciences in July 2011. Mr. Li concurrently served as a director of Traffic Control Technology Co., Ltd. in April 2021, and a director of Beijing Information Infrastructure Construction Co., Ltd. in December 2021.

Mr. Wang Tao (汪濤), aged 45, is a non-executive Director of the Company. He is the head of the Finance Department of Beijing Gonglian Highway Connect Line Co., Ltd. (北京市公聯公路聯絡線有限責任公司). Mr. Wang was appointed as non-executive Director of the Company since October 2020. Since July 1999, Mr. Wang has been working for Beijing Gonglian Highway Connect Line Co., Ltd. (北京市公聯公路聯絡線有限責任公司), which is principally engaged in the construction and management of urban roads and facilities. He has successively served as the chief financial officer of a wholly-owned subsidiary, Beijing Gonglian Anda Parking Management Co., Ltd. (北京公聯安達停車管理有限公司), the chief financial officer of a wholly-owned subsidiary, Beijing Gonglian Jieda Highway Maintenance Engineering Co., Ltd. (北京公聯潔達公路養護工程有限公司), the director of the fund settlement centre of Beijing Gonglian Highway Connect Line Co., Ltd. (北京市公聯公路聯絡線有限責任公司) and the head of the finance department of Beijing Gonglian Highway Connect Line Co., Ltd. (北京市公聯公路聯絡線有限責任公司). Mr. Wang graduated from Nanjing University of Economics, majoring in investment economics, with a bachelor's degree in economics in June 1999; and graduated from Xi'an University of Technology, majoring in business administration, with a master's degree in business administration in January 2013. Mr. Wang was recognised as a senior accountant by Beijing Senior Specialised Technique Qualification Evaluation Committee in May 2010 and obtained the qualification of grade-one cost engineer in October 2018.

Ms. Tang Qimeng (唐其夢), aged 32, is currently the chairlady of Beijing Zhongcheng Hengxing Investment Management Co., Ltd. (北京忠誠恒興投資管理有限公司). Ms. Tang served as the head of funds of CITIC Heye Investment Co., Ltd. (中信和業投資有限公司) from November 2012 to March 2016, and served as the senior manager of the bond financing department of Kaiyuan Securities Co., Ltd. (開源證券股份有限公司) from April 2016 to March 2017. From March 2017 to February 2021, she served as the deputy general manager of the

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## LETTER FROM THE BOARD

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Finance Department of Taitong Construction Co., Ltd. (太通建設有限公司), and since March 2021, she has served as the chairlady of Beijing Zhongcheng Hengxing Investment Management Co., Ltd. Ms. Tang obtained a bachelor's degree in management under the major of accounting (fully in English) from the business school of Beijing Technology and Business University in July 2011, and a master's degree in accounting under the major of international accounting and financial management in September 2012 from the University of Glasgow, UK. Ms. Tang is currently a member of the Youth Federation of Tongzhou District, Beijing.

Mr. Wang Guofeng (王國鋒), aged 64, is an independent non-executive Director of the Company. He worked in the aeronautical survey team and the aeronautical survey and computer office of the Second Highway Survey and Design Institute (第二公路勘察設計院航測隊、航測電算室) under the Ministry of Communications from 1982 to 1986; he served as the deputy section chief and section chief of the personnel division, director of the Organisation Department of the Party Committee, deputy secretary of the Party Committee and senior engineer of the Second Highway Survey and Design Institute (第二公路勘察設計院) under the Ministry of Communications from 1986 to 1997; deputy director of Wuhan Municipal Transportation Committee (武漢市交通委員會) from 1997 to 1999; secretary of the Party Committee, chairman and general manager of China Highway Consulting Group Co., Ltd. (中國公路諮詢集團有限公司), as well as director of the R&D Centre of Spatial Information Application and Disaster Prevention Technology for the Transportation Industry (交通運輸行業空間信息應用與防災技術研發中心) from 1999 to 2016; deputy chief engineer of China Communications Construction Company Limited and chairman of China Communications Railway Design and Research Institute Co., Ltd. (中交鐵道設計研究總院有限公司) from 2016 to January 2018; and consultant of China Highway Engineering Consulting Corporations (中國公路工程諮詢集團有限公司) from January 2018 to November 2018. Mr. Wang Guofeng was appointed as independent non-executive Director of the Company since October 2020. Mr. Wang Guofeng received a bachelor's degree in engineering from Wuhan Technical University of Surveying and Mapping in 1982; a master's degree in economics from Huazhong University of Science and Technology in 1996; and a doctorate degree in management engineering from Beijing University of Technology in 2006. Mr. Wang Guofeng was recognized as a researcher by the Specialised Technique Qualification Evaluation Committee of the State Bureau of Surveying and Mapping in September 2004, and a professor-level senior engineer by the Specialised Technique Qualification Evaluation Committee of China Communications Construction Group in August 2009. He received a practising certificate as a registered consulting (investment) engineer from the Development and Reform Commission in August 2003, a practising certificate as a registered constructor (Class A) from the Ministry of Housing and Urban-Rural Development in April 2008, a practising certificate as a registered surveyor from the National Administration of Surveying, Mapping & Geo-information in March 2009, and a practising certificate as a national registered civil engineer from Ministry of Human Resources and Social Security in April 2011.

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## LETTER FROM THE BOARD

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Mr. Qin Guisheng (覃桂生), aged 64, an independent non-executive Director of the Company, currently serves as the partner lawyer of Zhongkai & Partners Attorneys at Law (北京市中凱律師事務所). Mr. Qin was appointed as independent non-executive Director of the Company since August 2018. He worked in the General Office of the Ministry of Justice for a long period of time after July 1986, serving as a secretary at the deputy director level and at the director level, engaged in research and secretarial work. After entering Zhongkai & Partners Attorneys at Law in February 1996, he has successively served as a lawyer, partner lawyer and principal lawyer. He served as the principal lawyer of Zhongkai & Partners Attorneys at Law from 2010 to February 2019. He served as an independent director of Beijing Wangfujing Department Store (Group) Co., Ltd. (北京王府井百貨(集團)股份有限公司) from May 2010 to April 2013, and has served as an independent director of Guizhou Tyre Co., Ltd. (貴州輪胎股份有限公司) since 2015. Mr. Qin graduated from Northwest University of Political Science and Law in Shaanxi Province (陝西省西北政法學院) in 1983 with a bachelor's degree in law. He graduated from Graduate School of China University of Political Science and Law in Beijing (北京中國政法大學研究生院) in 1986 with a master's degree in law. He is currently the vice president of Beijing Quality and Technology Supervision Law Application Association (北京市質量技術監督法應用協會).

Mr. Ma Xufei (馬旭飛), aged 49, an independent non-executive Director of the Company, currently serves as a long-term hired professor and tutor for doctoral students in the Department of Innovation, Entrepreneurship and Strategy of the School of Economics and Management of Tsinghua University and the Innovation Management Institute of the Tsinghua Shenzhen International Graduate School. Mr. Ma was appointed as independent non-executive Director of the Company since December 2019. Mr. Ma obtained a bachelor's degree in engineering from the School of Management of Xi'an Jiaotong University in 1995 and then worked in Sinochem Corporation (中國中化集團) from 1995 to 2001. Mr. Ma obtained an MBA degree from the School of Business of University of Saskatchewan in Canada in 2003, and obtained a doctoral degree from the Department of Business Policy of the College of Business of National University of Singapore in 2007. Mr. Ma taught at the Department of Management of the College of Business of Chinese University of Hong Kong from 2007 to 2018 and served as a tenure-track faculty member, and acted as the director of the Entrepreneurship Research Center and International Business Research Center of Chinese University of Hong Kong. From 2018 to 2020, he taught at the Department of Management of the College of Business of City University of Hong Kong as a professor (tenure). Mr. Ma obtained his qualification approval from the China Banking Regulatory Commission Shaanxi Office in 2016, and has been acting as an independent director of Western Trust Co., Ltd. (西部信託有限公司) since 2016; and has been an independent director of Tubatu Group Co., Ltd. (土巴兔集團股份有限公司) since December 2019. Mr. Ma obtained the "Certificate of Independent Director of Listed Companies" from Shenzhen Stock Exchange in August 2020.

Mr. Xia Peng (夏鵬), aged 56, is currently the chairman of Beijing Dahua Rongzhi Management Consulting Co., Ltd. (北京大華融智管理諮詢有限公司). From July 1984 to September 1987, Mr. Xia taught at Hubei Provincial Institute of Education; from July 1990 to June 2003, he served as the vice-president and secretary-general of the Accounting Society For Foreign Economic Relations & Trade of China under the Ministry of Commerce, and the

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## LETTER FROM THE BOARD

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Editor-in-chief of the “Foreign Economics and Trade Accounting” (《對外經貿財會》) magazine; from June 2003 to November 2009, he served as the financial director and director of the financial center of Beijing Radio and Television Group; from November 2009 to December 2012, he served as the financial director and general manager of the investment and financing department of China Broadcasting Corporation; from December 2012 to August 2016, he served as the chairman and consultant of Beijing Shenhuaxin Co., Ltd. (北京深華新股份有限公司); since September 2016, he has been the chairman of Beijing Dahua Rongzhi Management Consulting Co., Ltd. Mr. Xia studied in Central China Normal College from September 1980 to July 1984 and obtained a bachelor’s degree in science; from September 1987 to July 1990, he studied in Tianjin Institute of Finance and Economics and obtained a master’s degree in economics; from September 2001 to January 2005, he studied at the Accounting Department of the Business School of Renmin University of China and obtained a doctorate degree in management. From December 2005 to October 2010, he studied in the first session of the National Accounting Leading Talent Enterprises (全國會計領軍人才企業一期班) of the Ministry of Finance and obtained the Certificate of National Accounting Leading Talent. Mr. Xia was qualified as a senior accountant by the Beijing Senior Professional and Technical Qualification Evaluation Committee in April 1999, and was qualified as a certified public accountant by the Ministry of Finance in May 1995. Mr. Xia is currently an independent director of SPIC Dongfang New Energy Corporation (國家電投集團東方新能源股份有限公司), Youyan New Materials Co., Ltd. (有研新材料股份有限公司), Beijing Haixin Kejin High-tech Co., Ltd. (北京海鑫科金高科技股份有限公司) and Inner Mongolia Huolinhe Opencast Coal Industry Co., Ltd. (內蒙古霍林河露天煤業股份有限公司).

Save as disclosed above, Mr. Pei Hongwei, Mr. Wang Hanjun, Mr. Li Guoqing, Ms. Shi Huaxin, Mr. Peng Dongdong, Mr. Li Fei, Mr. Wang Tao, Ms. Tang Qimeng, Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng do not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, nor do they have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Pei Hongwei, Mr. Wang Hanjun, Mr. Li Guoqing, Ms. Shi Huaxin, Mr. Peng Dongdong, Mr. Li Fei, Mr. Wang Tao, Ms. Tang Qimeng, Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng did not hold any other positions in the Company or any of its subsidiaries or any directorships in other listed companies in the last three years.

Upon the proposed appointment of each of Mr. Pei Hongwei, Mr. Wang Hanjun, Mr. Li Guoqing, Ms. Shi Huaxin, Mr. Peng Dongdong, Mr. Li Fei, Mr. Wang Tao, Ms. Tang Qimeng, Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng as a Director being approved by the Shareholders at the EGM, the Company will enter into a service contract with each of them. The term of office of each of the aforesaid Directors is for a term for three years starting from the date of the approval by the Shareholders at the EGM. Mr. Pei Hongwei, Mr. Wang Hanjun, Mr. Li Guoqing, Ms. Shi Huaxin, Mr. Peng Dongdong, Mr. Li Fei, Mr. Wang Tao and Ms. Tang Qimeng will not receive any fees for acting as Directors. Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng will be entitled to an annual Director’s fee of



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## LETTER FROM THE BOARD

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HK\$150,000 before tax (the individual income tax will be withheld and paid by the Company). The amount was determined by the Board with reference to their duties and responsibilities to the Company, the Company's policy for independent non-executive Director's fee and current market conditions.

Save as disclosed above, after having made all reasonable enquiries, to the best knowledge, information and belief of the Directors, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the proposed appointment of Mr. Pei Hongwei, Mr. Wang Hanjun, Mr. Li Guoqing, Ms. Shi Huaxin, Mr. Peng Dongdong, Mr. Li Fei, Mr. Wang Tao, Ms. Tang Qimeng, Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng acting as Directors that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

### III. PROPOSED APPOINTMENT OF SUPERVISORS

Reference is made to the announcement of the Company dated 22 February 2022 in relation to the proposed nomination of candidates for the Board, the proposed nomination of the candidates for the Board of Supervisors and the proposed amendment to the Articles of Association. The Board announces that, according to the Articles of Association, the Board nominated Mr. Hu Shengjie, Ms. Nie Kun, Mr. Fang Binjia and Mr. Li Yan to be the candidates for Supervisors of the third session of the Board of Supervisors, with Ms. Yang Huiju, Mr. Liu Hao and Mr. Ban Jianbo, the employee representative Supervisors of the Company, comprising of the third session of the Board of Supervisors. The term of each of such Supervisors shall commence from the date of approval of the appointment of Supervisor at the EGM of the Company.

The term of the second session of the Board of Supervisors has expired on 14 August 2021. According to the Company Law and the Articles of Association, members of the second session of the Board of Supervisors shall continue to perform their duties until members of the forthcoming third session of the Board of Supervisors assume their duties.

Set out below are the biographical details of Mr. Hu Shengjie, Ms. Nie Kun, Mr. Fang Binjia and Mr. Li Yan:

Mr. Hu Shengjie (胡聖傑), aged 49, is a Supervisor of the Company and the chairman of the Board of Supervisors, and currently the head of the Department of Board Secretary of Beijing Urban Construction Group Co., Ltd. Mr. Hu was appointed as Supervisor of the Company and the chairman of the Board of Supervisors since December 2019. Mr. Hu served as an employee in the publicity department of Beijing Urban Construction Road and Bridge Group Co., Ltd. (北京城建道橋公司) from July 1995 to December 1996, a newspaper reporter of Beijing Urban Construction Group Co., Ltd. from December 1996 to October 2003, and an office staff of the National Stadium project department of BUCG from October 2003 to September 2004. Mr. Hu has successively served as an employee in the publicity department, an employee and deputy director in the manager's office, and the head of the Department of

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## LETTER FROM THE BOARD

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Board Secretary of Beijing Urban Construction Group Co., Ltd. since September 2004. Mr. Hu graduated from Renmin University of China (中國人民大學) in July 1995 with a bachelor degree, majoring in Chinese Linguistic Literature. Mr. Hu studied in the Law School of Renmin University of China for master's degree in law from September 1999 to July 2002, and obtained the national legal professional qualification certificate in 2002. He was qualified as a senior administration engineer by Office of the Leading Group of Qualification Conference of Ideological and Political Works of the Organization Department of Beijing Municipal Committee (北京市委組織部思想政治工作專業職務評定工作領導小組辦公室) in 2008.

Ms. Nie Kun (聶崑), aged 51, is a Supervisor of the Company, and the first chairman of the supervisory committee of Beijing Urban Construction Group Co., Ltd. Ms. Nie was appointed as the Supervisor of the Company since October 2013. Ms. Nie was engaged in accounting work in the Fifth Branch of the Second Beijing Urban Construction Engineering Company Limited (北京城建二建設工程有限公司) from July 1992 to March 1996. She was the chief officer of the Fifth Branch of the Second Beijing Urban Construction Engineering Company Limited from March 1996 to March 1997. She was a staff of the audit department of the Second Beijing Urban Construction Engineering Company Limited from March 1997 to October 1999; a staff of the finance department of BUCG Xinye Company from October 1999 to April 2000. Since April 2000, she has served as a staff of the first unit of the audit department, a deputy head of the audit and investigation department, the head of the finance department and the first chairman of the supervisory committee of BUCG. She obtained a bachelor's degree of economics in investment economic management from the Central Institute of Finance (中央財政金融學院) in June 1992. She obtained a professional accountant certification from the Beijing Municipal Bureau of Finance (北京市財政局) in September 1995, and was recognised as a qualified internal auditor by China Association of Internal Audit (中國內部審計協會) in December 2003. She was qualified as a senior accountant by Beijing Senior Specialised Technique Qualification Evaluation Committee (北京市高級專業技術資格評審委員會) in January 2005. She became a non-practicing member of Chinese Institute of Certified Public Accountants in September 2010.

Mr. Fang Binjia (方斌佳), aged 31, is currently an employee of Beijing Jingguorui Equity Investment Fund Management Co., Ltd. (北京京國瑞股權投資基金管理有限公司). Mr. Fang worked in Beijing State-owned Capital Operation Management Co., Ltd. (北京國有資本運營管理有限公司) (formerly Beijing State-owned Capital Operation and Management Center (北京國有資本經營管理中心)) from July 2015 to November 2021, and successively served as the business assistant of the Fund Investment Department, the business assistant and business supervisor of the third investment management department, and the business supervisor and business manager of the second investment management department; since December 2021, he has been an employee of Beijing Jingguorui Equity Investment Fund Management Co., Ltd.. Mr. Fang obtained a bachelor's degree in finance from Wuhan University in July 2013; and a master's degree in finance from Renmin University of China in July 2015.

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## LETTER FROM THE BOARD

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Mr. Li Yan (李儼), aged 43, is currently an executive director of Beijing Rongyi Investment Management Co., Ltd. (北京融溢投資管理有限公司). From October 2003 to May 2005, Mr. Li Yan served as the product manager of the 3G product department of UT Starcom; from June 2005 to December 2006, he served as the key account manager of the Siemens Integration Department in Siemens Communications Group; from January 2007 to September 2009, he served as the department manager of the business development department of Investment Beijing International Co., Ltd. (投資北京國際有限公司); from September 2009 to March 2018, he served as the investment director of the investment department of Zhongguancun Xingye Investment Management Co., Ltd. (中關村興業投資管理有限公司); from March 2018 to March 2019, he was the founder and general manager of Heguang Smart Energy Technology Co., Ltd. (和光智慧能源科技有限公司); from March 2019 to May 2021, he served as the managing director of Beijing Gaojie Asset Management Co., Ltd. (北京高捷資產管理有限公司); since May 2021, he has been the executive director of Beijing Rongyi Investment Management Co., Ltd., the holding subsidiary of Beijing Jingguochuang Fund Management Co., Ltd. (北京京國創基金管理有限公司). Mr. Li graduated with a master's degree in electrical engineering from Western University in Canada, an EMBA from Tsinghua University, and a bachelor's degree in electrical engineering and information science from the University of Science and Technology of China.

Save as disclosed above, Mr. Hu Shengjie, Ms. Nie Kun, Mr. Fang Binjia and Mr. Li Yan do not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, nor do they have any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Hu Shengjie, Ms. Nie Kun, Mr. Fang Binjia and Mr. Li Yan did not hold any other positions in the Company or any of its subsidiaries or any directorships in other listed companies in the last three years.

Upon the proposed appointment of each of Mr. Hu Shengjie, Ms. Nie Kun, Mr. Fang Binjia and Mr. Li Yan as a Supervisor being approved by the Shareholders at the EGM, the Company will enter into a service contract with each of them. The term of office of each of the aforesaid Supervisors is for a term for three years starting from the date of the approval by the Shareholders at the EGM. Mr. Hu Shengjie, Ms. Nie Kun, Mr. Fang Binjia and Mr. Li Yan will not receive any fees for acting as Supervisors.

Save as disclosed above, after having made all reasonable enquiries, to the best knowledge, information and belief of the Directors and Supervisors, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the proposed appointment of Mr. Hu Shengjie, Ms. Nie Kun, Mr. Fang Binjia and Mr. Li Yan acting as Supervisors that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.



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## LETTER FROM THE BOARD

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### IV. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 22 February 2022 in relation to the proposed nomination of candidates for the Board, the proposed nomination of the candidates for the Board of Supervisors and the proposed amendment to the Articles of Association. The Company received a letter from Beijing Jingguochuang Fund Management Co., Ltd. (北京京國創基金管理有限公司) on 24 January 2022, and its subsidiary Beijing Jingguochuang Advantage Industry Fund (Limited Partnership) (北京京國創優勢產業基金(有限合伙)) completed the acquisition of the 46,000,000 domestic Shares of the Company held by the Company's domestic Shareholder Tianjin Jun Rui Qi Equity Investment Partnership (LLP) on 30 December 2021, and has completed the transfer registration with China Securities Depository and Clearing Corporation Limited. In accordance with the requirements of the Company Law, the current Articles of Association shall be amended.

The specific amendment by the Company to the Articles of Association currently in effect is as follows:

Current Article	Amended Article
Article 20 The share capital structure of the Company shall be as follows: 1,348,670,000 ordinary shares, of which 960,733,000 shares are domestic shares, among which, 571,031,118 shares are held by Beijing Urban Construction Group Co., Ltd.; 87,850,942 shares are held by Beijing Infrastructure Investment Co., Ltd.; 76,000,000 shares are held by Beijing Chengtong Enterprise Management Center (general partnership) (北京城通企業管理中心(普通合夥)); 46,000,000 shares are held by Beijing Jingguofa Equity Investment Fund (Limited Partnership); 43,925,470 shares are held by Beijing Rail Transit Construction and Management Co., Ltd.; 43,925,470 shares are held by Beijing Gonglian Highway Connect Line Co., Ltd.; 46,000,000 shares are held by Tianjin Jun Rui Qi Equity Investment Partnership (LLP); 23,184,000 shares are held by Beijing Zhongtai Investment Management Co., Ltd.; 22,816,000 shares are held by Beijing You Neng Shang Zhuo Venture Capital Fund (LLP). The remaining 387,937,000 shares are H shares.	Article 20 The share capital structure of the Company shall be as follows: 1,348,670,000 ordinary shares, of which 960,733,000 shares are domestic shares, among which, 571,031,118 shares are held by Beijing Urban Construction Group Co., Ltd.; 87,850,942 shares are held by Beijing Infrastructure Investment Co., Ltd.; 76,000,000 shares are held by Beijing Chengtong Enterprise Management Center (general partnership) (北京城通企業管理中心(普通合夥)); 46,000,000 shares are held by Beijing Jingguofa Equity Investment Fund (Limited Partnership); 43,925,470 shares are held by Beijing Rail Transit Construction and Management Co., Ltd.; 43,925,470 shares are held by Beijing Gonglian Highway Connect Line Co., Ltd.; <b><u>46,000,000 shares are held by Beijing Jingguochuang Advantage Industry Fund (Limited Partnership)</u></b> (北京京國創優勢產業基金(有限合伙)); 23,184,000 shares are held by Beijing Zhongtai Investment Management Co., Ltd.; 22,816,000 shares are held by Beijing You Neng Shang Zhuo Venture Capital Fund (LLP). The remaining 387,937,000 shares are H shares.

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## LETTER FROM THE BOARD

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### V. EGM

The EGM will be held at Conference Room, Block A, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 3:30 p.m. on Friday, 11 March 2022, to consider and approve (1) the proposed appointment of Mr. Wang Hanjun and Mr. Li Guoqing as executive Directors of the third session of the Board of Directors of the Company; the proposed appointment of Mr. Pei Hongwei, Ms. Shi Huaxin, Mr. Peng Dongdong, Mr. Li Fei, Mr. Wang Tao and Ms. Tang Qimeng as non-executive Directors of the third session of the Board of Directors of the Company; the proposed appointment of Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng as independent non-executive Directors of the third session of the Board of Directors of the Company; (2) the proposed appointment of Mr. Hu Shengjie, Ms. Nie Kun, Mr. Fang Binjia and Mr. Li Yan as Supervisors of the third session of the Board of Supervisors; and (3) the proposed amendment to the Articles of Association. A notice convening the EGM is set out on pages 18 to 20 of this circular. A proxy form for the EGM is also enclosed herewith.

As of the Latest Practicable Date, Mr. Wang Hanjun held 48,000 H Shares and 1,000,000 Domestic Shares, causing conflict of interests in relation to the resolution to consider and approve the appointment of Mr. Wang Hanjun as an executive Director of the Company. Thus, Mr. Wang Hanjun will abstain from voting on such resolution. As of the Latest Practicable Date, Mr. Li Guoqing held 48,000 H Shares and 1,000,000 Domestic Shares, causing conflict of interests in relation to the resolution to consider and approve the appointment of Mr. Li Guoqing as an executive Director of the Company. Thus Mr. Li Guoqing will abstain from voting on such resolution.

Save as disclosed above, to the best knowledge, information and belief of the Directors, none of the other Shareholders are required to abstain from voting on the resolutions at the EGM.

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.

The register of members of the Company will be closed from Thursday, 10 March 2022 to Friday, 11 March 2022 (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.

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## LETTER FROM THE BOARD

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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 Share Shareholders) or the registered address of the Company (for Domestic Share Shareholders) for registration not later than 4:30 p.m. on Wednesday, 9 March 2022. Shareholders whose names appear on the register of members of the Company on Friday, 11 March 2022, will be entitled to attend the EGM and to vote thereat.

### VI. 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. Results of the poll voting will be posted on the website of the Company at [www.bjucd.com](http://www.bjucd.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the conclusion of the EGM.

### VII. RECOMMENDATIONS

The Board is of the view that the resolutions in relation to the proposed appointment of Directors, the proposed appointment of Supervisors and the proposed amendment to the Articles of Association are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolutions in relation to (1) the proposed appointment of Mr. Wang Hanjun and Mr. Li Guoqing as executive Directors of the third session of the Board of Directors of the Company; the proposed appointment of Mr. Pei Hongwei, Ms. Shi Huaxin, Mr. Peng Dongdong, Mr. Li Fei, Mr. Wang Tao and Ms. Tang Qimeng as non-executive Directors of the third session of the Board of Directors of the Company; the proposed appointment of Mr. Wang Guofeng, Mr. Qin Guisheng, Mr. Ma Xufei and Mr. Xia Peng as independent non-executive Directors of the third session of the Board of Directors of the Company; and (2) the proposed appointment of Mr. Hu Shengjie, Ms. Nie Kun, Mr. Fang Binjia and Mr. Li Yan as Supervisors of the third session of the Board of Supervisors; and the special resolution in relation to (3) the proposed amendment to the Articles of Association.

Yours faithfully,

By order of the Board

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

**Pei Hongwei**

*Chairman*

# NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING



**北京城建设计发展集团股份有限公司**  
BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED

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

**北京城建设计发展集团股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1599)**

## NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 First Extraordinary General Meeting (the “EGM”) of Beijing Urban Construction Design & Development Group Co., Limited (the “Company”) will be held at Conference Room, Block A, 5 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 3:30 p.m. on Friday, 11 March 2022, to consider and, if thought fit, approve the following resolutions:

### ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Pei Hongwei as a non-executive director of the Company.
2. To consider and approve the appointment of Mr. Wang Hanjun as an executive director of the Company.
3. To consider and approve the appointment of Mr. Li Guoqing as an executive director of the Company.
4. To consider and approve the appointment of Ms. Shi Huaxin as a non-executive director of the Company.
5. To consider and approve the appointment of Mr. Peng Dongdong as a non-executive director of the Company.
6. To consider and approve the appointment of Mr. Li Fei as a non-executive director of the Company.
7. To consider and approve the appointment of Mr. Wang Tao as a non-executive director of the Company.
8. To consider and approve the appointment of Ms. Tang Qimeng as a non-executive director of the Company.

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## NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

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9. To consider and approve the appointment of Mr. Wang Guofeng as an independent non-executive director of the Company.
10. To consider and approve the appointment of Mr. Qin Guisheng as an independent non-executive director of the Company.
11. To consider and approve the appointment of Mr. Ma Xufei as an independent non-executive director of the Company.
12. To consider and approve the appointment of Mr. Xia Peng as an independent non-executive director of the Company.
13. To consider and approve the appointment of Mr. Hu Shengjie as a supervisor of the Company.
14. To consider and approve the appointment of Ms. Nie Kun as a supervisor of the Company.
15. To consider and approve the appointment of Mr. Fang Binjia as a supervisor of the Company.
16. To consider and approve the appointment of Mr. Li Yan as a supervisor of the Company.

### SPECIAL RESOLUTION

17. Proposed amendment to the Articles of Association.

By order of the Board

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

**Pei Hongwei**

*Chairman*

Beijing, 24 February 2022

*As at the date of this notice, the executive directors of the Company are Wang Hanjun and Li Guoqing; the non-executive directors of the Company are Pei Hongwei, Wu Donghui, Shi Huaxin, Guan Jifa, Ren Yuhang, Su Bin, Wang Tao and Ren Chong; and the independent non-executive directors of the Company are Wang Guofeng, Ma Xufei, Sun Maozhu, Liang Qinghuai and Qin Guisheng.*

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## NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. The register of members of the Company will be closed from Thursday, 10 March 2022 to Friday, 11 March 2022, both days inclusive, during which period no transfer of shares will be registered. Holders of H shares and domestic shares whose names appeared on the register of members of the Company as at Friday, 11 March 2022 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, 9 March 2022 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).