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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 DIRECTORS AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board of the Company announces that Mr. Wang Hao and Mr. Tang Shuchang have been nominated as the candidates for non-executive directors and Mr. Wang Dexing has been nominated as the candidate for independent non-executive director. The appointments of Mr. Wang Hao, Mr. Tang Shuchang and Mr. Wang Dexing are subject to the approval by the shareholders of the Company at an extraordinary general meeting by way of ordinary resolutions.

The Board of the Company proposes to amend the Articles of Association of the Company to reflect the changes in the total share capital and registered capital upon the issue and listing of the Company's shares and the increase in the number of Board members. The proposed amendments are subject to the approval by the shareholders of the Company at the extraordinary general meeting by way of a special resolution.

A circular containing, among other things, details of the proposed appointment of directors and the proposed amendments to the Articles of Association and a notice of convening the extraordinary general meeting will be despatched to the shareholders as soon as practicable.

Proposed Appointment of Directors

The Board of Directors (the "Board") of Beijing Urban Construction Design & Development Group Co., Limited (the "Company") announces that Mr. Wang Hao and Mr. Tang Shuchang have been nominated as the candidates for non-executive directors and Mr. Wang Dexing has been nominated as the candidate for independent non-executive director. The appointments of Mr. Wang Hao, Mr. Tang Shuchang and Mr. Wang Dexing are subject to the approval by the shareholders of the Company at an extraordinary general meeting by way of ordinary resolutions.

Biographical details of Mr. Wang Hao

Mr. Wang Hao (王灝), aged 47, is the deputy party secretary, vice chairman and general manager of Beijing Capital Group Ltd. Mr. Wang acted as the executive secretary of the Party Committee Office, factory manager assistant, head of the enterprise development department and deputy factory manager of the 3rd Factory of Beijing Coal Corporation (北京市煤炭總公司) from July 1990 to December 1994; the deputy manager of Beijing Coal Corporation and general manager of Beijing Golden Time Real Estate Development Co., Ltd. (北京金泰房地產開發公司) from December 1994 to February 2000; the party member and deputy head of Beijing Municipality Overseas Finance and Investment Managing Center (北京市境外融資管理中心) from February 2000 to March 2001; the party member, director and deputy general manager of Beijing State-owned Assets Management Co., Ltd. (北京市國有資產經營有限責任公司) from March 2001 to July 2001; the director, deputy general manager and standing member of the Party Committee of Beijing Metro Group Co., Ltd. from July 2001 to November 2003; the party member, deputy general manager, deputy party secretary, director and general manager of Beijing Infrastructure Investment Co., Ltd. (北京市基礎設施投資有限公司) from November 2003 to December 2009; the member of the Party Committee and deputy head of the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality (北京市人民政府國有資產監督管理委員會) from September 2009 to January 2013; he has been the deputy party secretary, vice chairman and general manager of Beijing Capital Group Ltd. since January 2013; the vice chairman of Beijing Capital Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600008) and the director of Beijing Capital Land Ltd. (a company listed on the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), stock code: 2868) since August 2013; the non-executive director of Juda International Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1329) since December 2013. Mr. Wang obtained a bachelor degree of engineering majoring in mining engineering from Liaoning Technical University in July 1990; a master degree of engineering majoring in management system engineering from Liaoning Technical University in April 1994; a doctoral degree majoring in political economy from School of Economics, Peking University in January 2006; and he studied and worked in the public administration postdoctoral station of School of Government, Peking University from January 2009 to June 2012. He was qualified as an engineer by Beijing Intermediate Specialised Technique Qualification Evaluation Committee (北京市中級專業技術職務評審委員會) in July 1995. Mr. Wang was qualified as a senior economist by Beijing Senior Specialised Technique Qualification Evaluation Committee (北京市高級專業技術職務評審委員會) in August 2001.

Upon the appointment of Mr. Wang Hao as a non-executive director approved by the shareholders at the extraordinary general meeting, pursuant to the applicable laws and regulations of the PRC, the Company will enter into a service contract with Mr. Wang for a term commencing from the date of approval by the shareholders at the extraordinary general meeting to the expiry date of the terms of office of the current Board. Mr. Wang will not receive any director's fees for acting as a non-executive director of the Company.

Biographical details of Mr. Tang Shuchang

Mr. Tang Shuchang (湯舒暢), aged 53, is the head of the capital management department and an assistant to the general manager of Beijing Urban Construction Group. Mr. Tang worked as an assistant for the logistics department in Army 00092 of Infrastructural Engineering Brigade (基建工程兵零零九二部隊) from December 1978 to July 1983; the officer of the finance division of Beijing Urban Construction No. 4 Corporation (北京城建四公司) from August 1983 to April 1991; the cost accountant of the finance department of Beijing Urban Construction Group Corporation (北京城建總公司) from April 1991 to June 1995; the deputy head of the asset department of Beijing Urban Construction Group from June 1995 to June 1998; he has been the head of the capital management department of Beijing Urban Construction Group since June 1998; an assistant to the general manager of Beijing Urban Construction Group since March 2011; the supervisor of Beijing Urban Construction Investment Development Co., Ltd (a company listed on the Shanghai Stock Exchange, stock code: 600266) since July 2002. Mr. Tang graduated from Central College of Finance and Economics (中央財經學院) majoring in infrastructure finance and credit in July 1988; he was qualified as a senior accountant by Beijing Senior Specialised Technique Qualification Evaluation Committee in September 1999.

Upon the appointment of Mr. Tang Shuchang as a non-executive director approved by the shareholders at the extraordinary general meeting, pursuant to the applicable laws and regulations of the PRC, the Company will enter into a service contract with Mr. Tang for a term commencing from the date of approval by the shareholders at the extraordinary general meeting to the expiry date of the terms of office of the current Board. Mr. Tang will not receive any director's fees for acting as a non-executive director of the Company.

Biographical details of Mr. Wang Dexing

Mr. Wang Dexing (王德興), aged 68, worked in the flood detention office, Taiqian County, Henan Province (河南省台前縣滯洪辦公室) from 1962 to 1965. From 1965 to 1971, Mr. Wang took up the role as the secretary and vice platoon leader of the 17th company of 57th regiment of Railway Brigade and participated in the first phase construction work (parts of construction work of Line 1 and Line 2) for Beijing Subway, the first underground railway in China. In 1971, he switched to work in Beijing Metro Corporation (北京地鐵總公司) and till 2001 served as the party secretary for the metro power supply session and the vehicle session of Taiping Lake (太平湖) and the head of organization department of the Party Committee, general committee member, deputy party secretary and secretary of the disciplinary committee as well as party secretary of Beijing Metro Corporation. From 2001 to 2003, Beijing Metro Corporation was converted into Beijing Metro Group (北京地鐵集團). Mr. Wang served as the chairman and party secretary of the group and the chairman and party secretary of Beijing Mass Transit Railway Operation Corporation (北京地鐵運營公司). Between 2003 and 2008, he acted as the chairman and party secretary of Beijing Mass Transit Railway Operation Corporation. Between 1995 and 2010, Mr. Wang served as the chairman of Research Association of the Party Construction of Beijing Subway Light Rail (北京地鐵輕軌黨建研究會). Between 2006 to 2011, he took up the role as the director for both Beijing Infrastructure Investment Co., Ltd. and Beijing Environment Sanitation Engineering Group (北京環衛集團). He retired in 2011. Mr. Wang had been elected as the 8th, 9th and 10th Party representative of Beijing Municipality, the representative for the 12th NPC (National People's Congress) of Beijing Municipality and the deputy head for the NPC Urban Construction and Environmental Protection Committee (城建環保委員會) for that session. Mr. Wang graduated from Beijing

Municipality Xicheng Vocational College (北京市西城職大) in 1984; graduated from Beijing College of Accounting and Finance (北京財貿學院) in 1987 through on-the-job learning; graduated from the class for further studies for prefectural and departmental cadres of the Party School of the Central Committee in 1993. In 1995, Mr. Wang graduated from the Party School of Central Committee majoring in Economics and Management.

Upon the appointment of Mr. Wang Dexing as an independent non-executive director approved by the shareholders at the extraordinary general meeting, pursuant to the applicable laws and regulations of the PRC, the Company will enter into a service contract with Mr. Wang for a term commencing from the date of approval by the shareholders at the extraordinary general meeting to the expiry date of the terms of office of the current Board. Mr. Wang shall be entitled to an annual director's fee of HK\$150,000 before tax (while individual income tax will be withheld and paid by the Company). Such amount has been determined by the Board by reference to his duty and responsibility to the Company, the Company's policy for independent non-executive director's fee and the prevailing market conditions.

Save as disclosed above, none of the aforesaid candidates has been a director of other listed companies in the last three years nor held any other position with the Company or its subsidiaries. The aforesaid candidates do not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company. The aforesaid candidates do not have any interest in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance as at the date of this announcement.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no other matters that need to be brought to the attention of the shareholders.

Proposed Amendments to the Articles of Association

As the Company's H shares were listed on the Hong Kong Stock Exchange on 8 July 2014 and the over-allotment option was fully exercised by the Joint Global Coordinators on 16 July 2014, and the completion of the exercise of over-allotment option took place on 21 July 2014, the registered capital and total share capital of the Company changed accordingly. Furthermore, in order to reflect the above changes and propose to appoint three more directors based on the actual requirements of the Company, the Board proposed the following amendments to the current Articles of Association pursuant to the Company Law of the People's Republic of China and the Articles of Association of Beijing Urban Construction Design & Development Group Co., Limited:

1 Article 18

The original Article 18 of the Articles of Association shall be deleted in its entirety and replaced by the following article:

“After the establishment of the Company and upon approval from the securities regulatory authorities of the State Council, a total of 387,937,000 overseas listed foreign shares (H shares) have been issued through the initial public offering (upon the full exercise of the over-allotment option, *i.e.*, 15%), accounting for 30.48% of its total ordinary shares.

After the completion of the abovementioned H shares issuance, the share capital structure of the Company shall be as follows: 1,272,670,000 ordinary shares, of which 884,733,000 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.; 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.”

2. Article 21

The original Article 21 of the Articles of Association shall be deleted in its entirety and replaced by the following article:

“The Company has a registered capital of RMB1,272,670,000.”

3. Article 95

The original Article 95 of the Articles of Association shall be deleted in its entirety and replaced by the following article:

“Under the premise of compliance with the applicable requirements of the relevant listing rules from time to time, the Company shall have a board of 15 directors with one chairman and five independent non-executive directors. The number of independent non-executive directors shall not be less than 3 and not less than one-third of all directors at any time.”

The proposed amendments to the Articles of Association shall come into effect upon the approval by the shareholders of the Company at the extraordinary general meeting by way of a special resolution.

A circular containing, among other things, details of the proposed appointment of directors and the proposed amendments to the Articles of Association and a notice of convening the extraordinary general meeting will be despatched to the shareholders as soon as practicable.

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

Beijing, 27 August 2014

As at the date of this announcement, the executive directors of the Company are Wang Hanjun and Li Guoqing; the non-executive directors of the Company are Wang Liping, Xu Jianyun, Chen Daihua, Hao Weiya, Su Bin and Kong Lingbin; and the independent non-executive directors of the Company are Zhang Fengchao, Yim Fung, Sun Maozhu and Liang Qinghuai.