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If you have sold or transferred all your shares in Beijing Enterprises Urban Resources Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other registered dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Beijing Enterprises Urban Resources Group Limited **北控城市資源集團有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3718)

PROPOSALS FOR **(I) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES** **(II) RE-ELECTION OF RETIRING DIRECTORS** **(III) DECLARATION OF FINAL DIVIDEND** **AND** **NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 7 June 2022 at 11 a.m. or any adjournment thereof is set out on pages 19 to 22 of this circular.

Whether or not you are able to attend the Annual General Meeting or any adjourned meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same as soon as practicable to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.beur.net.cn). Completion and the delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of shareholders of the Company and to prevent the spreading of the novel coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the Annual General Meeting:

- (1) Compulsory body temperature screening/checks;
- (2) Compulsory wearing of surgical face mask; and
- (3) No provision of food or beverages and no distribution of gifts.

For the health and safety of Shareholders, the Company would strongly encourage Shareholders to exercise their rights to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy and to return their forms of proxy by the time specified above, instead of attending the Annual General Meeting in person.

28 April 2022

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing novel coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names, contact details and body condition, and state that whether they have travelled to any affected countries or areas outside Mainland China in the preceding 14 days, or to their best knowledge had close contact with any confirmed cases, or have symptoms of flu, fever or pneumonia. Any such person may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) Attendees are required to wear their surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, strongly recommended by using a form of proxy with voting instructions inserted, Shareholders, particularly those who are subjected to quarantine, may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The form of proxy is attached to this circular and such form of proxy can also be downloaded from the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.beurg.net.cn). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Shareholders are strongly recommended not to attend the AGM in person. If Shareholders have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via email at ir@beurg.com.hk.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the branch share registrar and transfer office of the Company, as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
E-mail: is-enquiries@hk.tricorglobal.com
Tel: +852 2980 1333
Fax: +852 2861 1465

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the AGM arrangements at short notice. Shareholders are advised to check the website of the Stock Exchange and the Company's website for future announcements and updates on the AGM arrangements.

DEFINITIONS

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

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 7 June 2022 at 11 a.m., or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which are set out on pages 19 to 22 of this circular
“Articles of Association”	the amended and restated articles of association of the Company
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“BEWG”	Beijing Enterprises Water Group Limited (北控水務集團有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 371) and a substantial shareholder of the Company as defined under the Listing Rules
“Board”	the board of the Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented and/or otherwise modified from time to time
“Company”	Beijing Enterprises Urban Resources Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 3718)
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Final Dividend”	a final dividend of HK3 cents per Share for the year ended 31 December 2021

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in the section headed “REPURCHASE AND ISSUANCE MANDATES” of the letter from the Board in this circular
“Latest Practicable Date”	20 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Repurchase Mandate”	as defined in the section headed “REPURCHASE AND ISSUANCE MANDATES” of the letter from the Board in this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company (or such other nominal value as shall result from a subdivision, consolidation, reclassification or restructuring of such shares from time to time)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	shall have the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



Beijing Enterprises Urban Resources Group Limited
北控城市資源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3718)

Executive Directors:

Mr. Zhao Kexi (*Chief Executive Officer*)

Mr. Zhou Chen

Non-Executive Directors:

Mr. Zhou Min (*Chairman*)

Mr. Li Haifeng

Mr. Li Li

Independent Non-executive Directors:

Mr. Orr Ka Yeung, Kevin

Mr. Wu Tak Kong

Dr. Du Huanzheng

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 6705-07

67th Floor

Central Plaza

18 Harbour Road

Wanchai

Hong Kong

28 April 2022

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR
(I) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
(II) RE-ELECTION OF RETIRING DIRECTORS
(III) DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. The resolutions to be proposed at the Annual General Meeting are in respect of (i) the granting of the Repurchase Mandate and the Issuance Mandate to the Directors and the extension of the Issuance Mandate; (ii) the proposed re-election of the retiring Directors; and (iii) the declaration of Final Dividend.

LETTER FROM THE BOARD

2. REPURCHASE AND ISSUANCE MANDATES

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own shares on the Stock Exchange. At the annual general meeting of the Company held on 4 June 2021, general mandates were given to the Directors to exercise the powers of the Company to undertake repurchases of the Company's fully paid up shares of up to a maximum of 360,000,000 Shares, being 10% of the issued share capital of the Company on the date of passing the relevant ordinary resolution at the annual general meeting and to allot, issue and deal with new shares of up to 720,000,000 Shares, being 20% of the issued share capital of the Company on the date of passing the relevant ordinary resolution at the annual general meeting. Such general mandates will continue in force until the conclusion of the forthcoming Annual General Meeting.

In order to give the Company the flexibility to issue new Shares and to repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of mandates to the Directors:

- (a) to grant a general mandate to the Directors to exercise the powers of the Company to undertake repurchases of the Company's fully paid up Shares up to a maximum of 10% of the issued share capital of the Company on the date of passing the relevant ordinary resolution (the "**Repurchase Mandate**");
- (b) to grant a general mandate to the Directors to allot, issue and deal with new Shares up to a maximum of 20% of the issued share capital of the Company on the date of passing the relevant ordinary resolution (the "**Issuance Mandate**"); and
- (c) to extend the Issuance Mandate by the number of Shares repurchased by the Company under the Repurchase Mandate.

Details of the Issuance Mandate and the Repurchase Mandate are set out in the proposed ordinary resolution nos. 6 and 7 of the notice of the Annual General Meeting, respectively. As at the Latest Practicable Date, a total of 3,600,000,000 Shares were in issue. Subject to the passing of the ordinary resolutions granting the Issuance Mandate, and assuming there are no changes to the issued share capital of the Company, the Company will be allowed under the Issuance Mandate to issue a maximum of 720,000,000 Shares. Subject to the passing of the ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 360,000,000 Shares, representing not more than 10% of the issued share capital of the Company.

LETTER FROM THE BOARD

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely, Mr. Zhao Kexi and Mr. Zhou Chen as executive Directors, Mr. Zhou Min, Mr. Li Haifeng and Mr. Li Li as non-executive Directors and Mr. Orr Ka Yeung, Kevin, Mr. Wu Tak Kong and Dr. Du Huanzheng as independent non-executive Directors.

According to Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting. Accordingly, Mr. Zhou Chen will retire and offer himself for re-election in the Annual General Meeting.

According to Article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years or within such other period as the Listing Rules may from time to time prescribe. According to Article 84(2), any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Li Li, Mr. Li Haifeng and Mr. Wu Tak Kong will retire and offer themselves for re-election in the Annual General Meeting.

The Company received the annual confirmation of independence provided by each independent non-executive Director and the Nomination Committee has assessed the independence of all independent non-executive Directors and affirmed that they have met the independence criteria set out in Rule 3.13 of the Listing Rules and remain independent.

The Nomination Committee has considered the background, skills, professional knowledge and experience of Mr. Zhou Chen, Mr. Li Li, Mr. Li Haifeng and Mr. Wu Tak Kong having regard to the policy for re-appointment of Directors of the Company and is of the view that they have extensive experience in different fields and professionals that are relevant to the Company's business. The Nomination Committee had also considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

The Board, on the recommendation of the Nomination Committee, proposed that all the retiring Directors, namely, Mr. Zhou Chen, Mr. Li Li, Mr. Li Haifeng and Mr. Wu Tak Kong stand for re-election as Directors at the Annual General Meeting. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out on pages 19 to 22 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, among others, the granting of the Repurchase Mandate and the Issuance Mandate and the re-election of retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the proposed resolutions at the Annual General Meeting.

The register of members will be closed from Wednesday, 1 June 2022 to Tuesday, 7 June 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 31 May 2022.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.beur.net.cn). If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete and sign the proxy form and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting or any adjourned meeting if you so wish.

5. DECLARATION OF FINAL DIVIDEND

According to the announcement of the Company dated 29 March 2022, the Board recommended the payment of a Final Dividend of HK3 cents per Share for the year ended 31 December 2021. The Final Dividend is subject to shareholders' approval at the Annual General Meeting, and is payable to Shareholders whose names appear on the register of members of the Company on Wednesday, 15 June 2022.

LETTER FROM THE BOARD

The register of members will be closed from Monday, 13 June 2022 to Wednesday, 15 June 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for entitlement to the Final Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 June 2022. Subject to the approval of Shareholders at the Annual General Meeting, the Final Dividend will be paid on or around Friday, 8 July 2022.

6. RECOMMENDATIONS

The Directors consider that the proposed granting of the Repurchase Mandate, the Issuance Mandate and the extension of the Issuance Mandate, the proposed re-election of the retiring Directors and the declaration of Final Dividend are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

In the event of inconsistency, the English texts of this circular and the enclosed form of proxy shall prevail over the Chinese texts.

Yours faithfully
By Order of the Board
Beijing Enterprises Urban Resources Group Limited
Zhao Kexi
Executive Director

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the granting of the Repurchase Mandate to be proposed at the Annual General Meeting.

1. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made if the Directors believe such repurchases will benefit the Company and the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 3,600,000,000 Shares of HK\$0.10 each.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 360,000,000 Shares, representing not more than 10% of the issued share capital of the Company.

3. FUNDING OF REPURCHASES

The Company is empowered by its Articles of Association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Listing Rules, the Cayman Companies Law and other applicable laws. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

Subject to the foregoing, any payment for the repurchase of Shares must be drawn from the profits or share premium of the Company or from the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Cayman Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Cayman Companies Law, out of capital.

As compared with the position as at 31 December 2021, being the date to which its latest audited consolidated financial statements were made up, the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company if the Repurchase Mandate were to be exercised in full. The Directors do not intend to exercise the Repurchase Mandate to such an extent as would have a material adverse effect on the working capital or the gearing position of the Company.

4. MARKET PRICES OF SHARES

During each of the previous 12 months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares trading in the Stock Exchange were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	1.430	1.190
May	1.390	1.140
June	1.240	0.940
July	1.020	0.780
August	0.860	0.750
September	1.010	0.770
October	0.870	0.780
November	0.810	0.470
December	0.560	0.475
2022		
January	0.710	0.510
February	0.710	0.540
March	0.760	0.480
April (up to the Latest Practicable Date)	0.780	0.690

5. DISCLOSURE OF INTEREST OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate, in the event the Repurchase Mandate is approved by Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of Cayman Islands.

6. EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Shareholders	Capacity	Number of Shares beneficially held	Percentage interest in the issued share capital of the Company as at the Latest Practicable Date	Percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full (assuming there is no other change in the issued share capital of the Company)
Beijing Enterprises Group Company Limited ("BE Group") (Note)	Interest of controlled corporation	1,078,732,000	29.96%	33.29%
Beijing Enterprises Group (BVI) Company Limited ("BE BVI") (Note)	Interest of controlled corporation	1,078,732,000	29.96%	33.29%
Beijing Enterprises Holdings Limited ("BEHL") (Note)	Interest of controlled corporation	1,078,732,000	29.96%	33.29%
Beijing Enterprises Environmental Construction Limited ("BE Environmental") (Note)	Interest of controlled corporation	1,078,732,000	29.96%	33.29%
BEWG (Note)	Beneficial interests	1,078,732,000	29.96%	33.29%

Note: 1,078,732,000 Shares are held by BEWG. BEWG is directly held as to approximately 40.66% by BE Environmental. BE Environmental is a wholly-owned subsidiary of BEHL, which is deemed to be held as to approximately 62.31% by BE Group through BE BVI and Beijing Holdings Limited (both are BE Group’s direct wholly-owned subsidiaries), Beijing Enterprises Investments Limited ("BEIL") (a company being directly held as to 72.72% by BE BVI), and Modern Orient Limited (BEIL’s direct wholly-owned subsidiary).

In the event that the Repurchase Mandate was exercised in full and on the basis that no further Shares are issued, the interests of each of the above Shareholders would be increased to approximately the percentages as set out opposite their respective names in the table above.

As at the Latest Practicable Date, BEWG is interested in an aggregate of 1,078,732,000 Shares, representing approximately 29.96% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interest of BEWG in the issued share capital of the Company would be increased to approximately 33.29%. BEWG would be obliged to make a mandatory offer for all securities of the Company not already owned by it in accordance with Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the power to repurchase Shares to such extent that would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which will arise under the Takeovers Code as a consequence of any repurchases made pursuant to the Repurchase Mandate.

The Directors will not make any repurchase of Shares on the Stock Exchange if the repurchase would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately prior to the Latest Practicable Date.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the retiring Directors who are eligible for re-election at the Annual General Meeting are set out below:

(1) Mr. Zhou Chen (周塵), aged 31, Executive Director

Mr. Zhou was appointed as our executive Director on 1 September 2021. He joined the Group in January 2021. He has been a director of three wholly-owned subsidiaries of the Company, namely Beijing Enterprises Urban Environmental Services Group Limited* (北控城市環境服務集團有限公司), Beijing Enterprises Urban City (Beijing) Environmental Technology Limited* (北控城市(北京)環境科技有限公司) and Beijing Enterprises Urban Environmental Resources (PRC) Limited* (北控城市環保資源投資(中國)有限公司). Mr. Zhou has been appointed as the president assistant of the Company since May 2021, where he has been primarily responsible for business development. Prior to joining the Group, from May 2013 to October 2016, Mr. Zhou worked at METROLINX, a public agency engaging in public transportation services for the Ontario government in Canada, as a supervisor of financial operations and special projects, and was responsible for the financial system product design, financial process and operational management matters of the electronic payment business under the agency. From August 2019 to December 2020, Mr. Zhou served as an overseas strategy and business manager of Jingdong Digits Technology Holding Co., Ltd. (京東數字科技控股股份有限公司) (now known as Jingdong Technology Holding Co., Ltd. (京東科技控股股份有限公司)), and was responsible for the overseas strategy of electronic payment and local business, business product strategy and business analysis.

Mr. Zhou obtained a Bachelor degree of Accounting, Finance and Economics (Honours) from the Rotman School of Management, University of Toronto in 2013, a Master degree of business administration from the School of Economics and Management of Tsinghua University in 2019, and a Master degree of Science from the MIT Sloan School of Management in 2019. Mr. Zhou was admitted as a member of the Chartered Professional Accountants of Canada (CPA Canada) and a member of the Canadian Institute of Chartered Accountants (CICA) in 2016. Mr. Zhou is the son of Mr. Zhou Min, the Chairman of the Board.

As at the Latest Practicable Date, Mr. Zhou has personal interest in 71,140,000 Shares of the Company. Save as disclosed above, Mr. Zhou does not hold any shares, underlying shares or debenture of the Company and/or its associated corporation within the meaning of Part XV of the SFO.

Mr. Zhou has entered into a service contract with the Company for a term of three years subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The service contract can be terminated by either party giving three month's prior notice in writing. Under the service contract, Mr. Zhou is entitled to receive director's emoluments and a discretionary bonus per annum which would be determined by reference to various factors such as duties and responsibilities of Mr. Zhou and the Group's performance for the financial year concerned. Mr. Zhou received director's emoluments of approximately HK\$726,000 for the year ended 31 December 2021. Any future emoluments to be paid to Mr. Zhou shall be determined and approved by the remuneration committee based on the responsibilities and performance of Mr. Zhou and prevailing market conditions and will be disclosed in due course.

(2) Mr. Li Li (李力), aged 56, *Non-Executive Director*

Mr. Li Li, was appointed as our Director on 26 March 2019 and was re-designated as our non-executive Director on 9 April 2019. Mr. Li Li is primarily responsible for providing business strategy and management advice to our Board.

From September 1988 to September 2001, Mr. Li Li served several positions at Zhong Ji First Design & Research Institute Company Limited* (中機第一設計研究院有限公司) (formerly known as Mechanical Industry First Design & Research Institute Company Limited* (機械工業第一設計研究院)), a company principally engaged in construction design and consultancy, where he last served as a vice director and was primarily responsible for marketing. From October 2001 to January 2007, Mr. Li Li joined Beijing Sound Environmental Construction Company Limited* (北京桑德環境工程有限公司) ("**Beijing Sound**"), a water construction provider as a general manager, where he was primarily responsible for its daily operations management. From January 2007 to February 2011, Mr. Li Li served as the chief executive officer and last served as an executive director of Sound International Co., Ltd. (桑德國際有限公司), the parent company of Beijing Sound, where he was primarily responsible for overseeing its overall operations and management.

Mr. Li Li joined BEWG in October 2010. In February 2014, Mr. Li Li started to serve as an executive director at BEWG and became an executive president in March 2016, during which he has been primarily responsible for overseeing its daily operations and operations management.

Mr. Li Li received his bachelor's degree in mechanical engineering majoring in welding from Xi'an Jiaotong University (西安交通大學) in the PRC in July 1988 and his doctor's degree in engineering from Tsinghua University (清華大學) in the PRC in April 2018. Mr. Li Li obtained his certificate of senior engineer (高級工程師) from Beijing Senior Professional and Technical Positions Review Committee (北京市高級專業技術職務評審委員會) in November 1997.

As at the Latest Practicable Date, Mr. Li Li does not hold any shares, underlying shares or debenture of the Company and/or its associated corporation within the meaning of Part XV of the SFO.

Mr. Li Li has entered into a letter of appointment with the Company for a term of three years subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The letter of appointment can be terminated by either party giving three month's prior notice in writing. Under the letter of appointment, Mr. Li Li is entitled to receive director's emoluments and a discretionary bonus per annum which would be determined by reference to various factors such as duties and responsibilities of Mr. Li Li and the Group's performance for the financial year concerned. Mr. Li Li received director's emoluments of approximately HK\$60,000 for the year ended 31 December 2021. Any future emoluments to be paid to Mr. Li Li shall be determined and approved by the remuneration committee based on the responsibilities and performance of Mr. Li Li and prevailing market conditions and will be disclosed in due course.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

(3) Mr. Li Haifeng (李海楓), aged 51, *Non-Executive Director*

Mr. Li was appointed as our Director on 26 March 2019 and was re-designated as our non-executive Director on 9 April 2019. Mr. Li is primarily responsible for providing business strategy and management advice to our Board.

From September 1992 to September 2000, he served as an assistant president of Peking University Founder Group Co., Ltd*. (北大方正集團有限公司), a company principally engaged in information technology, medical and financial services, where he was primarily responsible for human resources, export and import function and securities investment. From January 2001 to December 2005, he served as an executive vice president of Founder Xintiandi Software Technology Co. Ltd. (方正新天地軟件科技有限公司), an information management solution provider where he was primarily responsible for overseeing overseas marketing and logistic arrangements.

From September 2006 to July 2008, Mr. Li served as a supervisor of Beijing Enterprises Zhongkecheng Environmental Protection Group Limited (北控中科成環保有限公司) where he was primarily responsible for exploring business opportunities in the PRC. Since August 2008, Mr. Li has been an executive director and vice president of BEWG where he has been primarily responsible for coordinating overseas business and capital market.

From April 2010 to April 2013, Mr. Li served as an independent non-executive director of Simsen International Corporation Limited (now known as Huarong International Financial Holdings Limited (華融國際金融控股有限公司)), a company principally engaged in securities, corporate finance and asset management and listed on the Main Board of the Stock Exchange (stock code: 993), where he was primarily responsible for providing independent advice to the board. Since June 2011, Mr. Li has been the chairman and an executive director of Carry Wealth Holdings Limited (恒富控股有限公司), a garment manufacturer listed on the Main Board of the Stock Exchange (stock code: 643), where he has been primarily responsible for providing overall strategy to the Company.

Mr. Li received his bachelor's degree in law from Peking University (北京大學) in the PRC in July 1992.

As at the Latest Practicable Date, Mr. Li has corporate interest in 48,960,000 Shares through Maolin investments Limited, a company wholly and beneficially owned by Mr. Li. Mr. Li also has personal interests in 1,840,000 Shares of the Company. Save as disclosed above, Mr. Li does not hold any shares, underlying shares or debenture of the Company and/or its associated corporation within the meaning of Part XV of the SFO.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Li has entered into a letter of appointment with the Company for a term of three years subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The letter of appointment can be terminated by either party giving three month's prior notice in writing. Under the letter of appointment, Mr. Li is entitled to receive director's emoluments and a discretionary bonus per annum which would be determined by reference to various factors such as duties and responsibilities of Mr. Li and the Group's performance for the financial year concerned. Mr. Li received director's emoluments of approximately HK\$60,000 for the year ended 31 December 2021. Any future emoluments to be paid to Mr. Li shall be determined and approved by the remuneration committee based on the responsibilities and performance of Mr. Li and prevailing market conditions and will be disclosed in due course.

(4) Mr. Wu Tak Kong (胡德光), aged 56, *Independent Non-Executive Director*

Mr. Wu was appointed as our independent non-executive Director on 19 December 2019.

From 1987 to 1997, Mr. Wu served as an auditor at accounting firms, an accountant and a company director at a company principally engaged in import and export business, and an accountant at a clothing retail chain trading company, where he was primarily responsible for financial management, supervision and administrative matters. From 1998 to 2009, he served as an accounting manager of Kao Chemical (Hong Kong) Limited (花王化學(香港)有限公司), a company principally engaged in the trading and manufacturing of polyurethane chemical products where he was primarily responsible for the management of the accounting departments in Hong Kong office and the factory in the PRC. From 2009 to 2017, he served at various companies in financial management, financial compliance and financial auditing. Mr. Wu is currently the chief executive officer of a consultancy firm and a director of an accounting firm where he has been primarily responsible for providing auditing and other compliance services to corporate clients.

He served as directors of two listed companies. From November 2017 to January 2020, he served as an independent non-executive director of Ta Yang Group Holdings Limited (大洋集團控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1991). From November 2017 to June 2020, Mr. Wu served as a non-executive director of Kong Sun Holdings Limited (江山控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 295).

Mr. Wu was admitted as a member and a fellow member of the Association of Chartered Certified Accountants in October 2002 and October 2007, respectively. He has been a member and a practicing member of the Hong Kong Institute of Certified Public Accountants since March 2003 and May 2015, respectively. Mr. Wu was admitted as a member of the Hong Kong Securities and Investment Institute and a fellow member of The Hong Kong Institute of Directors in July 2016 and August 2018, respectively. Mr. Wu received his master's degree in business administration from The Hong Kong Polytechnic University with credit in October 2008.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Wu does not hold any shares, underlying shares or debenture of the Company and/or its associated corporation within the meaning of Part XV of the SFO.

Mr. Wu has entered into a letter of appointment with the Company for a term of three years subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The letter of appointment can be terminated by either party giving three month's prior notice in writing. Under the letter of appointment, Mr. Wu is entitled to receive director's emoluments and a discretionary bonus per annum which would be determined by reference to various factors such as duties and responsibilities of Mr. Wu and the Group's performance for the financial year concerned. Mr. Wu received director's emoluments of approximately HK\$150,000 for the year ended 31 December 2021. Any future emoluments to be paid to Mr. Wu shall be determined and approved by the remuneration committee based on the responsibilities and performance of Mr. Wu and prevailing market conditions and will be disclosed in due course.

GENERAL

None of the Directors to be re-elected has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, each of the Directors to be re-elected (i) had no other relationship with any Directors or members of the senior management or substantial or controlling shareholder of the Company as of the Latest Practicable Date; and (ii) did not hold any other directorship in Hong Kong or overseas listed companies in the three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, none of the Directors to be re-elected have any interests or short positions in the Shares or underlying shares of the Company which are discloseable under Part XV of the SFO.

Save as disclosed above, there is no other information relating to the Directors to be re-elected that should be disclosed under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter that needs to be brought to the attention of the Shareholders.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



Beijing Enterprises Urban Resources Group Limited 北控城市資源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3718)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Beijing Enterprise Urban Resources Group Limited (the “**Company**”) will be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on Tuesday, 7 June 2022 at 11 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and of the auditors for the year ended 31 December 2021;
2. To declare a final dividend of HK3 cents per share for the year ended 31 December 2021;
3. To re-elect the following retiring Directors:
 - i. Mr. Zhou Chen as executive Director;
 - ii. Mr. Li Li as non-executive Director;
 - iii. Mr. Li Haifeng as non-executive Director; and
 - iv. Mr. Wu Tak Kong as independent non-executive Director.
4. To authorize the board of Directors (the “**Board**”) to fix Directors’ remunerations;
5. To re-appoint auditors and to authorize the Board to fix their remuneration;

To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

6. “**THAT** there be granted to the Directors an unconditional general mandate to allot, issue and deal with additional ordinary share(s) of the Company of HK\$0.10 each (the “**Share(s)**”) and to make or grant offers, agreements, options and other securities in respect thereof, subject to the following conditions:

NOTICE OF ANNUAL GENERAL MEETING

- (a) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Directors may during the Relevant Period make or grant offers, agreements, options and other securities which might require the exercise of such powers after the end of the Relevant Period;
- (b) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the amended and restated articles of association of the Company (the “**Articles of Association**”); (iii) an issue of Shares pursuant to the exercise of any options which may be granted under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or (iv) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the total number of Shares in issue at the date of passing of this resolution (subject to adjustment in the case of a share consolidation or subdivision after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Articles of Association; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors made to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and **THAT** the exercise by the Directors of all powers of the Company to repurchase Shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as defined below);
- (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such prices as the Directors may at their discretion determine;
- (c) the total number of Shares bought-back or agreed to be bought-back by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution (subject to adjustment in the case of a share consolidation or subdivision after the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Articles of Association; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional upon the ordinary resolutions no. 6 and no. 7 above being approved, the aggregate number of shares of the Company which are repurchased by the Company pursuant to and in accordance with ordinary resolution no. 7 shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with ordinary resolution no. 6 above.”

By Order of the Board
Beijing Enterprises Urban Resources Group Limited
Zhao Kexi
Executive Director

Hong Kong, 28 April 2022

Notes:

- (1) For the purpose of determining the shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 1 June 2022 to Tuesday, 7 June 2022, both days inclusive. In order to qualify for attending and voting at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, by 4:30 p.m. on Tuesday, 31 May 2022.
- (2) For determining the entitlement to the final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members will be closed from Monday, 13 June 2022 to Wednesday, 15 June 2022 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for entitlement to final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 June 2022.
- (3) In accordance with the relevant requirements under the Rules Governing the Listing of Securities on the Stock Exchange and for good corporate governance practice, the Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the Annual General Meeting be voted on by poll. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.beur.net.cn) respectively.
- (4) Every member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy (if a member who is holder of two or more shares) to attend and vote for him/her on his/her behalf of the meeting. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- (5) In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or certified copy of such power of attorney or authority, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- (6) A form of proxy for use in connection with the Annual General Meeting is enclosed and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.beur.net.cn) respectively.