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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, 3 June 2025 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

30 April 2025

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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, 3 June 2025 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 second 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 the immediate holding company of the Company
“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 HK1.3 cents per Share for the year ended 31 December 2024

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”	24 April 2025, 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. Zhou Min (*Chairman*)

Mr. Zhao Kexi (*Chief Executive Officer*)

Mr. Li Haifeng

Mr. Li Li

Mr. Zhou Chen

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Wu Tak Kong

Dr. Du Huanzheng

Ms. Judith Yu

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

Units 6706-07

67th Floor

Central Plaza

18 Harbour Road Wanchai

Hong Kong

30 April 2025

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 7 June 2024, 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 355,666,400 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 711,332,800 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 3,556,664,000 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 711,332,800 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 355,666,400 Shares, representing not more than 10% of the issued share capital of the Company.

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.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

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

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 Haifeng, Mr. Li Li and Ms. Judith Yu 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. Li Haifeng, Mr. Li Li and Ms. Judith Yu 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. Li Haifeng, Mr. Li Li and Ms. Judith Yu 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.

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.

LETTER FROM THE BOARD

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 Thursday, 29 May 2025 to Tuesday, 3 June 2025 (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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 28 May 2025.

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 25 March 2025, the Board recommended the payment of a Final Dividend of HK1.3 cents per Share for the year ended 31 December 2024. 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, 11 June 2025.

The register of members will be closed from Monday, 9 June 2025 to Wednesday, 11 June 2025 (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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 June 2025. Subject to the approval of Shareholders at the Annual General Meeting, the Final Dividend will be paid on or around Friday, 4 July 2025.

LETTER FROM THE BOARD

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
Zhou Min
Chairman

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 3,556,664,000 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 355,666,400 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 2024, 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>
2024		
April	0.530	0.470
May	0.510	0.480
June	0.530	0.495
July	0.510	0.500
August	0.510	0.500
September	0.510	0.470
October	0.570	0.495
November	0.510	0.470
December	0.490	0.460
2025		
January	0.460	0.400
February	0.415	0.330
March	0.385	0.355
April (up to the Latest Practicable Date)	0.370	0.325

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 (Note 1)	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)
BEWG	Beneficial Interests	1,478,312,777	41.56%	–
	Interests pursuant to the AIC Agreement (Note 13)	961,668,000	27.04%	–
	Total:	2,439,980,777	68.60%	78.60%
Beijing Enterprises Environmental Construction Limited ("BE Environmental") (Note 2)	Interest of controlled corporation	2,439,980,777	68.60%	78.60%
Beijing Enterprises Holdings Limited ("BEHL") (Note 3)	Interest of controlled corporation	2,439,980,777	68.60%	78.60%
Modern Orient Limited ("MOL") (Note 4)	Interest of controlled corporation	2,439,980,777	68.60%	78.60%

APPENDIX I **EXPLANATORY STATEMENT – REPURCHASE MANDATE**

Name of Shareholders	Capacity	Number of Shares beneficially held	Percentage interest	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)
			in the issued share capital of the Company as at the Latest Practicable Date (<i>Note 1</i>)	
Beijing Enterprises Investments Limited (“BEIL”) (<i>Note 4</i>)	Interest of controlled corporation	2,439,980,777	68.60%	78.60%
Beijing Enterprises Group (BVI) Company Limited (“BE Group (BVI)”) (<i>Note 5</i>)	Interest of controlled corporation	2,439,980,777	68.60%	78.60%
Beijing Holdings Limited (“BHL”) (<i>Note 6</i>)	Beneficial Interests	40,000,000	1.12%	–
	Interests pursuant to the AIC Agreement (<i>Note 13</i>)	2,399,980,777	67.48%	–
	Total:	2,439,980,777	68.60%	78.60%
Beijing Enterprises Group Company Limited (“BEGCL”) (<i>Note 7</i>)	Interest of controlled corporation	2,439,980,777	68.60%	78.60%
Zhou Min (<i>Note 8</i>)	Beneficial Interests	490,476,000	13.79%	–
	Interests pursuant to the AIC Agreement (<i>Note 13</i>)	1,949,504,777	54.81%	–
	Total:	2,439,980,777	68.60%	78.60%
Star Colour Investments Limited (“Star Colour”) (<i>Note 8</i>)	Beneficial Interests	490,476,000	13.79%	–
	Interests pursuant to the AIC Agreement (<i>Note 13</i>)	1,949,504,777	54.81%	–
	Total:	2,439,980,777	68.60%	78.60%

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE

Name of Shareholders	Capacity	Number of Shares beneficially held	Percentage interest	Percentage interest in the issued share capital of the Company in the event the Repurchase
			in the issued share capital of the Company as at the Latest Practicable Date (<i>Note 1</i>)	Mandate is exercised in full (assuming there is no other change in the issued share capital of the Company)
Zhao Kexi (<i>Note 9</i>)	Beneficial Interests	39,920,000	1.12%	–
	Interests pursuant to the AIC Agreement (<i>Note 13</i>)	2,400,060,777	67.48%	–
	Total:	2,439,980,777	68.60%	78.60%
Long March Holdings Limited (“Long March”) (<i>Note 9</i>)	Beneficial Interests	39,920,000	1.12%	–
	Interests pursuant to the AIC Agreement (<i>Note 13</i>)	2,400,060,777	67.48%	–
	Total:	2,439,980,777	68.60%	78.60%
Li Haifeng (<i>Note 10</i>)	Personal Interests	1,840,000	0.05%	–
	Beneficial Interests	48,960,000	1.38%	–
	Interests pursuant to the AIC Agreement (<i>Note 13</i>)	2,389,180,777	67.17%	–
	Total:	2,439,980,777	68.60%	78.60%
Maolin Investments Limited (“MIL”) (<i>Note 10</i>)	Beneficial Interests	48,960,000	1.38%	–
	Interests pursuant to the AIC Agreement (<i>Note 13</i>)	2,391,020,777	67.22%	–
	Total:	2,439,980,777	68.60%	78.60%
Zhihua Investments Limited (“Zhihua”) (<i>Note 11</i>)	Beneficial Interests	97,920,000	2.75%	–
	Interests pursuant to the AIC Agreement (<i>Note 13</i>)	2,342,060,777	65.85%	–
	Total:	2,439,980,777	68.60%	78.60%
Hu Xiaoyong (<i>Note 11</i>)	Interest of controlled corporation	2,439,980,777	68.60%	78.60%

Name of Shareholders	Capacity	Number of Shares beneficially held	Percentage interest	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)
			in the issued share capital of the Company as at the Latest Practicable Date (<i>Note 1</i>)	
ZGC International Holding Limited (“ZGC International”) (<i>Note 12</i>)	Beneficial Interests	60,972,000	1.71%	–
	Interests pursuant to the AIC Agreement (<i>Note 13</i>)	2,379,008,777	66.89%	–
	Total:	2,439,980,777	68.60%	78.60%
Zhongguancun Development Group Co., Ltd. (“ZGCDG”) (<i>Note 12</i>)	Interest of controlled corporation	2,439,980,777	68.60%	78.60%
Zhou Chen (<i>Note 14</i>)	Personal Interests	71,140,000	2.00%	–
	Beneficial Interests	110,440,000	3.10%	–
	Interests pursuant to the AIC Agreement (<i>Note 13</i>)	2,258,400,777	63.50%	–
	Total:	2,439,980,777	68.60%	78.60%

Notes:

1. The approximate percentage was calculated on the basis of 3,556,664,000 Shares in issue as at the Latest Practicable Date. Certain percentage figures included in this table have been subject to rounding adjustments.
2. The interest disclosed comprises the Shares of the Company held or deemed to be held by BEWG. BEWG is directly held as to approximately 41.03% by BE Environmental. Accordingly, BE Environmental is deemed to be interested in the Shares of the Company held or deemed to be held by BEWG under the SFO.
3. The interest disclosed comprises the Shares of the Company held or deemed to be held by BEWG and such Shares are deemed to be interested by BE Environmental as detailed in Note 2 above. BE Environmental is a wholly-owned subsidiary of BEHL. Accordingly, BEHL is deemed to be interested in the Shares of the Company held or deemed to be held by BEWG (through BE Environmental) under the SFO.
4. The interest disclosed comprises the Shares of the Company held or deemed to be held by BEWG and such Shares are deemed to be interested by BEHL as detailed in Note 3 above. MOL, a wholly-owned subsidiary of BEIL, and BEIL are the immediate shareholders of BEHL and collectively hold approximately 20.97% of the issued share capital of BEHL. Each of MOL and BEIL is deemed to be interested in the Shares of the Company held or deemed to be held by BEWG (through BEHL) under the SFO.

5. The interest disclosed comprises the Shares of the Company held or deemed to be held by BEWG and such Shares are deemed to be interested by BEHL, BEIL and MOL as detailed in Notes 3 and 4 above. BEHL is held directly as to approximately 41.19% by BE Group (BVI). MOL is a wholly-owned subsidiary of BEIL, which is in turn directly held as to approximately 72.72% by BE Group (BVI). Accordingly, BE Group (BVI) is deemed to be interested in the Shares of the Company held or deemed to be held by BEWG (through BEIL, MOL and BEHL) under the SFO.
6. 40,000,000 Shares were held by BHL. Pursuant to the AIC Agreement, BHL, together with the Concert Parties, were interested in an aggregate of 2,439,980,777 Shares of the Company. BHL is wholly-owned by BEGCL.
7. The interest disclosed comprises the Shares of the Company held or deemed to be held by BEWG and such Shares are deemed to be interested by BE Group (BVI) and BHL as detailed in Notes 5 and 6 above. Both BE Group (BVI) and BHL are wholly-owned subsidiaries of BEGCL. Accordingly, BEGCL is deemed to be interested in the Shares of the Company held or deemed to be held by BEWG (through BE Group (BVI) and BHL) under the SFO.
8. 490,476,000 Shares were held by Star Colour. Pursuant to the AIC Agreement, Star Colour, together with the Concert Parties, were interested in an aggregate of 2,439,980,777 Shares of the Company. Star Colour is wholly-owned by Mr. Zhou Min, an executive Director of the Company. Accordingly, Mr. Zhou Min is deemed to be interested in the Shares of the Company held or deemed to be held by Star Colour under the SFO.
9. 39,920,000 Shares were held by Long March. Pursuant to the AIC Agreement, Long March, together with the Concert Parties, were interested in an aggregate of 2,439,980,777 Shares of the Company. Long March is wholly-owned by Mr. Zhao Kexi, an executive Director of the Company. Accordingly, Mr. Zhao Kexi is deemed to be interested in the Shares of the Company held or deemed to be held by Long March under the SFO.
10. 48,960,000 Shares were held by MIL. Pursuant to the AIC Agreement, MIL, together with the Concert Parties, were interested in an aggregate of 2,439,980,777 Shares of the Company. MIL is wholly-owned by Mr. Li Haifeng, an executive Director of the Company. Accordingly, Mr. Li Haifeng is deemed to be interested in the Shares of the Company held or deemed to be held by MIL under the SFO.
11. 97,920,000 Shares were held by Zhihua. Pursuant to the AIC Agreement, Zhihua, together with the Concert Parties, were interested in an aggregate of 2,439,980,777 Shares of the Company. Zhihua is wholly-owned by Mr. Hu Xiaoyong. Accordingly, Mr. Hu Xiaoyong is deemed to be interested in the Shares of Company held or deemed to be held by Zhihua under the SFO.
12. 60,972,000 Shares were held by ZGC International. Pursuant to the AIC Agreement, ZGC International, together with the Concert Parties, were interested in an aggregate of 2,439,980,777 Shares of the Company. ZGC International is a wholly-owned subsidiary of ZGCDG. Accordingly, each of ZGCDG and ZGCDIC is deemed to be interested in the Shares of the Company held or deemed to be held by ZGC International under the SFO.
13. On 10 May 2022, BEWG, BHL, Star Colour, Long March, Zhihua Investments Limited, MIL, Mr. Li Haifeng, Mr. Zhou Chen and ZGC International (together referred to as the “Concert Parties”) entered into an acting in concert agreement (the “AIC Agreement”). Pursuant to the AIC Agreement, the Concert Parties are acting in concert in respect of their interests in the Company and therefore each of the Concert Parties is deemed to be interested in all the Shares held by them in aggregate under the SFO. As at the Latest Practicable Date, the Concert Parties were interested in an aggregate of 2,439,980,777 Shares of the Company, representing approximately 68.60% of the issued Share capital of the Company. Details of the AIC Agreement are set out in the announcement of the Company dated 10 May 2022.
14. Mr. Zhou Chen became a member of a concert party group by entering into an acting in concert agreement on 10 May 2022. On 18 April 2023, Mr. Zhou Chen became the sole shareholder of Faith Access Holdings Limited (“Faith Access”) which holds 110,440,000 shares of Beijing Enterprises Urban Resources Group Ltd.. Accordingly, Mr. Zhou Chen is deemed to be interested in the shares of Beijing Enterprises Urban Resources Group Ltd. held or deemed to be held by Faith Access under the SFO.

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, the Concert Parties were interested in an aggregate of 2,439,980,777 Shares of the Company, representing approximately 68.60% of the issued Share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interest of the Concert Parties in the issued share capital of the Company would be increased to approximately 78.60%.

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.

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

(1) MR. LI HAIFENG (李海楓), AGED 54, 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. On 1 August 2022, Mr. Li was re-designated as an executive Director. 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 BE Zhongkecheng Environmental 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. From June 2011 to 1 February 2024, Mr. Li act as 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 personal interest in 1,840,000 Shares and corporate interest in 48,960,000 Shares through Maolin investments Limited ("Maolin"), a company wholly owned by Mr. Li. Maolin became a member of a concert party group by entering into an acting in concert agreement on 10 May 2022. Pursuant to the acting in concert agreement, Maolin, together with the Concert Parties, were interested in an aggregate of 2,439,980,777 Shares of the Company.

Save as disclosed above, Mr. Li (i) has not held any other position with any member of the Group; (ii) is not related to any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) does not have any interest in Shares within the meaning of Part XV of the SFO; and (iv) has not been a director of any listed public company in Hong Kong or overseas during the past three years. Save as disclosed above, Mr. Li has confirmed that there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(2) MR. LI LI (李力), AGED 59, 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. On 1 August 2022, Mr. Li was re-designated as an executive Director. Mr. Li is primarily responsible for providing business strategy and management advice to our Board.

Mr. Li Li was a senior engineer, a technical quality director and vice president of the First Design & Research Institute (now known as First Design and Research Institute M1 China Co., Ltd.). Mr. Li Li served as various key positions of 北京桑德環保集團有限公司 (Beijing Sound Environmental Group Company Limited*) from 2001 to 2010.

Mr. Li joined BEWG in October 2010. In February 2014, Mr. Li started to serve as an executive director at BEWG and became an executive president in March 2016. Mr. Li Li is also an executive director of Shandong Hi-Speed New Energy Group Limited (formerly known as Beijing Enterprises Clean Energy Group Limited) (Stock Code: 1250).

Mr. Li Li graduated from Xian Jiaotong University in mechanical engineering and PhD in engineering at School of Environment, Tsinghua University. He is also a Senior Engineer and qualified Senior Project Manager.

As at the Latest Practicable Date, 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.

Save as disclosed above, Mr. Li (i) has not held any other position with any member of the Group; (ii) is not related to any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) does not have any interest in Shares within the meaning of Part XV of the SFO; and (iv) has not been a director of any listed public company in Hong Kong or overseas during the past three years. Save as disclosed above, Mr. Li has confirmed that there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(3) MS. JUDITH YU (楊莉珊), AGED 58, INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Yu was appointed as our independent non-executive Director on 7 June 2024.

Ms. Judith Yu is a Member of The 14th National Committee of the Chinese People's Political Consultative Conference (CPPCC) and currently a Standing Committee Member of The 14th Beijing Municipal Committee of the Chinese People's Political Consultative Conference (CPPCC). She is also an Executive Vice President of HK Association for the Promotion of Peaceful Reunification of China since 2018 and a Vice President of Hong Kong Beijing Association since 2015.

She is now a Chairman of Hong Kong Chamber of Commerce in China (HKCCC), which is based in Beijing, facilitating the economic and cultural exchange between Hong Kong and Mainland China. As the CEO and Executive Director of HKI China Land Limited, Ms. Judith Yu plays an instrumental role in leading the corporation to excel in the industry sector of real estate development since 2005.

Ms. Yu has a passion for youth development. With her extensive experience serving the community as a Director of Child Development Matching Fund (CDMF) and a Vice Chairman of Child Development Initiative Alliance (CDIA) as well as a Steering Committee Member of Child Development Fund (CDF), she is poised to extend her commitment to nurturing the youth generation as a respected Chairman of Quality Mentorship Network (QMN).

As a responsible citizen, Ms. Yu had actively engaged in various social service and charitable activities to serve Hong Kong. She is fully committed and dedicated to the well-being of the local community as a Chief Executive Vice President of Kowloon East Association Limited.

Ms. Yu had been graduated from University of Warwick with a Bachelor Degree in Science in Management in 1989.

As at the Latest Practicable Date, Ms. Yu 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.

Save as disclosed above, Ms. Yu (i) has not held any other position with any member of the Group; (ii) is not related to any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) does not have any interest in Shares within the meaning of Part XV of the SFO; and (iv) has not been a director of any listed public company in Hong Kong or overseas during the past three years. Save as disclosed above, Ms. Yu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

* 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, 3 June 2025 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 2024;
2. To declare a final dividend of HK1.3 cents per share for the year ended 31 December 2024;
3. To re-elect the following retiring Directors:
 - i. Mr. Li Haifeng as executive Director;
 - ii. Mr. Li Li as executive Director; and
 - iii. Ms. Judith Yu 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:
 - (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 second 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.”
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
Zhou Min
Chairman

Hong Kong, 30 April 2025

NOTICE OF ANNUAL GENERAL MEETING

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 Thursday, 29 May 2025 to Tuesday, 3 June 2025, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Thursday, 28 May 2025.
- (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, 9 June 2025 to Wednesday, 11 June 2025, 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 at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 June 2025.
- (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.