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北控水務集團有限公司
BEIJING ENTERPRISES WATER GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 371)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**" or "**AGM**") of the shareholders of Beijing Enterprises Water Group Limited (the "**Company**") will be held at 66/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 May 2026 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 December 2025.

2. To declare final dividend of HK9.25 cents per share of the Company.

3. (a) To re-elect, each as a separate resolution, the following persons as directors of the Company (each a "**Director**", together with all other directors of the Company, the "**Directors**"):

    (i) Mr. Xiong Bin as an executive Director;

    (ii) Mr. Li Haifeng as an executive Director;

    (iii) Ms. Li Yining as an executive Director;

    (iv) Mr. Zhang Wenjiang as an executive Director;

    (v) Ms. Zhou Xueyan as an executive Director;

(vi) Mr. Shea Chun Lok Quadrant as an independent non-executive Director; and

(vii) Ms. Chan Siu Chee Sophia as an independent non-executive Director.

(b) To authorise the board of directors of the Company to fix the Directors' remuneration.

4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

5. As a special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**

(A) subject to paragraph (B) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its own shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") or any other stock exchange as amended from time to time, be and is hereby, generally and unconditionally approved;

(B) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (A) of this resolution 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 by the amended and restated bye-laws of the Company ("**Bye-Laws**") or the Companies Act 1981 of Bermuda (as amended) or any other applicable law to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**

(A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK$0.10 each in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company), which would or might require the exercise of such powers be and is hereby, generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants, and debentures convertible into shares of the Company), which would or might require the exercise of such power after the end of the Relevant Period;

(C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereafter defined); or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted by the Company and/or its subsidiaries for the grant or issue of shares or rights to acquire shares in the capital of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws of the Company; or (iv) the exercise of right of subscription or conversion under the terms of any warrants, option, bond or convertible bond issued by the Company, or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing 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 by the Bye-laws or the Companies Act 1981 of Bermuda (as amended) or any other applicable law to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares or issue of options to subscribe for shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company)."

7. As a special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT** the general mandate granted to the Directors pursuant to resolution numbered 6 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which would or might require the exercise of such powers be hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the powers of the Company to purchase such shares since the granting of such general mandate referred to in the above resolution numbered 5, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution."

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as special resolution of the Company:

"**THAT**:

(a) the proposed amendments to the existing amended and restated bye-laws of the Company (the "**Proposed Amendments**"), the details of which are set out in Appendix III to the circular of the Company dated 28 April 2026, be and are hereby approved;

(b) the second amended and restated bye-laws of the Company (the "**Second Amended and Restated Bye-Laws**"), which incorporates all the Proposed Amendments (a copy of which has been produced at the AGM and marked "A" and initialled by the chairman of the AGM for the purpose of identification), be and is hereby approved and adopted as the new bye-laws of the Company in substitution for, and to the exclusion of, the existing amended and restated bye-laws of the Company with immediate effect after the conclusion of the AGM; and

(c) any Director be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute (including the affixation of the common seal of the Company when required) all such documents for and on behalf of the Company as they may in their absolute discretion consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Amendments and the adoption of the Second Amended and Restated Bye-Laws, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company."

By Order of the Board
Beijing Enterprises Water Group Limited
Xiong Bin
Chairman

Hong Kong, 28 April 2026

Notes:

1. The register of members will be closed from Thursday, 21 May 2026 to Wednesday, 27 May 2026 (both days inclusive), during which period no transfer of shares will be registered. The record date will be Wednesday, 27 May 2026. In order to qualify for attending and voting at the forthcoming annual general meeting of the Company to be held on Wednesday, 27 May 2026, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company 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 Wednesday, 20 May 2026.

2. The register of members will be closed from Thursday, 4 June 2026 to Friday, 5 June 2026 (both days inclusive), during which period no transfer of shares will be registered. The record date will be Friday, 5 June 2026. In order to qualify for entitlement to the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company 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 Wednesday, 3 June 2026.

3. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote instead of him/her. In case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) and/or proxy(ies) at the Meeting and vote in its stead. A proxy need not be a member of the Company.

4. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company 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 fixed for holding the Meeting or any adjournment thereof. Forms of proxy returned electronically or by any other data transmission process will not be accepted.

5. Completion and return of the form of proxy in respect of the proposed ordinary resolutions for the Meeting will not preclude a member from attending and voting in person at the Meeting (or any adjournment thereof) should he/she so wishes and in such event, the form of proxy for the Meeting will be deemed to have been revoked.

6. With regard to item no. 3(a) in this notice of the Meeting, the Board proposes that the retiring Directors namely, Mr. Xiong Bin, Mr. Li Haifeng, Ms. Li Yining, Mr. Zhang Wenjiang, Ms. Zhou Xueyan, Mr. Shea Chun Lok Quadrant and Ms. Chan Siu Chee Sophia be re-elected as Directors. Details of these Directors are set out in Appendix II to the circular to shareholders of the Company dated 28 April 2026. The re-election of the retiring Directors will be individually and separately voted on by the shareholders of the Company.

7. If tropical cyclone warning signal number 8 or above or "extreme conditions" caused by super typhoon, or a black rainstorm warning signal is in effect any time and remains in force 2 hours before the time of the Meeting, the Meeting will be adjourned at the discretion of Directors. If so, the Company will publish an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and place of the rescheduled meeting.

8. For the avoidance of double, holder of treasury shares of the Company (if any) are not entitled to vote at the AGM.

As at the date of this notice of the Meeting, the board of Directors comprises seven executive Directors, namely, Mr. Xiong Bin (chairman), Mr. Zhou Min (vice chairman), Mr. Li Haifeng, Ms. Li Yining, Mr. Zhang Wenjiang, Ms. Zhou Xueyan and Mr. Tung Woon Cheung Eric, one non-executive Director, namely, Mr. Yuan Jianwei and five independent non-executive Directors, namely, Mr. Shea Chun Lok Quadrant, Mr. Guo Rui, Mr. Chau On Ta Yuen, Mr. Dai Xiaohu and Ms. Chan Siu Chee Sophia.