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Luzhou Xinglu Water (Group) Co., Ltd.*

瀘州市興瀘水務(集團)股份有限公司

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

(Stock code: 2281)

- (1) POLL RESULTS OF 2022 FIRST EXTRAORDINARY GENERAL MEETING;**
- (2) APPOINTMENT OF DIRECTORS FOR THE SECOND SESSION OF THE BOARD OF DIRECTORS;**
- (3) APPOINTMENT OF SUPERVISORS FOR THE SECOND SESSION OF THE SUPERVISORY COMMITTEE;**
- (4) CHANGES IN THE COMPOSITION OF THE BOARD COMMITTEES; AND**
- (5) RESIGNATION OF JOINT COMPANY SECRETARY AND CHANGE OF PROCESS AGENT**

References are made to the announcement of Luzhou Xinglu Water (Group) Co., Ltd.* (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 26 January 2022 and the circular of the Company dated 15 February 2022 (the “**Circular**”) in relation to the re-election and appointment of the Directors for the second session of the Board and the re-election and appointment of the Supervisors for the second session of the Supervisory Committee. Unless the context otherwise requires, the capitalized terms used herein shall have the same meanings as those defined in the Circular.

I. POLL RESULTS OF THE EGM

Attendance at the EGM

The Company has held the EGM at 9:00 a.m. on Friday, 4 March 2022 at the meeting room of 6th Floor, 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC. The EGM has been held pursuant to the requirements of the Company Law of the PRC and the Articles of Association.

All eight Directors of the first session of the Board have attended the EGM in person, including Mr. ZHANG Qi (張歧), Mr. LIAO Xingyue (廖星樾), Mr. CHEN Bing (陳兵), Ms. XU Yan (徐燕), Mr. XIE Xin (謝欣), Mr. GU Ming'an (辜明安), Mr. LIN Bing (林兵) and Mr. ZHENG Xueqi (鄭學啟).

As at the date of the EGM, the Company's issued share capital comprised a total of 859,710,000 Shares (including 644,770,000 Domestic Shares and 214,940,000 H Shares), which entitled their holders to attend the EGM and vote for or against or abstain from voting on the resolutions (the "Resolutions") proposed thereat. Shareholders and proxies of Shareholders attending the EGM held a total of 83.42% voting Shares, representing approximately 717,179,000 of the total number of the Company's voting Shares in issue.

No Shareholders were required under the Listing Rules to abstain from voting on any of the Resolutions. There were no Shares entitling the holder(s) thereof to attend the EGM and abstain from voting in favor of any of the Resolutions under Rule 13.40 of the Listing Rules. No Shareholders had indicated in the Circular that they intended to vote against or to abstain from voting on any of the Resolutions. All Resolutions were put to vote by way of poll.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as the scrutineer for the vote-taking at the EGM.

Poll results of the EGM

The poll results in respect of the respective Resolutions proposed at the EGM were as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the proposal on re-election and appointment of non-employee representative Directors for the second session of the Board, namely:			
	(1) the re-election of Mr. ZHANG Qi (張歧) as an executive Director;	717,179,000 (100%)	0 (0%)	0 (0%)
	(2) the re-election of Mr. LIAO Xingyue (廖星樾) as an executive Director;	717,179,000 (100%)	0 (0%)	0 (0%)
	(3) the re-election of Mr. CHEN Bing (陳兵) as a non-executive Director;	717,179,000 (100%)	0 (0%)	0 (0%)
	(4) the appointment of Mr. YU Long (喻龍) as a non-executive Director;	717,179,000 (100%)	0 (0%)	0 (0%)
	(5) the appointment of Ms. HU Fenfen (胡芬芬) as a non-executive Director;	717,179,000 (100%)	0 (0%)	0 (0%)
	(6) the appointment of Ms. MA Hua (馬樺) as an independent non-executive Director;	717,179,000 (100%)	0 (0%)	0 (0%)
	(7) the appointment of Mr. LIANG Youguo (梁有國) as an independent non-executive Director;	717,179,000 (100%)	0 (0%)	0 (0%)
	(8) the appointment of Mr. FU Ji (傅驥) as an independent non-executive Director.	717,179,000 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
2.	To consider and approve the proposal on re-election and appointment of the shareholder representative Supervisors and external Supervisors for the second session of the Supervisory Committee, namely:			
	(1) the appointment of Mr. YANG Zhenqiu (楊震球) as a shareholder representative Supervisor;	717,179,000 (100%)	0 (0%)	0 (0%)
	(2) the appointment of Mr. LAI Bingyou (賴柄有) as a shareholder representative Supervisor;	717,179,000 (100%)	0 (0%)	0 (0%)
	(3) the re-election of Mr. XIONG Hua (熊華) as an external Supervisor;	717,179,000 (100%)	0 (0%)	0 (0%)
	(4) the appointment of Mr. GU Ming'an (辜明安) as an external Supervisor.	717,179,000 (100%)	0 (0%)	0 (0%)

As more than 50% of the votes from the Shareholders (including their proxies) attending the EGM were cast in favor of resolutions numbered 1(1) to 1(8) and 2(1) to 2(4), these resolutions were duly passed as ordinary resolutions of the Company.

For details of the Resolutions above, please refer to the Circular.

II. APPOINTMENT OF DIRECTORS FOR THE SECOND SESSION OF THE BOARD OF DIRECTORS

Appointment of the non-employee representative Directors

With the approval from the Shareholders at the EGM, each of Mr. ZHANG Qi and Mr. LIAO Xingyue was re-elected as an executive Director of the second session of the Board, Mr. CHEN Bing was re-elected as a non-executive Director for the second session of the Board, each of Mr. YU Long and Ms. HU Fenfen was appointed as a non-executive Director for the second session of the Board, and each of Ms. MA Hua, Mr. LIANG Youguo and Mr. FU Ji was appointed as an independent non-executive Director for the second session of the Board (collectively, the “**New Director(s)**”).

The terms of office of New Directors will commence from the date of the EGM till the expiry of the second session of the Board.

Please refer to the Circular for the biographical details of the New Directors. Save as disclosed in the Circular, each of the New Directors confirms that, as of the date of this announcement, (i) he or she has not held any position of the Company or its subsidiaries nor any other directorship or supervisorship in other listed companies for the past three years; (ii) he or she does not have any relationship with any other Directors, Supervisors, senior management, substantial Shareholders of the Company; and (iii) he or she does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There are no other matters concerning the re-election or appointment of each of the New Directors that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

The Company will enter into a service contract with each New Director. The remuneration of each executive Director will be determined in accordance with the remuneration standard for senior management of the Company, and each executive Director will not receive additional Director allowance or subsidy for attending meeting for his/her position as the executive Director. The re-elected or appointed non-executive Directors will not receive director's remuneration from the Company during their terms as Directors. Each of the appointed independent non-executive Directors is entitled to a remuneration of approximately RMB100,000 per annum (before tax) which was determined based on, among other things, his/her responsibilities, authorities and benefits and the prevailing market rate of companies of comparable size and similar operations.

Appointment of the employee representative Director

The Employee Representative Meeting has been convened on 4 March 2022, at which the appointment of Ms. HUANG Mei (黃梅) as the employee representative Director to serve as an executive Director of the second session of the Board was considered and approved.

The term of office of Ms. HUANG Mei will commence from the date of the Employee Representative Meeting till the expiry of the second session of the Board.

Biographical details of Ms. Huang are set out as follows:

Ms. HUANG Mei (黃梅), aged 52, joined the Group in December 1987. She serves as the chairman of the labour union of the Company and secretary of discipline committee of the Company since 2002 and 2016, respectively, as the supervisor of Sichuan Xiangjiaba Irrigation Construction and Development Co., Ltd.* (四川省向家壩灌區建設開發有限責任公司) since March 2015, as the supervisor of Xinglu Wastewater Treatment since November 2018, and as the secretary to the Party Committee of Xinglu Wastewater Treatment since February 2022.

Ms. Huang served as a worker in Nanjiao Plant of Luzhou City Tap Water Co., Ltd.* (瀘州市自來水總公司南郊水廠) from December 1987 to February 1991. She served in Luzhou City Tap Water Co., Ltd.* (瀘州市自來水公司) as a labour union assistant and a vice secretary of Youth League branch from March 1991 to March 1998, as the secretary of Communist Youth League branch from January 1997 to June 2002, and as a member of Party Committee from November 1998 to June 2002 the vice chairman of the labour union from April 1998 to June 2002. From July 2002 to March 2016, she served as a vice secretary of Party Committee of the Company, as a deputy general manager of the Company from March 2008 to November 2009, as the head of materials supply department of the Company from December 2014 to September 2015, and as a Supervisor from March 2016 to March 2022. She served as supervisor of Luzhou Xinglu Water (Group) Beijiao Water Co., Ltd.* (瀘州市興瀘水務(集團)北郊水業有限公司) from April 2008 to February 2018 and the chairman of the board of directors of Luzhou Xinglu Water (Group) Naxi Water Co., Ltd.*(瀘州市興瀘水務(集團)納溪水業有限公司) (“**Naxi Water**”) from April 2013 to February 2018. She served as the chairman of the supervisory committee of Xinglu Wastewater Treatment from September 2014 to November 2018.

Ms. Huang graduated from correspondence college of the Party School of Sichuan Provincial Committee of the Communist Party of China (中共四川省委黨校函授學院) majoring in law in December 1999. She obtained the qualification of senior political engineer (高級政工師) in November 2009 accredited by Sichuan Provincial Enterprise Ideological and Political Staff Professional Job Evaluation Leading Group (四川省企業思想政治工作人員專業職務評定工作領導小組).

Save as disclosed above, as of the date of this announcement, Ms. Huang confirms that (i) she has not held any position of the Company or its subsidiaries nor any other directorship or supervisorship in other listed companies for the past three years; (ii) she does not have any relationship with any other Directors, Supervisors, senior management, substantial Shareholders of the Company; and (iii) she does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, there are no other matters concerning the appointment of Ms. Huang that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of Hong Kong Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

The Company will enter into a service contract with Ms. Huang. The remuneration of Ms. Huang will be determined in accordance with the remuneration standard for senior management of the Company, and she will not receive additional Director allowance or subsidy for her position as the executive Director.

Expiry of Directors for the first session of the Board

As the Directors for the second session of the Board have taken office, except for Mr. ZHANG Qi, Mr. LIAO Xingyue and Mr. CHEN Bing who have been re-elected as the Directors of the second session of the Board, other Directors of the first session of the Board will cease to serve as Directors. Each of Ms. XU Yan and Mr. XIE Xin will cease to serve as a non-executive Director, and each of Mr. GU Ming'an, Mr. LIN Bing and Mr. CHENG Hok Kai, Frederick will cease to serve as an independent non-executive Director.

Each of above Directors for the first session of the Board has confirmed that he or she has no disagreement with the Board, the Supervisory Committee or the Company and there are no matters in relation to the expiry of his/her term of appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange. The Company would like to extend its gratitude to Directors of the first session of the Board for their invaluable contributions to the Company during the tenure of their service.

Appointment of Chairman of the second session of the Board

The Board is pleased to announce that, at the meeting of the Board convened immediately after the EGM (the “**Board Meeting**”), Mr. ZHANG Qi, an executive Director, was appointed as the Chairman of the second session of the Board, with a term effective from the conclusion of the Board Meeting. For biographical details of Mr. ZHANG Qi, please refer to the Circular.

III. APPOINTMENT OF SUPERVISORS FOR THE SECOND SESSION OF THE SUPERVISORY COMMITTEE

Appointment of shareholder representative Supervisors and external Supervisors

With the approval from the Shareholders at the EGM, each of Mr. YANG Zhenqiu and Mr. LAI Bingyou was appointed as a shareholder representative Supervisor of the second session of the Supervisory Committee, and Mr. XIONG Hua (熊華) was re-elected as an external Supervisor of the second session of the Supervisory Committee and Mr. GU Ming'an (辜明安) was appointed as an external Supervisor of the second session of the Supervisory Committee (collectively, the “**New Supervisor(s)**”).

The terms of office of New Supervisors will commence from the date of the EGM till the expiry of the second session of the Supervisory Committee.

Please refer to the Circular for the biographical details of the New Supervisors. Save as disclosed in the Circular, each of the New Supervisors confirms that, as of the date of this announcement, (i) he or she has not held any position of the Company or its subsidiaries nor any other directorship or supervisorship in other listed companies for the past three years; (ii) he or she does not have any relationship with any Directors, Supervisors, senior management or substantial Shareholders of the Company; and (iii) he or she does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. There are no other matters concerning the re-election or appointment of each of the New Supervisors that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

The Company will enter into a service contract with each New Supervisor. The appointed shareholder representative Supervisors will not receive Supervisors' remuneration from the Company during their terms as Supervisors. Each of the re-elected and appointed external Supervisors is entitled to a remuneration of approximately RMB60,000 per annum (before tax) which was determined based on, among other things, his/her responsibilities, authorities and benefits and the prevailing market rate of companies of comparable size and similar operations.

Appointment of employee representative Supervisors

At the Employee Representative Meeting convened on 4 March 2022, the re-election and appointment of each Ms. XIANG Min (向敏), Mr. LUO Chaoping (羅超平) and Mr. TANG Nanyou (唐南友) as an employee representative Supervisor of the second session of the Supervisory Committee were considered and approved.

The terms of office of abovementioned Supervisors will commence from the date of the Employee Representative Meeting till the expiry of the second session of the Supervisory Committee.

Biographical details of the abovementioned employee representative Supervisors for the second session of the Supervisory Committee are set out as follows:

Ms. XIANG Min (向敏), aged 50, joined the Group in September in 1989. She serves as the director of the Board office of the Company since June 2021. She has served as an employee representative Supervisor since July 2016. She has concurrently served as the director of Xinglu Wastewater Treatment since September 2014, as the chairman of the board of directors of Luzhou Xinglu Water (Group) Xingxu Water Industry Co., Ltd.*(瀘州市興瀘水務(集團)興敘水業有限公司) since June 2021.

Ms. Xiang has 25 years of experience of human resource management. Ms. Xiang served as a meter reader and a toll collector at the business department of Luzhou City Tap Water Company* (瀘州市自來水公司) (“**Luzhou Tap Water**”) from September 1989 to April 1996, as an operator and a chief officer (主辦) at the labour and capital department of Luzhou Tap Water from May 1996 to May 2002. Ms. Xiang then acted as the head of human resource department of the Company from July 2002 to March 2015, as the director of the Company from December 2009 to June 2016, as the general manager assistant of the Company from January 2013 to July 2015, and as the head of political and labour department of the Company from July 2013 to December 2013. Ms. XIANG served as the supervisor of Luzhou Industrial Investment Group Co., Ltd. *(瀘州工業投資集團有限公司) from March 2015 to January 2022. Ms. Xiang served as the director of the office of the Company from July 2015 to November 2017, as the chairman of the board of directors and the secretary to the of Party Committee of Luzhou Sitong Tap Water Engineering Co., Ltd.* (瀘州市四通自來水工程有限公司) from May 2015 to February 2018 and from May 2015 to December 2017, as the director of the Board office of the Company from November 2017 to June 2019, and as the manager of the Party-masses work department of the Company from June 2019 to June 2021.

Ms. Xiang graduated from the correspondence college of the Party School of Sichuan Provincial Committee of the Communist Party of China majoring in economic management in December 1999 and from Southwest Jiaotong University* (西南交通大學) majoring in business administration in June 2006. She obtained the qualification as the human resource economist of intermediate level conferred by Ministry of Personnel (中華人民共和國人事部) in November 2000 and the qualification of the first class of human resources manager conferred by Ministry of Labour and Social Security (中華人民共和國勞動和社會保障部) in February 2009.

Mr. LUO Chaoping (羅超平), aged 47. He serves as general manager and the chairman of the board of directors of Luzhou Xinglu Water (Group) Hejiang Water Industry Co., Ltd.*(瀘州市興瀘水務(集團)合江水業有限公司) since June 2021 and December 2021 respectively.

Mr. Luo has over 23 years of experience in water industry. Mr. Luo served as a chemist in the production planning section laboratory center (生產計劃科化驗中心) of the Company from July 1998 to July 2002, as a director of laboratory center of the Company from August 2002 to March 2008. Mr. Luo served as deputy director of production safety department of the Company from March 2008 to June 2014, as the head and technical director of water supply and drainage quality monitoring station of the Company from December 2009 to December 2013, as the head and technical director of Luzhou Monitoring Station of Sichuan Urban Water Supply and Drainage Quality Monitoring Network*(四川省城市供水排水水質監測網瀘州監測站) from June 2010 to December 2013. Mr. Luo successively held the positions of manager and deputy general manager in Naxi Water from June 2014 to November 2016. Mr. Luo served as the deputy manager of the safety and environmental protection department of the Company from October 2017 to February 2020, concurrently as the deputy manager of production management department of the Company from October 2017 to July 2018, and as the manager of safety and environmental protection department of the Company from February 2020 to June 2021.

Mr. Luo graduated from Hunan University (湖南大學) with a bachelor's degree majoring in chemistry analysis in June 1998. He was rated as a certified senior chemical analysis engineer in January 2013 by Sichuan Provincial Leading Group for Job Title Reform (四川省職稱改革工作領導小組).

Mr. TANG Nanyou (唐南友), aged 47, joined the Group since August 2013. Mr. Tang serves as the manager of safety and environmental protection department of the Company since June 2021.

Mr. Tang has over 23 years of experience in production management, and has over 8 years of experience of working in the Group. From July 1998 to February 2001, he served as a saccharification and fermentation operator in the brewing department of the Beer No. 2 Branch of Torch Chemical Plant*(火炬化工廠啤酒二分廠). Mr. Tang held several positions in Tsingtao Beer (Luzhou) Co., Ltd.*(青島啤酒(瀘州)有限公司) from February 2001 to August 2013, during which, he served as a technician from February 2001 to May 2007, as the assistant director of brewing department from May 2007 to May 2008, as the director of brewing department from May 2008 to September 2011, as the director of quality control department from September 2011 to August 2013. Mr. Tang served as the director assistant of production safety department of the Company from August 2013 to January 2014, as the deputy director of production safety department of the Company and the head of water quality monitoring station from January 2014 to October 2017, as the deputy manager of Naxi Water from October 2017 to February 2020, as general manager of Jiangyang district water supply branch of the Company from March 2020 to May 2021.

Mr. Tang graduated from Sichuan Institute of Light Chemical Technology*(四川輕化工學院) with a bachelor's degree majoring in fermentation in July 1998. He has obtained winemaker (second class) certification in May 2001.

Save as disclosed above, as of the date of this announcement, each of the above employee representative Supervisors confirms that (i) he or she has not held any position of the Company or its subsidiaries nor any other directorship or supervisorship in other listed companies for the past three years; (ii) he or she does not have any relationship with any other Directors, Supervisors, senior management, substantial Shareholders of the Company; and (iii) he or she does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, there are no other matters concerning the appointment of employee representative Supervisors that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of Hong Kong Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

The Company will enter into a service contract with each re-elected or appointed employee representative Supervisors. The re-elected and appointed employee representative Supervisors will not receive Supervisors' remuneration from the Company during their terms as Supervisor.

Expiry of Supervisors for the first session of the Supervisory Committee

As the Supervisors for the second session of the Supervisory have taken office, except for Ms. XIANG Min and Mr. XIONG Hua who have been re-elected as the Supervisors of the second session of the Supervisory Committee, other Supervisors of the first session of the Supervisory Committee will cease to serve as Supervisors. Each of Ms. QU Mei (屈梅) and Mr. XU Ke (徐可) will cease to serve as shareholder representative Supervisor, each of Ms. Huang Mei and Mr. ZHU Yuchuan (朱玉川) will cease to serve as an employee representative Supervisor, and Mr. XUAN Ming (宣明) will cease to serve as an external Supervisor.

Each of abovementioned Supervisors for the first session of the Supervisory Committee has confirmed that he or she has no disagreement with the Board, the Supervisory Committee or the Company and there are no matters in relation to the expiry of his/her term of appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange. The Company would like to extend its gratitude to the Supervisors of the first session of the Supervisory Committee for their invaluable contributions to the Company during the tenure of their service.

IV. CHANGES IN THE COMPOSITION OF THE BOARD COMMITTEES

The Board is also pleased to announce that, at the Board Meeting and the Board committees meetings held immediately after the Board Meeting, the Board and the Board committees (where necessary) have resolved to make the following appointments with effect from 4 March 2022:

- (i) Mr. ZHANG Qi as the chairman and each of Mr. CHEN Bing and Ms. HU Fenfen as a member of the strategy committee of the Board;
- (ii) Ms. MA Hua as the chairman and each of Mr. YU Long and Mr. LIANG Youguo as a member of the nomination and remuneration committee of the Board; and
- (iii) Mr. FU Ji as the chairman and each of Mr. LIANG Youguo and Ms. MA Hua as a member of audit committee of the Board;

V. RESIGNATION OF JOINT COMPANY SECRETARY AND CHANGE OF PROCESS AGENT

The Board hereby announces that Ms. NG Wing Shan (吳詠珊) has resigned as one of the joint company secretaries of the Company and the process agent for the acceptance of service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”), with effect from 4 March 2022.

Ms. Ng has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Shareholders or the Hong Kong Stock Exchange.

Following the resignation of Ms. Ng, Mr. CHEN Yongzhong (陳永忠), the other joint company secretary of the Company who meets the requirements of a company secretary under Rule 3.28 of the Listing Rules, will remain in office and act as the sole company secretary of the Company.

The Board further announces that Ms. LIN Sio Ngo (練少娥) has been appointed as the Process Agent with effect from 4 March 2022.

The Board would like to take this opportunity to express its gratitude to Ms. Ng for her valuable contributions to the Company during her tenure of service, and to welcome Ms. Lin on her new appointment.

By order of the Board
Luzhou Xinglu Water (Group) Co., Ltd.*
ZHANG Qi
Chairman

Luzhou, Sichuan Province, the PRC
4 March 2022

As at the date of this announcement, the Board comprises of (i) three executive Directors, namely Mr. ZHANG Qi, Mr. LIAO Xingyue, and Ms. HUANG Mei; (ii) three non-executive Directors, namely Mr. CHEN Bing, Mr. YU Long and Ms. HU Fefen; and (iii) three independent non-executive Directors, namely Ms. MA Hua, Mr. LIANG Youguo and Mr. FU Ji.

* *For identification purposes only*