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YUNNAN WATER

雲南水務投資股份有限公司

Yunnan Water Investment Co., Limited*

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

(Stock code: 6839)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “**EGM**”) of Yunnan Water Investment Co., Limited* (雲南水務投資股份有限公司) (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 29 April 2020 at Conference Room 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC to consider and, if thought fit, approve the following resolutions. Unless the context otherwise requires, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 13 March 2020.

Special Resolutions

1. To consider and approve the special resolution on the proposal for granting the Debt Financing Instrument General Mandate for the registration and issuance of the Corporate Onshore and Offshore Debt Financing Instruments to the Board and the Authorized Committee:
 - 1.1 Issuing entity, size and method of issuance;
 - 1.2 Types of debt financing instruments;
 - 1.3 Term of debt financing instruments;
 - 1.4 Interest rate of debt financing instruments;
 - 1.5 Guarantee and other arrangements;
 - 1.6 Use of proceeds;
 - 1.7 Issue price;
 - 1.8 Targets of issuance;

* For identification purposes only

- 1.9 Listing of debt financing instruments;
 - 1.10 Safeguard measures for repayment of debt financing instruments;
 - 1.11 Validity period of resolution; and
 - 1.12 Authorization for the registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments.
2. To consider and approve the provision of guarantees by the Group from the date on which this resolution is passed until the date when annual general meeting of the Company is due to be convened in 2021, with details set out as follows:
- (i) The Company will provide guarantees to the on shore subsidiaries controlled by the Company in respect of the credit business and other businesses of banks and other financial institutions, and provide guarantees to the offshore subsidiaries controlled by the Company in respect of the credit business and other businesses of banks and other financial institutions pursuant to the relevant requirements of the PRC;
 - (ii) Guarantees in respect of the credit business and other businesses of banks and other financial institutions will be provided by onshore and offshore subsidiaries controlled by the Company to each other pursuant to the relevant requirements of the PRC; and
 - (iii) The Company will provide guarantees to the on shore associated companies controlled by the Company in respect of the credit business and other businesses of banks and other financial institutions, and provide guarantees to the offshore associated companies controlled by the Company in respect of the credit business and other businesses of banks and other financial institutions pursuant to the relevant requirements of the PRC.

The total amount of the guarantees to be provided by the Company to its subsidiaries controlled by the Company within and outside the PRC pursuant to paragraphs (i) and (ii) above shall not exceed RMB6 billion; and the total amount of the guarantees to be provided by the Company to its associated companies controlled by the Company within and outside the PRC pursuant to paragraph (iii) shall not exceed RMB0.7 billion.

By Order of the Board
Yunnan Water Investment Co., Limited*
Yang Tao
Chairman

Kunming, the PRC
13 March 2020

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Notes:

- (1) Pursuant to the Listing Rules, voting on all resolutions at a general meeting shall be by way of poll. The poll results of the EGM will be published on the websites of the Stock Exchanges and the Company in accordance with the requirements of the Listing Rules.
- (2) For the purpose of ascertaining eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 30 March 2020 to Wednesday, 29 April 2020 (both dates inclusive) during which registration for transfer of shares will be suspended. Holders of H Shares who intend to attend and vote at the EGM shall deliver all transfer forms together with the relevant share certificates to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited, at or before 4:30 p.m. on Friday, 27 March 2020.
- (3) Any Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder. If the Shareholder appoints more than one proxy, his/her proxies may only vote by poll.
- (4) The instrument appointing a proxy shall be in writing under the hand of the Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal entity, then the relevant appointing document must be either under seal or under the hand of its director(s) or attorney duly authorized. If the instrument appointing a proxy is signed by a person duly authorized by the Shareholder, the powers of attorney or other instruments of authorization shall be notarized.
- (5) The proxy form together with the power of attorney or other authorization documents, if any, must be delivered to the secretariat of the Board located at the principal place of business of the Company in the PRC (for holders of Domestic Shares) or the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited (for holders of H Shares) not later than 24 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof (as the case may be) in order to be effective.
- (6) Any Shareholder who wishes to attend the EGM in person or by proxy is required to return the reply slip to the secretariat of the Board in the PRC (for holders of Domestic Shares) or to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited (for holders of H Shares), by hand or by post, on or before Thursday, 9 April 2020.
- (7) The H Share registrar of the Company in Hong Kong is Tricor Investor Services Limited and its address and contact information are as follows:

54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong
Tel: (+852) 2980 1333
Fax: (+852) 2810 8185
- (8) The address and contact information of the principal place of business of the Company in the PRC are as follows:

Principal place of business in the PRC:
Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC.

Contact information:
Yunnan Water, 2089 Haiyuan Bei Road,
Gaoxin District, Kunming, Yunnan Province, the PRC.
Contact person: Ms. Guo Jia
Tel: (+86) 871 6720 9927
Fax: (+86) 871 6720 3907
- (9) Pursuant to the Articles of Association, for joint registered Shareholders consisting of two or more persons, only the Shareholder whose name appears first on the register of members of the Company is entitled to receive this notice, attend the EGM and exercise the entire voting rights conferred by the relevant Shares, and this notice shall be deemed to have served all such joint registered Shareholders.
- (10) The EGM is expected to last for no more than half a day. Shareholders who attend the EGM in person or their proxies shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies who attend the EGM must produce their identity documents for identification.

As at the date of this announcement, the executive Directors are Mr. Yu Long (Vice-chairman) and Mr. Yang Fang, the nonexecutive Directors are Mr. Yang Tao (Chairman), Ms. Li Bo, Mr. He Yuanping and Mr. Chen Yong, and the independent nonexecutive Directors are Mr. Liu Shuen Kong, Mr. Hu Song and Mr. Ma Shihao.

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