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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ozner Water International Holding Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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OZNER 浩澤
OZNER WATER INTERNATIONAL HOLDING LIMITED
浩澤淨水國際控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2014)

PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Ozner Water International Holding Limited to be held at Unit 10B, E168, 166–168 Des Voeux Road, Central, Hong Kong on Friday, 31 July 2020 at 10:00 a.m. is set out on pages 15 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.ozner.net). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting if they so wish.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 10B, E168, 166–168 Des Voeux Road, Central, Hong Kong on Friday, 31 July 2020 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 15 to 20 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Ozner Water International Holding Limited, an exempted company incorporated on 15 November 2013 in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 June 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Mr. Xiao”	Mr. Xiao Shu (肖述), our chairman, chief executive officer and executive Director
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue or otherwise deal with additional Shares up to 20% of the number of the issued Shares as at the date of passing of the relevant resolution granting such general mandate

DEFINITIONS

“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting such general mandate
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme of the Company adopted on 26 May 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Xiao Family I Trust”	a discretionary trust named the Baida Trust established by Mr. Xiao (as settlor) and Standard Chartered Trust (Singapore) Limited, an independent trustee incorporated in Singapore (as the trustee), for the benefit of Mr. Xiao and his mother as discretionary beneficiaries
“Xiao Family II Trust”	a discretionary trust named the Lion Rise Trust established by Mr. Xiao (as settlor) and Standard Chartered Trust (Singapore) Limited, an independent trustee incorporated in Singapore (as the trustee), for the benefit of Mr. Xiao and his daughter as discretionary beneficiaries
“Xiao Family III Trust”	a discretionary trust named the Glorious Shine Trust established by Mr. Xiao (as settlor) and Standard Chartered Trust (Singapore) Limited, an independent trustee incorporated in Singapore (as the trustee), for the benefit of Mr. Xiao and his mother as discretionary beneficiaries
“%”	per cent

OZNER 浩澤

OZNER WATER INTERNATIONAL HOLDING LIMITED

浩澤淨水國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2014)

Executive Directors:

Mr. XIAO Shu (*Chairman and Chief Executive Officer*)

Mr. ZHOU Guanxuan (*Vice Chairman*)

Mr. TAN Jibin

Mr. LI Honggao

Mr. WANG Yonghui

Registered office:

190 Elgin Avenue

George Town

Grand Cayman KY1-9005

Cayman Islands

Corporate headquarters:

No. 60 Guiqiao Road

Pudong New District

Shanghai

The People's Republic of China

Independent non-executive Directors:

Mr. LAU Tze Cheung Stanley

Dr. BAO Jiming

Dr. CHAN Yuk Sing Gilbert

Mr. GU Jiuchuan

Principal place of business

in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

29 June 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors of the Proposed Issue Mandate and the Proposed Repurchase Mandate; and (b) the re-election of the retiring Directors.

LETTER FROM THE BOARD

PROPOSED ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable to issue any Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Proposed Issue Mandate. At the Annual General Meeting, an ordinary resolution no. 5(A) will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares up to 20% of the number of issued Shares as at the date of passing of the resolution in relation to such general mandate. In addition, subject to a separate approval of the ordinary resolution no. 5(C), the number of Shares repurchased by the Company under the ordinary resolution no. 5(B) will also be added to extend the 20% limit of the Proposed Issue Mandate as mentioned in the ordinary resolution no. 5(A). The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Proposed Issue Mandate.

The Proposed Issue Mandate, if granted, will remain in effect until 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 by any applicable laws or regulations or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the number of the issued Shares was 2,132,331,950 Shares. Subject to the passing of the resolution approving the Proposed Issue Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 426,466,390 Shares pursuant to the Proposed Issue Mandate.

PROPOSED REPURCHASE MANDATE

In addition, an ordinary resolution no. 5(B) will be proposed at the Annual General Meeting to approve the granting of a Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution approving the Proposed Repurchase Mandate.

The Proposed Repurchase Mandate, if granted, will remain in effect until 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 by any applicable laws or regulations or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the number of issued Shares was 2,132,331,950 Shares. Assuming that there is no change in the number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Proposed Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Proposed Repurchase Mandate will be 213,233,195 Shares.

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, all Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a causal vacancy shall submit himself/herself for re-election by Shareholders at the next following general meeting of the Company after appointment and new Directors appointed as an addition to the Board shall submit himself/herself for re-election by Shareholders at the next following annual general meeting of the Company after appointment.

In accordance with article 110 of the Articles of Association, Mr. Zhou Guanxuan, Dr. Bao Jiming and Dr. Chan Yuk Sing Gilbert shall retire by rotation at the Annual General Meeting and being eligible, have offered themselves for re-election at the Annual General Meeting.

Details of the above named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's Board Diversity Policy, the requirements in the Articles of Association, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and

LETTER FROM THE BOARD

- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment.

Recommendation of the Nomination Committee

The Nomination Committee has considered that the extensive experience of Dr. Bao Jiming and Dr. Chan Yuk Sing Gilbert in corporate management and ozone technology, respectively, will continue to make valuable contribution to the Board. The Nomination Committee is satisfied that Dr. Bao and Dr. Chan each has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believed that their re-election as independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole.

Furthermore, Dr. Bao and Dr. Chan, being independent non-executive Directors eligible for re-election at the Annual General Meeting, has each made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During their appointment, Dr. Bao and Dr. Chan has each demonstrated his ability to provide an independent view to the Company's matters. The Nomination Committee is of the view that Dr. Bao and Dr. Chan are able to continue to fulfil their role as independent non-executive Directors and thus recommends them to the Board for it to propose to Shareholders for re-election at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 15 to 20 of this circular is the notice of the Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve (a) the grant to the Directors of the Proposed Issue Mandate and the Proposed Repurchase Mandate; and (b) the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ozner.net). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to article 81 of the Articles of Association and Rule 13.39(4) of the Listing Rules, a resolution put to the vote of the meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the Annual General Meeting will demand a poll for the resolutions to be put forward at the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RECOMMENDATION

The Directors consider that (a) the proposed granting to the Directors of the Proposed Issue Mandate and the Proposed Repurchase Mandate; and (b) the proposed re-election of the retiring Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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 respect 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.

Yours faithfully

By order of the Board

Ozner Water International Holding Limited

XIAO Shu

Chairman and Chief Executive Officer

The following are the particulars (as required by the Listing Rules) of the Directors proposed to be re-elected at the Annual General Meeting.

Mr. ZHOU Guanxuan (周貫煊), aged 61, is an executive Director. He was appointed to our Board as an independent non-executive Director on 26 May 2014 and has been re-designated as an executive Director on 28 March 2017. After the re-designation, Mr. Zhou is responsible for the management of the Group's supply chain. Mr. Zhou has more than 30 years of experience in household appliances manufacturing and operations management. From 1975 to September 1999, Mr. Zhou worked at the Midea Group Co., Ltd (SZE: 000333), a company listed on the Shenzhen Stock Exchange and engaging in the business of manufacturing of household electrical appliances, and assumed office in the technology and production department before he was promoted as the general manager of Midea Redian Group Co., Ltd, an affiliate of Midea Group Co., Ltd. From 2000 to 2007, Mr. Zhou was the president of Foshan Shunde District Beijiao Town Weigao Electronics Industry Company Limited (佛山市順德區北滘鎮偉高電器實業有限公司), a company engaging in the business of research and development, manufacturing and sale of electronic appliances. From 2011 to 2013, he was the director and general manager of Jiangxi Jingdezhen Saide Ceramics Co., Ltd. (江西景德鎮賽德陶瓷有限公司), a company engaging in the business of manufacturing, development and sale of ceramics decoration materials.

Mr. Zhou has entered into a service agreement with the Company for a term of three years. Notwithstanding the above, Mr. Zhou shall retire and shall be eligible for re-election at least once every three years in accordance with the Listing Rules and the Articles of Association. Mr. Zhou is entitled to receive a salary of approximately HK\$1.34 million per annum. The annual remuneration of Mr. Zhou is determined by the Company with reference to his duties, responsibilities and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. Zhou was deemed to be interested in 38,388 Shares pursuant to Part XV of the Securities and Futures Ordinance. Mr. Zhou was also beneficially interested in 63,370 Shares and 3,000,000 underlying Shares in respect of the restricted share units granted under the restricted share unit scheme and the share options granted under the share option scheme of the Company. Save as disclosed above, Mr. Zhou was not interested in or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the Securities and Futures Ordinance.

Dr. BAO Jiming (包季鳴), aged 67, has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee with effect from 28 March 2017. He is currently a professor of the School of Management of Fudan University (復旦大學), with years of research experience in corporate management. Dr. Bao is also the vice chairman of Shanghai Management Science Society (上海市管理科學學會) and the associate director of the Shanghai Services Development Research Institute (上海現代服務業發展研究院). Before these positions, Dr. Bao has served various positions at Shanghai Industrial Investment (Holdings) Co., Ltd. (上海實業(集團)有限公司) from May 1995 to January 2009, including the deputy office general manager, office general manager, general manager of the overseas business division, general manager of the corporate management division, assistant vice

president of the group, vice president of the group and president of its overseas subsidiaries, and executive director of the group and chairman of its overseas subsidiaries. From February 1995 to May 1995, Dr. Bao served as deputy manager (副處長) of the Science Section of Shanghai Municipal Education Commission (上海教育委員會科技處), and from September 1985 to February 1995, Dr. Bao served various positions at the School of Management of Fudan University, including the deputy director of the training department, assistant to the dean of the School of Management, researcher and secretary general of the Fudan Development Institute (復旦發展研究院), lecturer, associate professor and tutor for students pursuing master studies.

Dr. Bao is a non-executive director of Jiangsu Misho Ecology & Landscape Co., Ltd. (江蘇美尚生態景觀股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300495), since September 2011; a non-executive director of Youngor Group Co., Ltd. (雅戈爾集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600177), since April 2014; a non-executive director of Wanxiang Qianchao Co., Ltd. (萬向錢潮股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000559), since June 2016; and a non-executive director of Antong Holdings Co., Ltd. (安通控股股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600179), since August 2016.

Dr. Bao obtained his doctorate degree in management from Fudan University, the PRC, in 1992 and conducted post-doctoral research at the School of Economics at Fudan University from 1994 to 1996.

Dr. Bao has entered into a letter of appointment with the Company for a term of three years. Notwithstanding the above, Dr. Bao shall retire and shall be eligible for re-election at least once every three years in accordance with the Listing Rules and the Articles of Association. Dr. Bao is an independent non-executive Director and is entitled to receive a salary of approximately HK\$0.2 million per annum. The annual remuneration of Dr. Bao is determined by the Company by reference to the remuneration indicators in the industry and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Bao was not interested in or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the Securities and Futures Ordinance.

Dr. CHAN Yuk Sing Gilbert (陳玉成), aged 61, is an independent non-executive Director. He was appointed to our Board on 26 May 2014. Dr. Chan is an assistant professor in the department of applied biology and chemical technology of the Hong Kong Polytechnic University. His recent research focus is on the application of ozone technology. He is the chairman of the Sino Ozone Association of the PRC. Over the years, Dr. Chan has made various publications and speeches on the topic of healthy water and ozone.

Dr. Chan obtained a master's degree and a PhD in Science from University of Durham (Durham, United Kingdom) in July 1990 and December 1994, respectively.

Dr. Chan has entered into a letter of appointment with the Company for a term of three years. Notwithstanding the above, Dr. Chan shall retire and shall be eligible for re-election at least once every three years in accordance with the Listing Rules and the Articles of Association.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Chan is an independent non-executive Director and is entitled to a basic annual salary of approximately HK\$0.2 million per annum. The remuneration of Dr. Chan is determined by reference to the remuneration indicators in the industry and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Chan was not interested in or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed above, none of the retiring Directors has any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, none of the above retiring Directors holds any position with the Company or any other members of the Group, nor has any of them held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save as disclosed above, none of the retiring Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, there are no other matters concerning the retiring Directors that need to be brought to the attention of the Shareholders nor is there any other information relating to the retiring Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.

NUMBER OF ISSUED SHARES

As at the Latest Practicable Date, the number of the issued Shares was 2,132,331,950 Shares. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 213,233,195 Shares which represent 10% of the number of the issued Shares during the period ending on 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 by any applicable laws or regulations or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REASONS AND FUNDING OF REPURCHASES

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

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Proposed Repurchase Mandate were to be exercised in full, it may not have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2019, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL MATTERS

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Proposed Repurchase Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, has notified the Company that he or she or it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is exercised.

TAKEOVERS CODE IMPLICATIONS

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Xiao established three discretionary trusts, namely Xiao Family I Trust, Xiao Family II Trust and Xiao Family III Trust (collectively referred to as the "Trusts") with himself as the settlor, and Standard Chartered Trust (Singapore) Limited as the trustee of each of the Trusts. The discretionary beneficiaries of the Trusts include Mr. Xiao and certain of his family members. Standard Chartered Trust (Singapore) Limited holds the entire issued share capital of Baida Capital Limited, Lion Rise Capital Limited and Glorious Shine Capital Limited through SCTS Capital Pte. Ltd. (as nominee for Standard Chartered Trust (Singapore) Limited). Baida Capital Limited, Lion Rise Capital Limited and Glorious Shine Capital Limited in turn hold the entire issued share capital of Baida Holdings Limited, Lion Rise Holdings Limited and Glorious Shine Holdings Limited, respectively. Baida Holdings Limited, Lion Rise Holdings Limited and Glorious Shine Holdings Limited hold 341,820,000 Shares, 62,182,200 Shares and 382,847,950 Shares, respectively. Accordingly, each of Mr. Xiao, Standard Chartered Trust (Singapore) Limited and SCTS Capital Pte. Ltd. is deemed to be interested in the aggregate number of 786,850,150 Shares held by Baida Holdings Limited, Lion Rise Holdings Limited and Glorious Shine Holdings Limited, respectively, representing approximately 36.90% of the existing number of the issued Shares. Apart from such deemed interest, Mr. Xiao personally owns 107,284,706 Shares and hence, Mr. Xiao is interested, and is deemed to be interested, in an aggregate number of 894,134,856 Shares, representing approximately 41.93% of the existing number of issued Shares.

In the event that the Directors should exercise in full the Proposed Repurchase Mandate, the interest and deemed interest of Mr. Xiao in the Company will be increased to approximately 46.59% of the number of the issued Shares. To the best knowledge and belief of the Directors, such increase will give rise to an obligation to make a mandatory offer under the Takeover Code. The Directors have no present intention to repurchase Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Proposed Repurchase Mandate.

The Directors have no present intention to repurchase the Shares to an extent that will trigger the obligations under the Takeovers Code or the public holding of Shares would be reduced to below 25% of the issued share capital of the Company.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands.

The Directors will not propose to repurchase the Shares as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares have been made by the Company during the last six months (whether on the Stock Exchange or otherwise) prior to the Latest Practicable Date.

SHARE PRICES

During each of the previous twelve months immediately before the Latest Practicable Date, the highest and lowest traded prices for Shares recorded on the Stock Exchange were as follows:

Month	Highest Price HK\$	Lowest Price HK\$
2019		
June	1.32	1.00
July	1.30	1.12
August	1.26	1.08
September	1.46	1.23
October	1.52	1.19
November	1.49	1.08
December	1.14	0.81
2020		
January	0.84	0.53
February	0.85	0.53
March	0.76	0.28
April	0.37	0.20
May	0.28	0.18
June (up to the Latest Practicable Date)	0.21	0.17

OZNER 浩澤

OZNER WATER INTERNATIONAL HOLDING LIMITED

浩澤淨水國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2014)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Ozner Water International Holding Limited (the “**Company**”) will be held at Unit 10B, E168, 166–168 Des Voeux Road, Central, Hong Kong on Friday, 31 July 2020 at 10:00 a.m. for the following purposes:

Ordinary business

- 1 To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2019.
- 2 To re-elect the following Directors:
 - (a) Mr. Zhou Guanxuan as an executive Director;
 - (b) Dr. Bao Jiming as an independent non-executive Director; and
 - (c) Dr. Chan Yuk Sing Gilbert as an independent non-executive Director.
- 3 To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
- 4 To re-appoint Ernst & Young as Auditors and authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

Special business

5 To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:

(A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (iv) for the purpose of this resolution:
- (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in a general meeting of the Company; and
- (b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of 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 laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”
- (B) **“That:**
- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase 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 for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate number of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of the shares of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in a general meeting of the Company.”

(C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of the shares of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the number of the shares of the Company in issue at the date of the passing of the said resolutions.”

By order of the Board
Ozner Water International Holding Limited
XIAO Shu
Chairman and Chief Executive Officer

Hong Kong, 29 June 2020

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

190 Elgin Avenue
George Town
Grand Cayman KY1-9005
Cayman Islands

Corporate headquarters:

No. 60 Guiqiao Road
Pudong New District
Shanghai
The People's Republic of China

Principal place of business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (i) Resolution numbered 5(C) will be proposed to the Shareholders for approval provided that ordinary resolutions numbered 5(A) and 5(B) are passed by the Shareholders.
- (ii) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Tuesday, 28 July 2020 to Friday, 31 July 2020, both days inclusive, in order to determine the entitlement of Shareholders to attend and vote at the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 27 July 2020.
- (vi) In respect of ordinary resolutions numbered 2 above, Mr. Zhou Guanxuan, Dr. Bao Jiming and Dr. Chan Yuk Sing Gilbert, shall retire and, being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the accompanied circular dated 29 June 2020.
- (vii) In respect of the ordinary resolution numbered 5(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the Shareholders as a general mandate for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

NOTICE OF ANNUAL GENERAL MEETING

- (viii) In respect of ordinary resolution numbered 5(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of Shareholders. An explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 29 June 2020.