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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Luzhou Xinglu Water (Group) Co., Ltd.\*, you should at once hand this circular, together with the accompanying form of proxy and reply slip to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2022  
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2022  
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2022  
2022 ANNUAL REPORT  
DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2022  
THE INVESTMENT PLAN FOR THE YEAR 2023  
ANNUAL FINANCIAL BUDGET PLAN FOR THE YEAR 2023  
APPOINTMENT OF AUDITOR FOR THE YEAR 2023  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2022 ANNUAL GENERAL MEETING**

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Notice of convening the AGM to be held at the meeting room of 6th Floor, 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC at 9:30 a.m. on Friday, 9 June 2023 is set out on pages 15 to 17 of this circular. Form of proxy for use at the AGM are also enclosed with this circular. If you intend to attend the AGM by proxy, you are required to complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shareholders), or to the office of the Board located at the Company's registered office in the PRC at 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC (in respect of Domestic Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the AGM (i.e. not later than 9:30 a.m. on Thursday, 8 June 2023) or any adjournment thereof. Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting(s) if you so wish.

\* For identification purposes only

3 May 2023

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## DEFINITIONS

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*Unless the context otherwise requires, the following expressions in this circular shall have the meanings set out below:*

|                           |  |
|---------------------------|--|
| “2022 Annual Report”      | the annual report of the Company for the financial year ended 31 December 2022 that has been dispatched to the Shareholders  |
| “AGM”                     | the annual general meeting of the Company to be held at the meeting room of 6th Floor, 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC at 9:30 a.m. on Friday, 9 June 2023 or any adjournment thereof |
| “Articles of Association” | the articles of the Company as amended, modified or otherwise supplemental from time to time   |
| “Board”                   | the board of Directors   |
| “Chairman”                | the chairman of the Board  |
| “Company”                 | 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 with limited liability incorporated in the PRC, whose H Shares are listed on the Main Board of the Stock Exchange                        |
| “Director(s)”             | the director(s) of the Company   |
| “Domestic Share(s)”       | the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC nationals and/or PRC legal entities                                |
| “Domestic Shareholder(s)” | the holder(s) of Domestic Shares   |
| “Group”                   | the Company and its subsidiaries   |
| “H Share(s)”              | the overseas listed foreign invested ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK\$ and listed on the Stock Exchange                    |
| “H Shareholder(s)”        | the holder(s) of H Shares  |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC   |

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## DEFINITIONS

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|-------------------------|--|
| “Listing Rules”         | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time |
| “PRC”                   | the People’s Republic of China, for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan      |
| “RMB”                   | Renminbi, the lawful currency of the PRC   |
| “Share(s)”              | the Domestic Share(s) and the H Share(s)   |
| “Shareholder(s)”        | the holder(s) of the Shares  |
| “Stock Exchange”        | The Stock Exchange of Hong Kong Limited  |
| “Supervisors”           | the supervisor(s) of the Company   |
| “Supervisory Committee” | the supervisory committee of the Company   |

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Zhang Qi (張歧先生)  
Mr. Liao Xingyue (廖星樾先生)  
Ms. Huang Mei (黃梅女士)

*Non-executive Directors:*

Mr. Chen Bing (陳兵先生)  
Mr. Yu Long (喻龍先生)  
Ms. Hu Fenfen (胡芬芬女士)

*Independent non-executive Directors:*

Ms. Ma Hua (馬樺女士)  
Mr. Fu Ji (傅驥先生)  
Mr. Liang Youguo (梁有國先生)

*Registered office:*

16 Baizi Road  
Jiangyang District, Luzhou  
Sichuan Province  
PRC

*Principal place of business  
in Hong Kong:*

40/F, Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai, Hong Kong

3 May 2023

*To the Shareholders,*

Dear Sir/Madam,

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2022  
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2022  
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2022  
2022 ANNUAL REPORT  
DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2022  
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APPOINTMENT OF AUDITOR FOR THE YEAR 2023  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2022 ANNUAL GENERAL MEETING**

\* For identification purposes only

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM as described below.

At the AGM, ordinary resolutions will be proposed to consider and approve (i) the report of the Board for the year 2022; (ii) the report of the Supervisory Committee for the year 2022; (iii) the audited financial statements for the year 2022; (iv) the 2022 Annual Report; (v) the dividend distribution plan for the year 2022; (vi) the investment plan for the year 2023; (vii) the annual financial budget plan for the year 2023; (viii) the appointment of auditor for the year 2023, and (ix) proposed amendments to the Articles of Association.

### REPORT OF THE BOARD FOR THE YEAR 2022

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year 2022. Please refer to the Directors' Report as set out in the 2022 Annual Report.

### REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2022

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Committee for the year 2022. Please refer to the Supervisory Committee's Report as set out in the 2022 Annual Report.

### AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2022

An ordinary resolution will be proposed at the AGM to approve the Company's audited financial statements for the year 2022. Please refer to the audited financial statements as set out in the 2022 Annual Report.

### 2022 ANNUAL REPORT

An ordinary resolution will be proposed at the AGM to approve the 2022 Annual Report. Please refer to the 2022 Annual Report published on the websites of the Stock Exchange and the Company on 26 April 2023.

### DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2022

The Board proposed to distribute final dividends of RMB0.05 per share (tax inclusive) for the year ended 31 December 2022, with the total amount being approximately RMB42,985,500. The proposed distribution of the final dividend is subject to the approval of the Shareholders at the AGM. Upon approval at the AGM, the final dividends will be paid on or before Friday, 28 July 2023 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 11 July 2023.

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## LETTER FROM THE BOARD

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Such proposed dividends will be dominated in RMB. Dividends for Domestic Shares will be paid in RMB, while dividend for H Shares will be paid in HK\$. The relevant exchange rate for conversion shall be calculated by the average central parity rate of the relevant foreign exchange posted by China Foreign Exchange Trading Centre for one calendar week immediately preceding the date of declaration of such dividend at the AGM.

Under the relevant tax rules and regulations of the PRC (collectively, the “**PRC Tax Law**”), the Company is required to withhold and pay enterprise income tax at the rate of 10% when distributing final dividends to non-resident enterprises (such term shall have the meaning as defined under the PRC Tax Law) whose names appear on the H Shares register of members of the Company.

In accordance with the PRC Tax Law, the Company is also required to withhold and pay individual income tax when distributing final dividends to individual Shareholders whose names appeared on the H Shares register of members of the Company on behalf of them. The Company will determine the country of domicile of the individual H Shareholders based on the registered addresses as recorded in the H Shares register of members of the Company on the Record Date (as defined below) with details as follows:

For individual H Shareholders who are Hong Kong and Macau residents and those whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of them.

For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of them. If such individual H Shareholders would like to apply for a refund of the additional amount of tax withheld and paid, the Company would make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the tax treaties.

For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of higher than 10% but lower than 20%, the Company will withhold and pay the individual income tax at the agreed-upon effective tax rate on behalf of them.

For individual H Shareholders who are residents of those countries without any tax treaties with the PRC or having tax treaties with the PRC stipulating a dividend tax rate of 20% or more and other situations, the Company will withhold and pay the individual income tax at a tax rate of 20% on behalf of them.

Should H Shareholders have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax implications in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares of the Company.

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## **LETTER FROM THE BOARD**

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### **THE INVESTMENT PLAN FOR THE YEAR 2023**

The Board proposed an investment plan for the year 2023 to be approved by the Shareholders at the AGM. The proposed investment plan will have a total budget for investments of approximately RMB750.8 million, covering (i) investments for tap water supply projects of approximately RMB214.7 million, (ii) investments for the wastewater treatment projects of approximately RMB308.5 million, and (iii) investments for the equity acquisitions and other projects of approximately RMB227.6 million.

The investment plan for the year 2023 will be proposed as an ordinary resolution at the AGM for the Shareholders' approval, excluding any investments that are subject to the Shareholders' approvals in accordance with the Listing Rules and other applicable laws and regulations as amended from time to time. The specific investment projects under such investment plan shall be approved and executed by the Board as they materialize from time to time during the relevant period.

### **ANNUAL FINANCIAL BUDGET PLAN FOR THE YEAR 2023**

An ordinary resolution will be proposed at the AGM to approve the annual financial budget plan for the year 2023. The annual financial budget for the year 2023, including operating costs, marketing expenses, management expenses and financial expenses, will be expected to be controlled at approximately RMB1,266 million.

### **APPOINTMENT OF AUDITOR FOR THE YEAR 2023**

An ordinary resolution will be proposed at the AGM to approve the appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company for the year 2023 for a term of office until the conclusion of the next annual general meeting of the Company, and authorise the Board to fix its remuneration.

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Company proposed to make amendments to certain provisions in the Articles of Association for the purpose of, among others, reflecting the requirements of Constitution of the Communist Party of China (《中國共產黨章程》) and the Company Law of the People's Republic of China (《中華人民共和國公司法》) to enhance the content in relation to the Party construction works in line with the spirit of the 20th National Congress of the Communist Party of China, and reflecting the changes of the business scope of the Company.

A special resolution will be proposed at the AGM to approve the amendments to the Articles of Association, the details of which are set out in the Appendix I to this circular. The proposed amendments to the Articles of Association will become effective upon the approval by the Shareholders at the AGM.



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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The AGM will be held at 9:30 a.m. on Friday, 9 June 2023 at the meeting room of 6th Floor, 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC. The notice of the AGM is set out on pages 15 to 17 of this circular. The form of proxy and reply slip for the AGM are enclosed herewith.

If you intend to attend the AGM by proxy, you are required to complete and return as soon as possible the enclosed form of proxy in accordance with the instructions printed thereon. The form of proxy for H Shareholders should be returned to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and the form of proxy for Domestic Shareholders should be returned to the office of the Board located at the Company's registered office in the PRC at 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC by no later than 24 hours before the time appointed for convening the AGM (i.e. not later than 9:30 a.m. on Thursday, 8 June 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM, or any adjourned meeting, in person if you so wish.

If you intend to attend the AGM in person, you are required to complete and return the reply slip to the Company's H share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or to the office of the Board (for Domestic Shareholders) on or before Monday, 5 June 2023 for the Company to assess whether or not it is necessary to announce the notice of AGM again.

### CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 31 May 2023 to Friday, 9 June 2023 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appeared on the register of members of the Company on Wednesday, 31 May 2023 will be entitled to attend and vote at the AGM. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shareholders), or to the Company's registered office in the PRC at 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC (in respect of Domestic Shareholders) no later than 4:30 p.m. on Tuesday, 30 May 2023.

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## LETTER FROM THE BOARD

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In order to determine the list of Domestic Shareholders and H Shareholders who shall be entitled to obtain final dividends, subject to the approval of the Shareholders at the AGM, the register of members of the Company will be closed from Thursday, 6 July 2023 to Tuesday, 11 July 2023 (both days inclusive), during which period no transfer of Shares of the Company will be effected. The Company will distribute final dividends to Domestic Shareholders and H Shareholders which are on the register of members of the Company on Tuesday, 11 July 2023 (the “**Record Date**”). In order to be qualified to obtain final dividends, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in respect of H Shareholders), or to the Company’s registered office in the PRC at 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC (in respect of Domestic Shareholders) no later than 4:30 p.m. on Wednesday, 5 July 2023.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the AGM as set out in the notice of the AGM contained in this circular must be taken by poll. The chairman of the AGM will therefore demand a poll for every such resolution put to vote at the AGM. 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 each Share registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

### RECOMMENDATION

The Board considers that all resolutions set out in the notice of the AGM for Shareholders’ consideration and approval are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the notice of the AGM which are to be proposed at the AGM.

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

\* *For identification purposes only*

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

*The English version of these amendments is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.*

*The proposed amendments to the Articles of Association will become effective upon the approval by the Shareholders at the AGM. After the amendments below, the numbering of the original articles will be re-numbered accordingly.*

| Before Amendment  | After Amendment   |
|---|---|
| <p><b>Article 6</b> In accordance with the requirements of the Constitution of the Communist Party of China, hereinafter referred to as the “<b>Constitution of the CPC</b>”), the Company has established an organization under the Party to carry out Party activities. The Party organization of the Company is an organic component of the corporate governance structure of the Company, striving to draw plans on Party building, establish Party organization and working bodies, equip responsible members for Party organization and relevant personnel for Party-related affairs and accomplish the tasks assigned by the Party in step with the reform and development of the Company. The Party organization of the Company has established a discipline inspection commission, which is responsible for including integrity and anti-corruption in the overall work arrangement and the general plan for Party building, and ensuring that the organizational bodies are put in place, relevant staff are equipped with definite duties, and supervision is given in a stringent manner.</p> | <p><b>Article 6</b> In accordance with the Constitution of the Communist Party of China and Regulations on the Work of Grass Roots Organizations of State-owned Enterprises (for Trial Implementation) and other relevant provisions, the CPC organization shall be set up to carry out Party activities, establish Party institutions, equip and strengthen Party affairs staff, and guarantee the working expenses of the Party organization.</p>   |
| <p><b>Article 9.1</b> The Articles of Association shall be binding upon the Company and its Shareholders, Directors, Supervisors, general manager and other senior management. All the aforementioned persons may raise any claims related to the matters of the Company in accordance with the Articles of Association.</p>  | <p><b>Article 9.1</b> The Articles of Association shall be binding upon the Company and its Shareholders, members of the Party Committee, Directors, Supervisors, general manager and other senior management. All the aforementioned persons may raise any claims related to the matters of the Company in accordance with the Articles of Association.</p>  |
| <p><b>Article 14</b> The scope of business of the Company includes: centralized water supply; sewage treatment; grade three of general construction contracting for municipal public utility construction; geological survey technical services; cleaning services; technology promotion services; sale of hardware, electrical materials and chemical products; lease of self-owned properties; assessment and testing of water quality (the operation of this business is limited to branches). (Businesses that require pre-approvals according to the laws can only be conducted after obtaining approvals from the relevant authorities.)</p> <p>The business scope of the Company is subject to the same being approved by the authority in which the Company registered.</p>   | <p><b>Article 14</b> The scope of business of the Company includes: centralized water supply; sewage treatment; grade three of general construction contracting for municipal public utility construction; geological survey technical services; cleaning services; technology promotion services; lease of self-owned properties; assessment and testing of water quality (the operation of this business is limited to branches). (Businesses that require pre-approvals according to the laws can only be conducted after obtaining approvals from the relevant authorities.)</p> <p>The business scope of the Company is subject to the same being approved by the authority in which the Company registered.</p> |

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

| <b>Before Amendment</b>   | <b>After Amendment</b>   |
|---|--|
| <p><b>Article 217</b> Establishment and Composition of the Party Committee and the Discipline Inspection Commission</p> <p>The Company has established a Party committee (hereinafter referred to as the “<b>Party Committee</b>”), consisting of 5-9 Party Committee members, among whom, one serves as the secretary, and 1-2 members serve as deputy secretaries (with one deputy secretary working full time). The secretary to the Party Committee acts as the chairman of the Board of Directors, and earnestly performs the duty as the first responsible person for Party building.</p> <p>The Company has also established a discipline inspection commission (hereinafter referred to as the “<b>Discipline Inspection Commission</b>”), consisting of 5-7 Discipline Inspection Commission members, among whom, one serves as the secretary, and one serves as the deputy secretary. The secretary to the Discipline Inspection Commission performs the duty as the first responsible person for supervising the style of work and Party integrity, and is also responsible for the discipline inspection, monitoring and audit work, excluding the matters not falling within the scope of supervision assigned to him/her.</p> <p>The secretary and deputy secretaries to the Party Committee as well as the secretary and deputy secretary to the Discipline Inspection Commission shall be appointed or dismissed pursuant to the cadre management authority or elected in accordance with relevant requirements and procedures through single-candidate election.</p> | <p><b>Article 217</b> According to the provisions of the Constitution of the CPC, the CPC Luzhou Xinglu Water (Group) Co., Ltd. Committee was established with the approval of the superior party organization. At the same time, in accordance with relevant regulations, a disciplinary inspection committee of the Party shall be established (a disciplinary inspection and supervision institution shall be established in accordance with relevant regulations).</p> |
| <p>New Article</p>  | <p><b>Article 218</b> The Company’s Party Committee is elected by the Party member assembly or Party member representative assembly, each term of office is generally 5 years. The term of office shall expire on schedule for the general election. The term of office of the Party Discipline Inspection Committee is the same as that of the Party Committee.</p>   |
| <p>New Article</p>  | <p><b>Article 219</b> The Party Committee of the Company generally consists of 5-9 people, but not more than 11 people, including one serves as the secretary, and 1-2 members serve as deputy secretaries.</p>  |

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

| <b>Before Amendment</b>  | <b>After Amendment</b>   |
|--|--|
| <p><b>Article 218</b> Party Committee’s Duties</p> <p>(I) To comprehensively strengthen Party discipline, practice self-discipline and be strict with its members. To adhere firmly to the leadership of the Party, follow strictly the directions set by the Party for services, production and operation, and give full play to the role of the Party organization as the political core, in order to ensure the implementation of Party supervision and national policies across the Company, and the high consistency with the central committee of the Party in such aspects as thought, political ideology and action;</p> <p>(II) To participate in the making of major decisions, and provide opinions and advices on material issues capable of affecting the stability of the Company’s reform and development;</p> <p>(III) To put into practice the principles of letting the Party to manage the cadres and the talents, adhere firmly to the leadership of the Party organization for talent selection and utilization and the decision-making procedures related thereto, and strive to cultivate a team of high-quality leaders for the Company;</p> <p>(IV) To lead the ideological and political work as well as such mass organizations as the trade union and Communist Youth League of the Company, provide support for the work of the congresses of staff representatives, and insist on guiding the Company’s cultural construction with core socialist values;</p> <p>(V) To enhance the team building of the Party organization and Party members at the primary level, and give full play to the role of the primary Party organization as the militant bastions and the exemplary and vanguard role of Party members, so as to provide a strong organizational support for the Company to grow stronger, better and greater, and ensure the full embodiment and practical enhancement of the Party leadership and Party building in the reform and development of the Company.</p> | <p><b>Article 220</b> The Party Committee plays a leading role in the direction, management and implementation of the overall situation, in accordance with the provisions of the Company to discuss and decide on major matters. The main responsibilities include:</p> <p>(I) To strengthen the political construction of the Company’s Party, adhere to and implement the fundamental, basic and important systems of socialism with Chinese characteristics, educate and guide all Party members to always maintain a high degree of consistency with the central committee of the Party with Comrade Xi Jinping at the core in terms of political stance, political direction, political principles and political path;</p> <p>(II) To study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, study and propagate the Party’s theories, implement the Party’s lines and policies, supervise and ensure the implementation of the major decisions and deployments of the central committee of the Party and the resolutions of the superior party organizations of the Company;</p> <p>(III) To study and discuss major business management matters of the Company and support the Shareholders’ (general) meeting, the Board, the Supervisory board and the managerial level in exercising their powers in accordance with the law;</p> <p>(IV) To strengthen the leadership and gate-keeping of the Company’s selection of personnel, grasp the construction of the enterprise leadership team and cadres, talent team construction;</p> <p>(V) To perform the main responsibility of the Company’s Party style and clean government construction, leadership, support the internal discipline inspection organizations to supervise discipline and accountability responsibilities, strict political discipline and political rules, and promote the overall strict governance of the party to the grassroots extension;</p> |

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

| <b>Before Amendment</b>   | <b>After Amendment</b>   |
|---|--|
|   | <p>(VI) To strengthen the construction of grass-roots Party organizations and Party members, unite and lead the workers to actively participate in the reform and development of the Company;</p> <p>(VII) To lead the ideological and political work, spiritual civilization construction, united front work, lead the Company's labor unions, the Communist Youth League, women's organizations and other group organizations.</p> |
| <p><b>Article 219</b> Participation and Decision-making Procedures of the Party Committee</p> <p>The board of directors of the Company shall seek opinions from the Party Committee before making decisions on the material issues of the Company. Material matters relating to operation management shall be first deliberated and discussed by the Party Committee before they are submitted to the board of directors or the management of the Company for determination.</p> <p>Members of the Party Committee conduct deliberation and discussion and provide opinions mainly from the political, direction and policy perspectives.</p> | <p><b>Article 221</b> Major business management issues shall be studied and discussed by the Party Committee before a decision is made by the Board of Directors or the management.</p>  |

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

| <b>Before Amendment</b>   | <b>After Amendment</b>  |
|---|---|
| <p><b>Article 220</b> Discipline Inspection Commission's Duties</p> <p>(I) The Discipline Inspection Commission of the Company, under the leadership of the Party Committee and the discipline inspection commissions at higher levels, assists the Party Committee with the building of the style of work and integrity culture as well as the organization and coordination of corruption combat, gives full play to the supervisory role within the Party, performs the supervisory duties assigned by the Constitution of the CPC, and implements discipline inspection and accountability in a stringent manner;</p> <p>(II) To strengthen discipline supervision, firmly defend the authority of the Constitution of the CPC and other internal regulations of the Party, review the implementation of the Party's directions and policies and the major decisions and arrangements of the Company, and supervise the performance of duties and exercise of powers by the Party members and cadres;</p> <p>(III) To enhance the education on Party spirit, legal system and warning education, and uplift the ideological and moral standards and legal awareness of the Party members and cadres combating corruption and upholding Party integrity; to tighten the supervision on the leaders and earnestly discharge the main responsibility for building the style of work of the Party and upholding Party integrity;</p> <p>(IV) To reinforce the supervision on the style of work, strictly follow the spirit of the eight requirements of the central government and the ten requirements of the provincial Party committee and the provincial government, and exert consistent efforts in combating and rectifying formalism, bureaucracy, hedonism and extravagance;</p> <p>(V) To put more efforts on the investigation of illegal cases, insist in punishing corruption cases with nil tolerance, and severely investigate the behaviors in breach of Party disciplines and corruption-related cases in strict compliance with relevant disciplines and laws.</p> | <p><b>Article 223</b> Discipline Inspection Commission's Duties</p> <p>(I) The Discipline Inspection Commission of the Company, under the leadership of the Party Committee and the discipline inspection commissions at higher levels, assists the Party Committee with the building of the style of work and integrity culture as well as the organization and coordination of corruption combat, gives full play to the supervisory role within the Party, performs the supervisory duties assigned by the Constitution of the CPC, and implements discipline inspection and accountability in a stringent manner;</p> <p>(II) To strengthen discipline supervision, firmly defend the authority of the Constitution of the CPC and other internal regulations of the Party, review the implementation of the Party's directions and policies and the major decisions and arrangements of the Company, and supervise the performance of duties and exercise of powers by the Party members and cadres;</p> <p>(III) To enhance the education on Party spirit, legal system and warning education, and uplift the ideological and moral standards and legal awareness of the Party members and cadres combating corruption and upholding Party integrity; to tighten the supervision on the leaders and earnestly discharge the main responsibility for building the style of work of the Party and upholding Party integrity;</p> <p>(IV) To reinforce the supervision on the style of work, strictly follow the spirit of the eight requirements of the central government and the ten requirements of the provincial Party committee and the provincial government, and exert consistent efforts in combating and rectifying formalism, bureaucracy, hedonism and extravagance;</p> <p>(V) To put more efforts on the investigation of illegal cases, insist in punishing corruption cases with nil tolerance, and severely investigate the behaviors in breach of Party disciplines and corruption-related cases in strict compliance with relevant disciplines and laws.</p> |

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

| <b>Before Amendment</b>  | <b>After Amendment</b>   |
|--|--|
| <p><b>Article 221</b> Working Body and Staff</p> <p>The Company has established an organization department under the Party Committee, which, acting as the working body for the implementation of Party building work, is responsible for various work, such as Party organization and building, team building for Party members, selection and appointment, education and cultivation, as well as supervision of the management members at middle or higher levels. The full-time personnel responsible for Party-related affairs shall be not less than the average number of authorized personnel for the departments at the same level.</p> <p>The Company has established a discipline inspection office, which, acting as the working body for the performance of discipline inspection duties, is responsible for discipline inspection, supervision, accountability, and has been equipped with necessary full-time personnel.</p> | <p><b>Article 222</b> Adhere to and improve the “two-way entry, cross-appointment” leadership system, eligible members of the Party Committee team can enter the Board of Directors, Supervisory board, the management team through legal procedures, the members of Board of Directors, Supervisory board, the management team of eligible Party members can enter the Party Committee in accordance with relevant regulations and procedures. The secretary and chairman of the Party Committee are generally served by one person, and the general manager of the Party serves as the deputy secretary. The Party Committee can be equipped with full-time deputy secretary, and the full-time deputy secretary generally enters the Board of Directors and does not serve at the management level, and is specifically responsible for Party building work.</p>                        |
| <p><b>Article 222</b> Working Guarantee</p> <p>The Company provides necessary conditions for the carry-out of Party activities, and guarantees the premises for and finances the activities of the Party organization. The Company provides for the funds needed for the activities of the Party organization in the overall budget at an amount no less than 0.5% of the total staff salaries of the Company for a given year.</p>  | <p><b>Article 224</b> To strengthen work guarantee.</p> <p>The Party Committee of the Company shall establish offices, organizational departments, publicity departments, and other working institutions according to actual needs, in accordance with the principles of strengthening the Party’s work and being conductive and efficient. Relevant institutions of the Party Committee may work together with management departments with similar functions in the Company. The Company provides necessary conditions for the carry-out of Party activities, and guarantees the premises for and finances the activities of the Party organization. Funds needed for the activities of the Party organization included in administrative expenses are generally included in the annual budget in accordance with 1% of the total staff salaries of the Company in the previous year.</p> |



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## NOTICE OF THE AGM

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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)**

#### NOTICE OF 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Luzhou Xinglu Water (Group) Co., Ltd.\* (the “Company”) will be held at 9:30 a.m. on Friday, 9 June 2023 at the meeting room of 6th Floor, 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the People’s Republic of China (the “PRC”) to consider and, if thought fit, approve the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2022;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022;
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2022;
4. To consider and approve the annual report of the Company for the year ended 31 December 2022;
5. To consider and approve the dividend distribution plan of the Company for the year ended 31 December 2023;
6. To consider and approve the investment plan of the Company for the year ending 31 December 2023;
7. To consider and approve the annual financial budget plan of the Company for the year ending 31 December 2023;
8. To consider and approve the appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company for the year 2023 to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration; and

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## NOTICE OF THE AGM

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### SPECIAL RESOLUTION

9. To consider and approve the proposal on amendments to the articles of association of the Company.

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

Luzhou, Sichuan Province, the PRC  
3 May 2023

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), voting on all resolutions at a general meeting shall be by way of poll. The poll results of the AGM will be published on the websites of the Stock Exchange 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 AGM, the register of members of the Company will be closed from Wednesday, 31 May 2023 to Friday, 9 June 2023 (both days inclusive) during which registration for transfer of shares will be suspended. Holders of H shares of the Company 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, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Tuesday, 30 May 2023.
3. Any shareholder of the Company (the “**Shareholder**”) who is entitled to attend and vote at the AGM 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 appointor or his/her 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 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 form of proxy together with the power of attorney or other authorization documents, if any, must be delivered to the office of the Board located at the registered office of the Company in the PRC (for Domestic Shareholders) or the Company’s H share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) not later than 24 hours before the time appointed for the holding of the AGM (i.e. not later than 9:30 a.m. on Thursday, 8 June 2023) or any adjourned meeting thereof (as the case may be) in order to be effective.
6. Any Shareholder who wishes to attend the AGM in person or by proxy is required to complete and return the to the office of the Board located at the registered office of the Company in the PRC (for Domestic Shareholders) or to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders), by hand or by post, on or before Monday, 5 June 2023.

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## NOTICE OF THE AGM

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7. The H share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited and its address and contact information are as follows:

Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

Tel: +852 2862 8686  
Fax: +852 3186 2419

8. The address and contact information of the office of the Board located at the registered office of the Company in the PRC are as follows:

16 Baizi Road,  
Jiangyang District, Luzhou  
Sichuan Province  
the PRC

Contact person: Zhang Hailiang (張海良)  
Tel: +86 830 319 4768  
Fax: +86 830 258 0239

9. Pursuant to the articles of association of the Company, 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 AGM and exercise the entire voting rights conferred by the relevant shares of the Company, and this notice shall be deemed to have served all such joint registered Shareholders.
10. The AGM is expected to last for no more than half a day. Shareholders who attend the AGM in person or their proxies shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies who attend the AGM must produce their identity documents for identification.

*As at the date of this notice, 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 Fenfen; and (iii) three independent non-executive Directors, namely Ms. Ma Hua, Mr. Fu Ji and Mr. Liang Youguo.*

\* For identification purposes only