
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

**(1) PROPOSED APPOINTMENT OF DIRECTORS
FOR THE SECOND SESSION OF THE BOARD;**

AND

(2) NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 4 to 16 of this circular. Notice of convening the EGM to be held at the meeting room of 6th Floor, 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC at 9:00 a.m. on Wednesday, 13 December 2023 is set out on pages 9 to 11 of this circular.

Form of proxy for use at the EGM are also enclosed with this circular. If you intend to attend the EGM 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 EGM (i.e. not later than 9:00 a.m. on Tuesday, 12 December 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 EGM or any adjourned meeting(s) if you so wish.

* *For identification purposes only*

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DEFINITIONS

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

“Articles of Association”	the articles of association 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 Hong Kong 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
“EGM”	the 2023 first extraordinary general meeting of the Company to be convened and held at 9:00 a.m. on Wednesday, 13 December 2023
“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 Hong Kong dollars and listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	the holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, 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

DEFINITIONS

“Share(s)” ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic Shares and H Shares

“Shareholder(s)” the holder(s) of the Shares

* *For identification purposes only*

LETTER FROM THE BOARD



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) (*Chairman*)

Mr. LIAO Xingyue (廖星樾先生)

Mr. XU Guanghua (徐光華先生)

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:

40th Floor
Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

24 November 2023

To the Shareholders,

Dear Sir/Madam,

**(1) PROPOSED APPOINTMENT OF DIRECTORS
FOR THE SECOND SESSION OF THE BOARD;**

AND

(2) NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 21 November 2023 in relation to, inter alia, the proposed appointments of an executive Director and two non-executive Directors for the second session of the Board (collectively, the “**Proposed Appointments**”).

The purpose of this circular is to give you notice of the EGM 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 EGM as set out below.

LETTER FROM THE BOARD

At the EGM, ordinary resolutions will be proposed to consider and approve the Proposed Appointments.

PROPOSED APPOINTMENTS

Reference is made to the announcement of the Company dated 21 November 2023 in relation to the proposal of the Board to appoint (i) Mr. Chen Qinan (陳棋楠) (“**Mr. Chen**”) as an executive Director; (ii) Mr. Xu Fei (徐飛) (“**Mr. Xu**”) as a non-executive Director; and (iii) Ms. Zhang Guanghui (張光惠) (“**Ms. Zhang**”) as a non-executive Director. The Proposed Appointments will be subject to the approval by the Shareholders at the EGM. The terms of office of the proposed Directors will be effected from the date of the approval by the EGM to the expiry of the term of the second session of the Board.

Biographical details of the above Directors candidates for the second session of the Board are set out as follows:

Executive Director

Mr. Chen Qinan (陳棋楠), aged 44, currently serves as the deputy secretary of the Party Committee of the Company.

Mr. Chen has over 23 years of experience in government service and cooperation and communication between enterprises and governments. He served as the assistant to the township chief in the Hutou Township Government of Hejiang County from June 2000 to April 2001, served as deputy secretary of the Party Committee in Shilu Township of Hejiang County from April 2001 to March 2003 (during which he was seconded to Cadre Division II of the Organization Department of the Luzhou Municipal Party Committee from August 2002 to March 2003), served in various positions successively in the Organization Department of the Luzhou Municipal Committee of the Communist Party of China, including deputy chief staff member, chief staff member, deputy division director, division director, section chief, and a member of the ministry and commission from March 2003 to September 2017 (during which he temporarily served as deputy secretary of the Party Committee, town mayor, and acting secretary of the Party Committee in Longche Town, Naxi District, Luzhou City from August 2012 to August 2013), served in various positions successively in Hejiang County, including a member of the Standing Committee of the County Party Committee, director of the Organization Department, director of the United Front Work Department, principal of the Party School, deputy secretary of the Party Leadership Group of the County CPPCC, deputy secretary of the Party Leadership Group of the County Government, and executive deputy county magistrate from September 2017 to July 2021. Since July 2021, he has served as a member of the Standing Committee of the Hejiang County Party Committee, deputy secretary of the Party Leadership Group of the County Government, and executive deputy county magistrate, and was elected as a representative of the 9th Party Congress of Luzhou City, a representative of the 8th and 9th People’s Congress of Luzhou City, a representative of the 14th Party Congress of Hejiang County, and a representative of the 16th and 17th People’s Congress of Hejiang County.

Mr. Chen studied at the Department of Mechanical Engineering of Southwest College of Engineering* (西南工學院) (currently known as the School of Manufacturing of Southwest University of Science and Technology* (西南科技大學)) majoring in mechanical manufacturing equipment and automation from September 1996 to June 2000, and obtained a bachelor’s degree in engineering.

LETTER FROM THE BOARD

Non-executive Directors

Mr. Xu Fei (徐飛), aged 45, currently serves as a director and chairman of the labor union of Luzhou State-owned Capital Operation Co., Ltd.* (瀘州市國有資本運營管理有限責任公司).

Mr. Xu has over 22 years of experience in human resources and cadre personnel management. He worked in the Deyao Town Government of Gulin County from October 1999 to March 2002, then worked in the Gulin County Committee of the Communist Youth League from March 2002 to May 2006 (during which he was assigned to serve as the deputy director of the Social Affairs Office in Dongxin Township of Gulin County from September 2003 to December 2004), and worked in the Discipline Committee of Gulin County from May 2006 to July 2007. He served in various positions including staff member and section chief successively in the Organization Department of the Luzhou Naxi District Committee from July 2007 to October 2012 (during which he was assigned to serve as the deputy secretary of the Village Branch of Minqiang Village, Dadukou Town, Naxi District from September 2007 to July 2008, and temporarily served as a member of the Party Committee and the assistant to the head of the office of Yongning Street, Naxi District from April to October 2012), then served as deputy director of the Naxi District Human Resources and Social Security Bureau from November 2012 to February 2015. He served as deputy secretary of the Party Committee and the secretary of the Discipline Committee in Yongning Street, Naxi District from February 2015 to April 2016, as chief of the Mass Work Bureau of the Naxi District Party Committee from April 2016 to March 2017, and then as chief of the Bureau for Letters and Calls of Naxi District from May 2016 to April 2017. He served as the deputy director of the office of the Naxi District Party Committee from March 2017 to February 2019, as the deputy secretary of the Party Committee and the town mayor of Baijie Town, Naxi District from February 2019 to December 2019, and as the secretary of the Party Committee of Baijie Town, Naxi District from December 2019 to December 2021. Since from December 2021 thereafter, he has served as the chairman of the supervisors committee of a municipal state-owned enterprise in Luzhou City.

Mr. Xu studied at the Sichuan Radio and TV University* (四川廣播電視大學) majoring in finance and taxation from September 1997 to June 1999 and obtained a college diploma, and he studied in the correspondence college of the Party School of Sichuan Provincial Committee* (四川省委黨校函授學院) majoring in economic management from September 2000 to December 2002 and obtained a bachelor's degree.

Ms. Zhang Guanghui (張光惠), aged 57, currently works at Luzhou State-owned Capital Operation Co., Ltd.* (瀘州市國有資本運營管理有限責任公司).

Ms. Zhang has over 25 years of experience in health and epidemic prevention management. She served as a staff of the Luxian Health and Epidemic Prevention Station from July 1992 to October 1992, and as the chief of the Epidemic Prevention Section of the Health Bureau of Longmatan District, Luzhou City from August 1997 to October 1998. She successively served as the deputy director, director of the Labour Union Commission, member of the Party Committee and Discipline Inspection Team Leader of the Health Bureau of Longmatan District, Luzhou City from October 1998 to December 2004. She successively served as the secretary of the Party Committee, deputy director and director of the Health Bureau of Longmatan District, Luzhou City from December 2004 to December 2014, and then as the secretary of the Party Committee and director of the Healthcare and Family Planning Bureau of Longmatan District, Luzhou City from December 2014 to April 2016, and as a director of the Economic Working Committee of CPPCC National Committee

LETTER FROM THE BOARD

of Longmatan District, Luzhou City from April 2016 to September 2016, and as a member of the Party Committee and deputy general manager of Southwest Medical and Health Industry Investment Group Co., Ltd.* (西南醫療健康產業投資集團有限公司) from September 2016 to March 2023.

Ms. Zhang studied at the North China Coal Medical University* (華北煤炭醫學院) majoring in preventive medicine from September 1987 to July 1992 and obtained a bachelor's degree of medicine as an undergraduate. She attended the first training course for cadres at the Party School of the Luzhou Municipal Party Committee* (瀘州市委黨校) in May 1999. Through a part-time program, she studied at the correspondence college of the Party School of Sichuan Provincial Committee* (四川省委黨校函授學院) majoring in law from August 1996 to December 1998 and obtained a bachelor's degree. She attended a postgraduate course at the Southwest China Normal University* (西南師範大學) in November 2003, and attended the fourth training course for female cadres at the Party School of the Luzhou Municipal Party Committee in 2004.

Subject to the approval of the Proposed Appointments of Directors by the Shareholders at the EGM, the Company will enter into a service contract with each of Mr. Chen, Mr. Xu and Ms. Zhang. The remuneration of the executive Director will be determined in accordance with the remuneration standard for senior management of the Company, and the executive Director will not receive additional Director allowance or subsidy for attending meeting for his position as the executive Director of the Company. The appointed non-executive Directors will not receive director's remuneration from the Company during their terms of office as Directors.

Save as disclosed above, as of the date of this circular, each of Mr. Chen, Mr. Xu and Ms. Zhang has confirmed that he/she (i) does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; (ii) does not have any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iii) does not hold any other positions of the Company or any members of the Group. Save as disclosed herein, each of Mr. Chen, Mr. Xu and Ms. Zhang has not held any other positions in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, the Board is not aware of any information in relation to the appointment of Mr. Chen, Mr. Xu and Ms. Zhang which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

EXTRAORDINARY GENERAL MEETING

The EGM will be held at 9:00 a.m. on Wednesday, 13 December 2023 at the meeting room of 6th Floor, 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC. The notice of the EGM is set out on pages 9 to 11 of this circular. The form of proxy and reply slip for the EGM are enclosed herewith.

No Shareholder is required to abstain from voting in connection with the matters to be resolved at the EGM.

LETTER FROM THE BOARD

Whether or not you are able to attend the EGM, you are advised 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 holders of H Shares should be returned to the Company's H share registrar in Hong Kong, 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 holders of Domestic Shares should be returned to the office of the Board located at 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC by no later than 24 hours before the time appointed for convening the EGM (i.e. not later than 9:00 a.m. on Tuesday, 12 December 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM, or any adjourned meeting, in person if you so wish.

If you intend to attend the EGM in person, you are required to complete and return the reply slip to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (for H Shareholders) or to the office of the Board (for Domestic Shareholders) on or before Monday, 11 December 2023 for the Company to assess whether or not it is necessary to announce the notice of the EGM again. If the number of voting Shares as represented by the reply slips collected by Monday, 11 December 2023 reaches no less than one half of the total number of the issued Shares, the Company may hold the EGM as stipulated in the notice of the EGM. If not, the Company shall notify the Shareholders again, by public notice or otherwise required in the Articles of Association, of the matters to be considered as well as the date and place of the EGM. Upon such notification, the Company may hold the EGM.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 8 December 2023 to Wednesday, 13 December 2023 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the EGM is Friday, 8 December 2023. In order to be qualified to attend and vote at the EGM, 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 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) no later than 4:30 p.m. on Thursday, 7 December 2023.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the EGM as set out in the notice of the EGM set out at the end of this circular must be taken by poll. The chairman of the EGM will therefore demand a poll for every such resolution put to the vote at the EGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that all resolutions set out in the notice of the EGM 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 EGM which are to be proposed at the EGM.

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

* *For identification purposes only*

NOTICE OF THE EGM



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 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first extraordinary general meeting (the “EGM”) of Luzhou Xinglu Water (Group) Co., Ltd.* (the “Company”) will be held at 9:00 a.m. on Wednesday, 13 December 2023 at the meeting room of 6th Floor, 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the People's Republic of China (the “PRC”).

The following resolutions will be considered and, if thought fit, approved by the shareholders of the Company at the EGM:

ORDINARY RESOLUTIONS

1. To consider and approve the proposal on the appointment of following directors of the Company (the “Director(s)”) for the second session of the board of Directors, namely:
 - (1) the appointment of Mr. Chen Qinan (陳棋楠) as an executive Director;
 - (2) the appointment of Mr. Xu Fei (徐飛) as a non-executive Director;
 - (3) the appointment of Ms. Zhang Guanghui (張光惠) as a non-executive Director.

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

Luzhou, Sichuan Province, the PRC
24 November 2023

NOTICE OF THE EGM

Notes:

1. Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), voting on all resolutions at a general meeting shall be by way of poll. The poll results of the EGM will be published on the websites of the Hong Kong 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 EGM, the register of members of the Company will be closed from Friday, 8 December 2023 to Wednesday, 13 December 2023 (both dates 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 Thursday, 7 December 2023.
3. Any shareholder of the Company (the “**Shareholder**”) who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder. If the Shareholder appoints more than one proxy, his/her proxies may only vote by poll.
4. The instrument appointing a proxy shall be in writing under the hand of the 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 EGM (i.e. not later than 9:00 a.m. on Tuesday, 12 December 2023) or any adjourned meeting thereof (as the case may be) in order to be effective.
6. Any Shareholder who wishes to attend the EGM in person or by proxy is required to complete and return the reply slip 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, 11 December 2023.
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

NOTICE OF THE EGM

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
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 EGM 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 EGM is expected to last for no more than half a day. Shareholders who attend the EGM in person or their proxies shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies who attend the EGM must produce their identity documents for identification.

As at the date of this notice, the Board comprises of (i) three executive directors, namely Mr. Zhang Qi, Mr. Liao Xingyue and Mr. Xu Guanghua; (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*