



YUNNAN WATER

雲南水務投資股份有限公司

Yunnan Water Investment Co., Limited\*

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

(Stock code: 6839)

**PROXY FORM FOR THE 2015 THIRD EXTRAORDINARY GENERAL MEETING**

I/We (Note 1) \_\_\_\_\_

of (Note 2) \_\_\_\_\_

being the shareholder(s) of (Note 3) \_\_\_\_\_ Domestic Shares/H Shares in Yunnan Water Investment Co., Limited\*

(the "Company") HEREBY APPOINT (Note 4) THE CHAIRMAN OF THE MEETING or \_\_\_\_\_

(correspondence address: \_\_\_\_\_)

as my/our proxy to attend and act for me/us at the 2015 third extraordinary general meeting (the "EGM") or any adjournment thereof of the Company to be held at Conference Room 1503, 15th Floor, Block A Hichens International, 1088 Haiyan Zhong Road, Gaoxin District, Kunming, Yunnan Province, the People's Republic of China (the "PRC") on Friday, 16 October 2015 at 9:30 a.m., and to vote for me/us at such meeting or any adjournment thereof in respect of the resolutions set out in the notice of the EGM in the manners as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalised terms defined in the circular of the Company dated 1 September 2015 shall have the same meanings when used herein.

Special Resolution (Note 5)		For (Note 6)	Against (Note 6)	Abstain (Note 6)
1.	To consider and approve the resolution on the General Mandate for the issuance of Corporate Onshore and Offshore Debt Financing Instruments: 1.1 Issuer, size and method of issuance; 1.2 Types of debt financing instruments; 1.3 Term of maturity of debt financing instruments; 1.4 Interest rate of debt financing instruments; 1.5 Guarantee and other arrangements; 1.6 Use of proceeds; 1.7 Issue price; 1.8 Target of issuance; 1.9 Listing of debt financing instruments; 1.10 Repayment protection measures of debt financing instruments; 1.11 Valid period of resolutions; 1.12 Authorization matters for the issuance of Corporate Onshore and Offshore Debt Financing Instruments.			
Ordinary Resolution (Note 5)		For (Note 6)	Against (Note 6)	Abstain (Note 6)
2.	To consider and approve the resolution on the provision of guarantee for the loans of Dali Water			

Date: \_\_\_\_\_ 2015 Signature (Note 7): \_\_\_\_\_

Notes:

- Please insert full name(s) (both in Chinese and English) as recorded in the register of members of the Company in **BLOCK LETTERS**.
- Please insert address(es) as recorded in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no such number is inserted, the proxy form will be deemed to relate to all shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out "**THE CHAIRMAN OF THE MEETING or**" and insert the name and address of the proxy desired in the space provided. Any Shareholders entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a Shareholder. Any joint holder is entitled to sign the proxy form provided that if more than one joint holder attends any general meeting in person or by proxy, the vote casted by the senior joint holder, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint shareholding.  
A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that Shareholder: (1) the Shareholder's right to speak at the meeting; (2) the right to demand, whether on his own or together with others, a poll; (3) to exercise the right to vote by a show of hands or by poll; however, if more than one proxy is appointed by a Shareholder, such proxies shall only exercise the right to vote on a poll.
- Ordinary resolution shall be passed by Shareholders (including proxies) representing more than half of the votes represented by the Shareholders (including proxies) attending at the EGM who have voting rights. Special resolution shall be passed by Shareholders (including proxies) representing more than two thirds of the votes represented by the Shareholders (including proxies) attending at the EGM who have voting rights.
- Important: If you wish to vote for any resolution, place a "✓" in the box marked "For". If you wish to vote against any resolution, place a "✓" in the box marked "Against". If you wish to abstain from voting on any resolution, place a "✓" in the box marked "Abstain". No blank votes and abstention votes will be counted as valid votes for the purpose of votes counting. Failure to complete the box will entitle your proxy to vote on your behalf at his discretion. Any alteration made to this form of proxy must be signed by the person who signs it.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity 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 authorized by the appointor, the powers of attorney or other instruments of authorization shall be notarised.
- This proxy form, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be delivered to the Company's H Share Registrar, namely, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for H Shareholders of the Company) or the board office of the Company at 16th Floors, Block A, He Cheng International, 1088 Haiyuan Zhong Road, Gaoxin District, Kunming, Yunnan, PRC (for holders of Domestic Shares of the Company) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- Where the meeting is attended by proxy, he shall produce the identification card and letter of authorisation signed by the appointor or its legal representative which indicates the date of appointment. Where corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his/her identity documents and a notarially certified copy of the resolution signed by the board of directors or other authorized parties of the corporate shareholders or other notarially certified documents allowed by the Company.
- This proxy form should be completed in duplicate. One counterpart should be delivered to the Company's H Share Registrar (for H Shareholders) or the board office of the Company (for holders of Domestic Shares) in accordance with Note 8; the other counterpart should be produced by the proxy at the EGM in accordance with Note 9.
- Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish.

\* For identification only