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雲南水務投資股份有限公司

Yunnan Water Investment Co., Limited*

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

(Stock code: 6839)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Yunnan Water Investment Co., Limited* (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 7 June 2016 at Conference Room 1503, 15th Floor, Block A, He Cheng International, 1088 Haiyuan Zhong Road, Gaoxin District, Kunming, Yunnan Province, the People’s Republic of China (the “**PRC**”) to consider and, if thought fit, approve the following resolutions. Unless the context otherwise requires, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 15 April 2016.

ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board for the year ended 31 December 2015.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2015.
3. To consider and approve the Auditors’ Report and the audited financial statements of the Company for the year ended 31 December 2015.
4. To consider and approve the final financial accounts for the year ended 31 December 2015 and the financial budget for the year ending 31 December 2016.
5. To consider and approve the profit distribution plan and final dividend distribution plan of the Company for the year ended 31 December 2015, and authorize the Board to distribute final dividend to the Shareholders.
6. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the PRC auditors and PricewaterhouseCoopers as the international auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

* *For identification purposes only*

7. To consider and approve the appointment of Mr. Dai Richeng as an executive Director, and to authorize the Board to fix his remuneration and to enter into the service contract with Mr. Dai on and subject to such terms and conditions as the Board shall think fit.

SPECIAL RESOLUTIONS

8. To consider and approve the grant of the General Mandate to the Board to allot, issue and deal in additional Domestic Shares and H Shares which, separately or jointly, are not more than 20% of the respective Shares in issue on the date of the pass of this special resolution, and authorize the Board to make corresponding amendments to the Articles of Association as it thinks fit to reflect the new capital structure after allotment or issue of Shares:

“PROPOSED THAT

- (a) Subject to paragraph (c) below and pursuant to the relevant requirements of the Listing Rules, Articles of Association and applicable laws and regulations, general and unconditional approval is hereby granted for the Board to exercise all powers of the Company within the Relevant Period (as defined below) to allot, issue and deal in additional Domestic Shares and H Shares separately or jointly, and to decide the terms and conditions for the allotment and issuance of new Shares, including but not limited to the following terms:
 - (i) the class and number of new Shares proposed to be issued;
 - (ii) pricing mechanism for new Shares and/or issue price (including price range);
 - (iii) dates of commencement and termination of issuance;
 - (iv) class and number of new Shares issued to existing Shareholders; and
 - (v) make or grant share offers, agreements or share options that require the exercise of such power.
- (b) The approval mentioned above in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after expiry of the Relevant Period;
- (c) The Board, pursuant to the approval granted in paragraph (a), shall allot, issue and deal in or consent to conditionally or unconditionally allot, issue and deal in (whether pursuant to options or for other reasons) Domestic Shares and H Shares with their respective aggregate nominal value not exceeding 20% of the total nominal value of the Domestic Shares and H Shares in issue of the Company respectively on the date of passing this special resolution, except pursuant to (i) Rights Issue (as defined below) or (ii) any scrip dividend in lieu of all or part of the dividends of the Company pursuant to the Articles of Association or similar arrangement for allotment of Shares;

(d) For the purpose of this resolution:

“**Relevant Period**” refers to the period from the date of approval of this resolution to the earliest of the following time line:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) expiry of the deadline for convening the next annual general meeting of the Company pursuant to the Articles of Association or requirements of other applicable laws; or
- (iii) the date when the mandate as stated in this resolution is revoked or modified by a special resolution passed at a general meeting of the Company.

“**Rights Issue**” means an offer of shares open for a period fixed by the Board to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Board 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 any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).

- (e) The Board, subject to the approval of the relevant authorities of the PRC and in accordance with the PRC Company Law, be authorized to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (a) above.
- (f) The Board be authorized to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issue and listing of new Shares, in accordance with the relevant laws, administrative regulations, the relevant regulatory stipulations (as amended from time to time) of the places where the Company is listed and the Articles of Association.
- (g) Subject to the requirement of the relevant PRC authorities, the Board be authorized to make appropriate and necessary amendments to the Articles of Association after completion of the allotment and issue of new Shares according to the method, type and amount of the allotment and issue of new Shares by the Company and the actual situation of the shareholding structure of the Company at the time of completion of the allotment and issue of new Shares in order to reflect the alteration of the share capital structure and registered capital of the Company pursuant to the exercise of this mandate.”

9. The Articles of Association of the Company be hereby amended in order to reflect the Company's latest scope of business:

- (a) **PROPOSED THAT** the existing Article 11 of the Articles of Association be deleted in its entirety and replaced with the followings:

The Amended Article 11

Article 11 The Company's scope of business is:

Urban water supply, wastewater treatment, water reclamation, and investment in water supply, solid waste treatment and environmental management projects, as well as the management of the invested projects; consulting services and sales of equipment relating to integrated environment management projects.

The scope of business mentioned in the preceding paragraph shall be consistent with the business scope registered with the authority responsible for the Company's registration.

The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its scope of business, make amendments to the Articles of Association according to the relevant procedures and handle relevant filings and registrations for such amendment according to the relevant provisions.

- (b) The Board be authorized to make amendment to the Articles of Association in accordance with paragraph (a), and to take all such actions and handle such documents and other such matters as it considers necessary or expedient at its sole discretion for such amendment on behalf of the Company.

By Order of the Board
Yunnan Water Investment Co., Limited*
Xu Lei
Chairman

Kunming, PRC
15 April 2016

Notes:

- (1) Pursuant to the Listing Rules, voting on all resolutions at a general meeting shall be by way of poll. The poll results of the AGM will be published on the websites of the Stock Exchanges and the Company in accordance with the requirements of the Listing Rules.
- (2) For the purpose of ascertaining eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Sunday, 8 May 2016 to Tuesday, 7 June 2016 (both dates inclusive) during which registration for transfer of shares will be suspended. Holders of H Shares who intend to attend and vote at the AGM shall deliver all transfer forms together with the relevant share certificates to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited, at or before 4:30 p.m. on Friday, 6 May 2016.

- (3) For the purpose of ascertaining eligibility to receive the proposed final dividend, the register of members of the Company will be closed from Tuesday, 14 June 2016 to Sunday, 19 June 2016 (both dates inclusive) during which registration of transfer of shares will be suspended. In order to be eligible to receive the final dividend, holders of H Shares shall deliver all transfer forms together with the relevant share certificates to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited, before 4:30 p.m. on Monday, 13 June 2016. The final dividend is expected to be paid on or before Thursday, 28 July 2016 to all shareholders whose names appear on the register of members of the Company on Sunday, 19 June 2016.
- (4) Any 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.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing. If the Shareholder is a legal entity, then the relevant appointing document must be either under seal or under the hand of its director 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.
- (6) The proxy form together with the power of attorney or other authorization documents, if any, must be delivered to the secretariat of the Board located at the principal place of business of the Company in the PRC (for holders of Domestic Shares) or the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited (for holders of H Shares) not later than 24 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof (as the case may be) in order to be effective.
- (7) Any Shareholder who wishes to attend the AGM in person or by proxy is required to complete and return the reply slip to the secretariat of the Board in the PRC (for holders of Domestic Shares) or to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited (for holders of H Shares), by hand or by post, on or before Wednesday, 18 May 2016.
- (8) The H Share registrar of the Company in Hong Kong is Tricor Investor Services Limited and its address and contact information are as follows :
- 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong
Tel: (+852) 2980 1333
Fax: (+852) 2810 8185
- (9) The address and contact information of the principal place of business of the Company in the PRC are as follows:
- 16th Floor, Block A, He Cheng International,
1088 Haiyuan Zhong Road, Gaoxin District,
Kunming, Yunnan Province, the PRC.
- Contact person: Mr. Zhang Liang
Tel: (+86) 871 6720 9716 (ext: 658)
Fax: (+86) 871 6720 9871
- (10) Pursuant to the Articles of Association, for joint registered Shareholders consisting of two or more persons, only the Shareholder whose name appear 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, and this notice shall be deemed to have served all such joint registered Shareholders.
- (11) 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 announcement, the executive Directors are Mr. Yu Long, Mr. Liu Xujun and Mr. Huang Yunjian, the non-executive Directors are Mr. Xu Lei (Chairman), Mr. Wen Jianping, Mr. Jiao Jun, Mr. He Yuanping and Mr. Feng Zhuangzhi, and the independent non-executive Directors are Mr. Kwok For Chi, Mr. Hu Song, Mr. Ma Shihao, and Mr. Ren Gangfeng.