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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)**

## **(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING**

### **(2) PAYMENT OF FINAL DIVIDEND**

### **(3) APPOINTMENT OF DIRECTOR**

**AND**

## **(4) CHANGES IN COMPOSITION OF THE BOARD COMMITTEES**

Reference is made to the notice and the circular (the “**Circular**”) of Yunnan Water Investment Co., Limited\* (the “**Company**”) dated 27 April 2018 in relation to the annual general meeting (the “**AGM**”) to be held on 13 June 2018. Unless otherwise specified herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

### **(1) POLL RESULTS OF THE AGM**

The AGM was held at 10:00 a.m. on Wednesday, 13 June 2018 at Conference Room, 5th Floor, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC. The AGM was legally and validly convened in accordance with the requirements of the Company Law of the PRC and the Articles of Association. Mr. Yang Tao, the Chairman and a non-executive Director, chaired the AGM.

As at the date of the AGM, the total number of issued Shares entitling the Shareholders to attend and vote on the resolutions considered at the AGM was 1,193,213,457 Shares, including 829,499,557 Domestic Shares and 363,713,900 H Shares. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

The Shareholders and proxies attending the AGM held an aggregate of 838,693,637 Shares, representing approximately 70.29% of the total number of Shares in issue with voting rights as at the date of the AGM. All the resolutions considered at the AGM were voted by way of poll. The Company has appointed Da Hua Certified Public Accountants (Special General Partnership) (recognized by the Stock Exchange as eligible for acting as the auditor of companies incorporated in the PRC and listed in Hong Kong) as the scrutineer at the AGM in respect of voting by poll.

The resolutions proposed at the AGM were considered and passed by way of registered ballot and the poll results are as follows:

<b>Ordinary Resolutions (Note)</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	To consider and approve the Report of the Board for the year ended 31 December 2017.	835,374,357 approximately 99.6042%	3,302,000 approximately 0.3937%	17,200 approximately 0.0021%
2.	To consider and approve the Report of the Supervisory Committee for the year ended 31 December 2017.	835,374,357 approximately 99.6042%	3,302,000 approximately 0.3937%	17,200 approximately 0.0021%
3.	To consider and approve the Auditors' Report and the audited financial statements of the Company for the year ended 31 December 2017.	835,374,357 approximately 99.6042%	3,302,000 approximately 0.3937%	17,200 approximately 0.0021%
4.	To consider and approve the final financial accounts for the year ended 31 December 2017 and the financial budget for the year ending 31 December 2018.	835,374,357 approximately 99.6042%	3,302,000 approximately 0.3937%	17,200 approximately 0.0021%
5.	To consider and approve the profit distribution plan and final dividend distribution plan of the Company for the year ended 31 December 2017, and authorize the Board to distribute final dividend to the Shareholders.	838,676,437 approximately 99.9979%	0 0%	17,200 approximately 0.0021%
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.	835,374,357 approximately 99.6042%	3,302,000 approximately 0.3937%	17,200 approximately 0.0021%
7.	To consider and approve the appointment of Mr. Liu Shuen Kong as an independent non-executive Director, to authorize the Board to determine his remuneration, and to execute a service contract with him pursuant to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	835,374,357 approximately 99.6042%	3,302,000 approximately 0.3937%	17,200 approximately 0.0021%

Special Resolutions (Note)		For	Against	Abstain
8.	To consider and approve granting the Board the General Mandate to allot, issue and deal in additional Domestic Shares and H Shares, 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.	828,450,557 approximately 99.7787%	10,225,880 approximately 1.2193%	17,200 approximately 0.0021%
9.	To consider and approve the proposed amendment to Article 3 of the Articles of Association, and to authorize the Board 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.	835,374,357 approximately 99.6042%	3,302,000 approximately 0.3937%	17,200 approximately 0.0021%
10	To consider and approve the provision of guarantees by the Group.	828,814,557 approximately 98.8221%	9,861,880 approximately 1.1759%	17,200 approximately 0.0021%

Note: Please refer to the Circular for details of the above resolutions.

As more than half of the votes from the Shareholders and proxies attending and having the rights to vote at the AGM were cast in favour of the abovementioned resolutions numbered 1 to 7, these resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the Shareholders and proxies attending and having the rights to vote at the AGM were cast in favour of the abovementioned special resolutions numbered 8 to 10, these resolutions were duly passed as special resolutions.

## (2) PAYMENT OF FINAL DIVIDEND

As approved by the Shareholders at the AGM, the Board is pleased to announce the following details in respect of the payment of final dividend of the Company for the year ended 31 December 2017 to the Shareholders:

The final dividend will be paid in cash on or before 27 July 2018 to the Shareholders whose names appeared on the register of members of the Company on 25 June 2018. The final dividend for the year ended 31 December 2017 is denominated and declared in RMB. The Company declared a dividend of RMB0.13 per Share (tax inclusive). Dividend for Domestic Shares will be paid in RMB, while dividend for H Shares will be paid in HK\$. The relevant exchange rate for conversion was calculated based on the average median exchange rate for converting RMB into HK\$ as quoted by the China Foreign Exchange Trading Center (i.e. HK\$1 to RMB0.8160) for the week immediately before the date on which the dividend is declared (i.e. 13 June 2018). As such, the dividend to be paid to the holders of H Shares is HK\$0.1593 per Share (tax inclusive).

Please refer to the Circular for matters regarding taxation on payment of the final dividend and the closure of the register of members of the Company. The final dividend will be paid on or before 27 July 2018.

### **(3) APPOINTMENT OF DIRECTOR**

Reference is made to the announcement dated 13 April 2018 of the Company in relation to the proposed appointment of Mr. Liu Shuen Kong (“**Mr. Liu**”) as an independent non-executive Director. As the abovementioned resolution numbered 7 in relation to the appointment of Mr. Liu as an independent non-executive Director was passed, the appointment of Mr. Liu as an independent non-executive Director has taken effect as at the date of this announcement.

The biographies of Mr. Liu and other relevant information required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in the Circular. Saved as disclosed above, there has been no alteration in other information.

Mr. Liu has entered into a service contract with the Company in relation to his appointment as an independent non-executive Director for a term of service commencing from the effective date of his appointment until the end of the term of the second session of the Board of the Company. As the abovementioned resolution numbered 7 in relation to Mr. Liu’s remuneration was duly passed, remuneration of Mr. Liu as our independent non-executive Director shall be determined in accordance with the regulations governing remuneration management of the Company.

### **(4) CHANGES IN COMPOSITION OF THE BOARD COMMITTEES**

Upon conclusion of the AGM, Mr. Liu has been appointed as a member and the chairman of the Audit Committee, and a member of the Compliance Committee. Due to the abovementioned changes in the composition of the Board, the composition of each of the audit committee, the remuneration committee, the nomination committee and the compliance committee of the Company is as follows:

#### **Audit Committee**

Mr. Liu Shuen Kong (*Chairman*)

Mr. Hu Song

Mr. Ma Shihao

#### **Remuneration Committee**

Mr. Hu Song (*Chairman*)

Mr. Yang Fang

Mr. Ma Shihao

#### **Nomination Committee**

Mr. Yang Tao (*Chairman*)

Mr. Hu Song

Mr. Ma Shihao

**Compliance Committee**

Mr. Dai Richeng (*Chairman*)

Mr. Yang Fang

Mr. Liu Shuen Kong

Mr. Hu Song

Mr. Ma Shihao

Mr. Huang Yi (*Supervisor*)

By Order of the Board  
**Yunnan Water Investment Co., Limited\***  
**Yang Tao**  
*Chairman*

Kunming, the PRC

13 June 2018

*As at the date of this announcement, the executive Directors are Mr. Dai Richeng (Vice-chairman) and Mr. Yang Fang, the non-executive Directors are Mr. Yang Tao (Chairman), Ms. Li Bo, Mr. He Yuanping and Mr. Feng Zhuangzhi, and the independent non-executive Directors are Mr. Liu Shuen Kong, Mr. Hu Song and Mr. Ma Shihao.*

\* *For identification purposes only*