



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 THE 2018 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2018 second extraordinary general meeting (the “EGM”) of Yunnan Water Investment Co., Limited\* (雲南水務投資股份有限公司) (the “Company”) will be held at 10:00 a.m. on Wednesday, 12 December 2018 at Conference Room, 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the People's Republic of China 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 26 October 2018.

### **Special Resolutions**

1. (a) Due to the operational and strategic development needs of the Company, the Articles of Association be and hereby amended
  - (i) Add one article under Chapter 1 of the original Articles of Association as new Article 6. Details are set out as follows:

**Article 6** The Company shall set up its organization of the Communist Party of China in accordance with the requirements of the Company Law, the Constitution of the Communist Party of China and other relevant requirements. The Company shall set up a working body for the Party, allocate sufficient staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization. The Party organization shall perform the core leadership and political functions.
  - (ii) Add one chapter after Chapter 9 of the original Articles of Association as new Chapter 10. Details are set out as follows:

### **CHAPTER 10 PARTY COMMITTEE AND ITS WORKING BODY**

**Article 100** In accordance with the Constitution of the Communist Party of China, the Company has established the Committee of the Communist Party of China of Yunnan Water Investment Co., Limited (the “**Party Committee**”) and the Commission of Discipline Inspection of the Communist Party of China of Yunnan Water Investment Co., Limited (the “**Discipline Inspection Commission**”).

**Article 101** The number of secretary, deputy secretary and other members for Party Committee and Discipline Inspection Commission are determined by the approval of higher-level Party organizations, and they are elected or appointed in accordance with the Constitution of the Communist Party of China and the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China (《中國共產黨基層組織選舉工作暫行條例》). Eligible members of the Party Committee are allowed to join the Board, the supervisory committee and senior management through legal procedures. Eligible Party members in the Board, the supervisory committee and senior management are allowed to join the Party Committee in accordance with relevant provisions and procedures.

**Article 102** The Party Committee and the Discipline Inspection Commission shall set up working departments, and establish the labor union, the league committee and other mass organizations.

**Article 103** The Party Committee shall discharge the following duties:

- (1) Guarantee and supervise the implementation of policies and guidelines of the Party and the State and key strategic deployment of higher-level Party organizations in the Company.
  - (2) Insist on the integration of the principle that the Party manages the officials with the function of the Board in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management.
  - (3) Study and discuss reform, development and stability of the Company, material operation and management issues and material issues concerning employees' immediate interests, and propose opinions and suggestions thereon.
  - (4) Assume the primary responsibility to run the Party comprehensively with strict disciplines, lead the Company's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Company and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, and support the Discipline Inspection Commission in earnestly performing its supervisory responsibilities.
- (b) The Board is authorized, which has the right to authorize the senior management or persons appointed by the senior management, to make amendments 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 amendments on behalf of the Company.

2. To consider and approve the provision of guarantees by the Group from the date on which this resolution is passed until the date when annual general meeting of the Company is due to be convened in 2019, with details set out as follows:
  - (i) The Company will provide guarantees to the credit business and other businesses of banks and other financial institutions of onshore subsidiaries controlled by the Company, and provide guarantees to the credit business and other businesses of banks and other financial institutions of offshore subsidiaries controlled by the Company pursuant to the relevant requirements of the PRC; and
  - (ii) Guarantees to the credit business and other businesses of banks and other financial institutions will be provided by onshore and offshore subsidiaries controlled by the Company to each other pursuant to the relevant requirements of the PRC.

The total amount of the guarantees to be provided by the Company and its subsidiaries controlled by the Company within and outside the PRC pursuant to paragraphs (i) and (ii) above shall not exceed RMB4 billion; and be approved for the provision of the relevant guarantees and to authorize the Board to execute the guarantees.

### **Ordinary Resolution**

3. To consider and approve the proposed appointment of Mr. Yu Long as an 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.

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

Kunming, the PRC  
26 October 2018

*Notes:*

1. All holders of the Company's H Shares whose names appear on the register of members of the Company at 4:30 p.m. on Monday, 12 November 2018 are entitled to attend the EGM and should bring along their identity cards or passports when attending the EGM. Holders of the Company's H Shares should note that the register of members of the Company will be closed from Tuesday, 13 November 2018 to Wednesday, 12 December 2018 (both dates inclusive) during which period no transfers of Shares will be effected. All transfer instruments accompanied by the relevant share certificates must be lodged by holders of H Shares with the Company's H Share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or holders of Domestic Shares with the secretariat of the Board at 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC no later than 4:30 p.m. on Monday, 12 November 2018. Shareholders who intend to attend the EGM should deliver reply slip for attending at the EGM, a copy of each of the shareholding document(s), copies of their identity cards or passports (with the pages showing the names of such shareholders), by hand or by post, to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (in case of holders of H Shares) or to the secretariat of the Board at 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC (in case of holders of Domestic Shares) on or before Wednesday, 21 November 2018.

2. 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 needs not be a Shareholder. 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; and (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.
3. 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 appointer, the powers of attorney or other instruments of authorization shall be notarized. The notarially certified power of attorney or other authority together with the instrument appointing the proxy must be delivered to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (in case of holders of H Shares) or to the secretariat of the Board at 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC (in case of holders of Domestic Shares) not later than 24 hours before the time appointed for the holding of the EGM. Completion and return of the proxy form will not affect the rights of the Shareholders of the Company to attend and vote at the EGM in person.
4. The registration procedures for attending the EGM as set out in note 1 above shall not constitute a necessary condition to the lawful entitlement of the Company's shareholders to attend the EGM.
5. 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.
6. 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.
7. Directors, supervisors and senior management of the Company and the witnessing lawyers and other relevant staff of the Company will attend the EGM.
8. The EGM will last for no more than one day. Shareholders attending the EGM should be responsible for their own travelling and accommodation expenses.
9. Contact details of the Company are set out as follows:

Correspondence address:	Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC
Contact person:	Ms. Guo Jia
Telephone:	0871-67209927
Fax:	0871-67203907

\* *For identification purposes only*