



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 2018 SECOND 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 the chairman of the extraordinary general
 meeting ^(Note 4) or _____
 (correspondence address: _____)
 as my/our proxy to attend and act for me/us at the 2018 second extraordinary general meeting (the “**EGM**”) or any
 adjournment thereof of the Company to be held at Conference Room, 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road,
 Gaoxin District, Kunming, Yunnan Province, the People’s Republic of China (the “**PRC**”) on Wednesday, 12 December 2018
 at 10:00 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, capitalized terms defined in the circular of the Company dated 26 October 2018 shall have the same
 meanings when used herein.

Special Resolutions ^(Note 5)		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
1.	To consider and approve the proposed amendments to the Articles of Association, including adding one article under Chapter 1 of the original Articles of Association as new Article 6 and adding one chapter after Chapter 9 of the original Articles of Association as new Chapter 10; and to authorize the Board, which has the right to authorize the senior management or persons appointed by the senior management, 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.			
2.	To consider and approve the provision of guarantees by the Group.			
Ordinary Resolution ^(Note 5)		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
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.			

For the full text of the above resolutions, please refer to the Notice of EGM.

Date: _____ Signature ^(Note 7): _____

Notes:

1. Please insert full name(s) (both in Chinese and English) as recorded in the register of members of the Company in **BLOCK LETTERS**.
2. Please insert address(es) as recorded in the register of members of the Company in **BLOCK LETTERS**.
3. 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).
4. 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 needs 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.
5. 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.
6. 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.
7. 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 notarised.
8. 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, 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 less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
9. 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.
10. This proxy form should be completed in duplicate. One counterpart should be delivered to the Company’s H Share Registrar (in case of holders of H Shares) or the secretariat of the Board (in case of 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.
11. 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.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.

* For identification purposes only