
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your licensed stockbroker or registered dealer in securities, bank, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Yunnan Water Investment Co., Limited*, you should at once hand this circular, together with the enclosed proxy form and reply slip, to the purchaser or transferee or to the bank, licensed stockbroker or registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(I) GENERAL MANDATE FOR SHARE ISSUANCE
(II) PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN
(III) PROPOSED APPOINTMENT OF DIRECTORS
(IV) PROPOSED REGISTRATION AND ISSUANCE OF CORPORATE
ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS
AND
(V) NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Yunnan Water Investment Co., Limited* will be held at 10:00 a.m. on Friday, 11 June 2021 at Conference Room 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC. The Notice of Annual General Meeting is set out on pages 16 to 21 of this circular. The proxy form for the Annual General Meeting is enclosed herewith, the same is also published on the website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.yunnanwater.cn).

Whether or not you are able to attend the Annual General Meeting, you are advised to complete and return as soon as possible the enclosed proxy form in accordance with the instructions printed thereon. The proxy form for holders of H Shares should be returned to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited, located at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, and the proxy form for holders of Domestic Shares should be returned to the secretariat of the Board at 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC by no later than 24 hours before the time appointed for convening the Annual General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting, or any adjourned meeting, in person if you so wish.

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company for the year ended 31 December 2020 to be held at 10:00 a.m. on Friday, 11 June 2021 at Conference Room 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Chairman”	the chairman of the Board of the Company
“Company”	Yunnan Water Investment Co., Limited* (雲南水務投資股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Stock Exchange (stock code: 6839)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	the ordinary shares in issue in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed in RMB or credited as fully paid
“General Mandate”	a general mandate proposed to be granted to the Board to exercise all the powers of the Company to allot, issue and deal with the Shares in the manner as set out in special resolution No. 9 of the Notice of Annual General Meeting
“Group”	the Company and its subsidiaries
“H Shares”	the ordinary shares in issue in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 May 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Notice of Annual General Meeting”	the notice to convene the AGM as set out on pages 16 to 21 of this circular

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended, supplemented and otherwise modified from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	Domestic Shares and/or H Shares
“Shareholders”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“subsidiary/(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

EXPECTED TIMETABLE

2021

Deadline for registration of transfer of Shares in order to be eligible for attending and voting at the Annual General Meeting	4:30 p.m. on Thursday, 3 June
Suspension of registration of transfer of Shares	From Friday, 4 June to Friday, 11 June (both dates inclusive)
Deadline for returning the proxy form for the Annual General Meeting . . .	10:00 a.m. on Thursday, 10 June
Annual General Meeting	10:00 a.m. on Friday, 11 June
Resumption of registration of transfer of Shares.	Tuesday, 15 June
Last trading day of H Shares eligible for receiving the final dividend	Wednesday, 16 June
First trading day of H Shares not eligible for receiving the final dividend	Thursday, 17 June
Deadline for registration of transfer of Shares in order to be eligible to receive the final dividend	4:30 p.m. on Friday, 18 June
Suspension of registration of transfer of Shares	From Monday, 21 June to Friday, 25 June (both dates inclusive)
Record date for determining the entitlement for the final dividend	Friday, 25 June
Resumption of registration of transfer of Shares.	Monday, 28 June
Payment of the final dividend	on or before Friday, 30 July

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yu Long (*Vice-Chairman, General Manager*)

Mr. Yang Fang (*Deputy General Manager*)

Non-executive Directors:

Mr. Li Jialong (*Chairman*)

Mr. Dai Richeng

Ms. Li Bo

Mr. Chen Yong

Independent Non-executive Directors:

Mr. Liu Shuen Kong

Mr. Zhong Wei

Mr. Zhou Beihai

**Registered office and principal place
of business in the PRC:**

Yunnan Water
2089 Haiyuan Bei Road
Gaoxin District
Kunming, Yunnan
the PRC

Principal place of business in Hong Kong:

Suites 3110–11, 31/F, Tower 1
The Gateway, Harbour City
21 Canton Road, Tsim Sha Tsui, Kowloon
Hong Kong

To the Shareholders

Dear Sir or Madam,

**(I) GENERAL MANDATE FOR SHARE ISSUANCE
(II) PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN
(III) PROPOSED APPOINTMENT OF DIRECTORS
(IV) PROPOSED REGISTRATION AND ISSUANCE OF CORPORATE
ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS
AND
(V) NOTICE OF ANNUAL GENERAL MEETING**

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LETTER FROM THE BOARD

1. INTRODUCTION

At the Annual General Meeting, resolutions will be proposed for the Shareholders to consider and approve, among other matters, (i) the proposed grant of the General Mandate to the Board; (ii) the proposed declaration of a final dividend for the year ended 31 December 2020; (iii) the proposed appointment of the Directors; and (iv) the proposed registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments.

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions at the Annual General Meeting.

2. GENERAL MANDATE FOR SHARE ISSUANCE

To ensure flexibility and confer discretion to the Board for issuance of Shares under appropriate circumstances, a special resolution will be proposed at the Annual General Meeting to grant the General Mandate to the Board to exercise all the powers of the Company to allot, issue and deal with additional Domestic Shares and H Shares, separately or jointly, up to 20% of the respective number of Domestic Shares and H Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting, and to authorize the Board to make corresponding amendments to the Articles of Association to reflect the increase in registered capital and changes in the share capital structure of the Company after new Shares have been allotted or issued pursuant to the General Mandate. The allotment and issue of the additional Shares are also subject to the approval of the China Securities Regulatory Commission and/or other PRC government authorities.

As at the Latest Practicable Date, the Company had 1,193,213,457 Shares in issue, including 829,499,557 Domestic Shares and 363,713,900 H Shares. Based on the above issued share capital, up to 165,899,911 new Domestic Shares and 72,742,780 new H Shares may be issued pursuant to the General Mandate.

The General Mandate (if granted) shall expire upon the earliest of the following events: (i) conclusion of the next annual general meeting of the Company; (ii) expiry of the deadline when the next annual general meeting of the Company shall be convened according to the requirements of the Articles of Association or other applicable laws and regulations; and (iii) the revocation or modification of the authority given under the General Mandate by a special resolution passed by a general meeting of the Company.

The Directors believe that it is in the interests of the Company and the Shareholders to grant a general mandate to the Board to allot, issue and deal with additional Shares. Whilst it is not possible to anticipate in advance any specific circumstances in which the Board might consider it appropriate to issue additional Shares, the General Mandate would provide the Board with the flexibility to capture the opportunity when it arises.

3. PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN

The Board has resolved to declare a final dividend of RMB0.06 (tax included) per Share for the year ended 31 December 2020. Based on the Company's total number of Shares in issue as of the Latest Practicable Date, the total dividend to be paid to the Shareholders amounts to RMB71,592,807.42. The proposed distribution of the final dividend is subject to the approval at the Annual General Meeting. Upon approval at the Annual General Meeting, the final dividend shall be paid on or before 30 July 2021.

LETTER FROM THE BOARD

Pursuant to the requirements under the Articles of Association, dividend shall be denominated and declared in RMB. 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 shall be calculated by the average median exchange rate for converting RMB into HK\$ as quoted by the China Foreign Exchange Trading Center for the week immediately before the date of the AGM (i.e. Friday, 11 June 2021).

For the purpose of determining entitlement for the final dividend for the year ended 31 December 2020, the register of members of the Company will be closed from Monday, 21 June 2021 to Friday, 25 June 2021 (both dates inclusive) during which registration of transfer of Shares will be suspended. To be eligible to receive the final dividend, all transfer documents must be lodged with the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares), or the secretariat of the Board located at 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC (for holders of Domestic Shares), by no later than 4:30 p.m. on Friday, 18 June 2021.

Under the relevant tax rules and regulations of the PRC (collectively, the "PRC Tax Law"), the Company is required to withhold corporate income tax at the rate of 10% when distributing the final dividend to non-resident enterprises (such term shall have the meaning as defined under the PRC Tax Law) whose names appear on the H Shares register of members of the Company.

In accordance with the PRC Tax Law, the Company is also required to withhold individual income tax when distributing the final dividend to individual shareholders whose names appeared on the H Shares register of members of the Company. The Company will determine the country of domicile of the individual holders of H Shares based on the registered addresses as recorded in the H Shares register of members of the Company on the record date with details as follows:

- For individual holders of H Shares who are Hong Kong and Macau residents and those whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of them.
- For individual holders of H Shares whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of them. The Company would make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124)* (《國家稅務總局關於印發〈非居民享受稅收協議待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)).
- For individual holders of H Shares whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of higher than 10% but lower than 20%, the Company would withhold and pay the individual income tax at the agreed-upon effective tax rate on behalf of them.
- For individual holders of H Shares who are residents of those countries without any tax treaties with the PRC or having tax treaties with the PRC stipulating a dividend tax rate of 20% or more, and other situations, the Company would withhold and pay the individual income tax at a tax rate of 20% on behalf of them.

LETTER FROM THE BOARD

4. PROPOSED APPOINTMENT OF DIRECTORS

As at 31 March 2021, Mr. Li Jialong (“**Mr. Li**”) has proposed to resign as a non-executive Director, chairman of the Board and chairman and member of the Nomination Committee due to work reasons, with effective upon the conclusion of the AGM.

Mr. Li confirmed that he has no disagreement with the Company, the Board and the Supervisory Committee respectively, and there were no other matters relating to his resignation that needed to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to thank Mr. Li for his valuable contributions to the Company during his term of office.

At the same time, the Board proposes to nominate Mr. Liu Hui (“**Mr. Liu**”) to be a non-executive Director candidate of the third session of the Board. The biographical details of Mr. Liu are set out below:

Mr. Liu, aged 43, obtained a bachelor’s degree in medical insurance from Nanjing Railway Medical College in August 1999 and a master’s degree in political economics from Yunnan University in July 2008. Mr. Liu has over 22 years of extensive experience in corporate financial management. From August 1999 to September 2005, Mr. Liu acted as an assistant economist in the Third People’s Hospital of Yunnan Province* (雲南省第三人民醫院); from July 2008 to January 2011, Mr. Liu worked in the accounting department of the Rural Credit Cooperative Union of Wuhua District, Kunming City; from January 2011 to August 2013, Mr. Liu served as the business supervisor in the financial management department of Yunnan Metropolitan Construction Investment Co., Ltd.* (雲南省城市建設投資集團有限公司); from August 2013 to September 2014, Mr. Liu served as the chief financial officer of Yunnan Urban Investment and Venture Capital Co., Ltd.* (雲南城投創業投資有限公司); from September 2014 to August 2016, Mr. Liu worked as a business supervisor in the financial management center of Yunnan Metropolitan Construction Investment Co., Ltd.; from August 2016 to November 2020, Mr. Liu worked as a deputy general manager in the financial management center of Yunnan Metropolitan Construction Investment Co., Ltd.; from June 2019 to December 2019, Mr. Liu concurrently served as the chief financial officer of Chengdu Global Century Convention & Exhibition Tourism Group Co., Ltd.* (成都環球世紀會展旅遊集團有限公司); and since November 2020, Mr. Liu has acted as the deputy general manager of the financial management center of Yunnan Health & Cultural Tourism Holding Group Co., Ltd.* (雲南省康旅控股集團有限公司), the controlling shareholder of the Company.

Save as disclosed above, Mr. Liu confirms that (i) he has not held any position in the Group or any other directorship in any other publicly listed companies in the past three years; (ii) he does not have any other major appointment and professional qualifications; (iii) he has no relationship with any Directors, Supervisors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) he does not have any interests in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Liu shall commence upon the approval of the appointment by the Shareholders at the AGM and shall terminate upon the expiry of the third session of the Board. The Company will enter into a service contract with him. The remuneration of Mr. Liu will be determined by the Board and the remuneration committee of the Company with reference to his responsibilities, the Company’s remuneration policy and the prevailing market conditions. Mr. Liu will be subject to retirement and re-election in accordance with the Articles of Association upon expiry of his term of office.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed above, Mr. Liu does not hold any shares of the Company, nor does he have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the appointment of Mr. Liu which need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

As at 31 March 2021, Mr. Yang Fang (“**Mr. Yang**”) has proposed to resign as an executive Director and member of the Compliance Committee due to work reasons, with effective upon the conclusion of the AGM.

Mr. Yang confirmed that he has no disagreement with the Company, the Board and the Supervisory Committee respectively, and there were no other matters relating to his resignation that needed to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to thank Mr. Yang for his valuable contributions to the Company during his term of office.

At the same time, the Board proposes to nominate Ms. Ling Hui (“**Ms. Ling**”) to be an executive Director candidate of the third session of the Board. The biographical details of Ms. Ling are set out below:

Ms. Ling, aged 35, obtained a bachelor’s degree in accounting from Yunnan University of Finance and Economics in July 2008, and obtained a master’s degree in financial market and investment portfolio management from the University of Hong Kong in August 2019. Ms. Ling has over 13 years of experience in corporate financial management. From November 2008 to March 2011, Ms. Ling served as the financial manager of Yuxi Central Branch, an accountant of Yunnan Branch and a member of the centralized accounting task team of Anbang Insurance Group (安邦保險集團); from April 2011 to June 2015, Ms. Ling served as assistant to the general manager in the group finance department of Yunnan Yichu Mingtong Construction Machinery Maintenance Service Co., Ltd.* (雲南易初明通工程機械維修服務有限公司); from September 2015 to March 2019, Ms. Ling served as a supervisor in financial management center of Yunnan Metropolitan Construction Investment Co., Ltd.* (雲南省城市建設投資集團有限公司); from April 2019 to February 2021, Ms. Ling acted as the chief financial officer in Yunnan Haigeng Hotel Management Co., Ltd.* (雲南海埂酒店管理有限公司) and Beijing Yunnan Building Hotel Co., Ltd.* (北京雲南大廈酒店有限公司), which were dispatched by Yunnan Metropolitan Construction Investment Co., Ltd. Since 31 March 2021, Ms. Ling was appointed as the chief financial officer of the Company.

Save as disclosed above, Ms. Ling confirms that (i) she has not held any position in the Group or any other directorship in any other publicly listed companies in the past three years; (ii) she does not have any other major appointment and professional qualifications; (iii) she has no relationship with any Directors, Supervisors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) she does not have any interests in the Shares within the meaning of Part XV of the SFO.

The term of office of Ms. Ling shall commence upon the approval of the appointment by the Shareholders at the AGM and shall terminate upon the expiry of the third session of the Board. The Company will enter into a service contract with her. The remuneration of Ms. Ling will be determined by the Board and the remuneration committee of the Company with reference to her responsibilities, the Company’s remuneration policy and the prevailing market conditions. Ms. Ling will be subject to retirement and re-election in accordance with the Articles of Association upon expiry of her term of office.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed above, Ms. Ling does not hold any shares of the Company, nor does she have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the appointment of Ms. Ling which need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

5. PROPOSED REGISTRATION AND ISSUANCE OF CORPORATE ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS

Reference is made to the announcement of the Company dated 20 May 2021 (the “**Announcement**”) in relation to, among others, the proposed registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments. Unless otherwise specified, terms used herein shall have the same meaning as those defined in the Announcement. The Board proposed to the Shareholders to consider and approve (if thought fit) a general authorization for the proposed registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments at the Annual General Meeting.

To meet the needs of business development, optimize the financing structure of the Group and capture favourable market opportunities, the Board has passed the proposal of the issuance of Corporate Onshore and Offshore Debt Financing Instruments by the Company on one-off or multiple or multi-tranche registration and issuance bases at the Board meeting held on 20 May 2021. According to the relevant requirements of the Articles of Association, the Board is required to propose a special resolution at a general meeting for consideration and approval to authorize the registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments by the Company and to grant the Debt Financing Instrument General Mandate to the Board and the Authorized Committee, the details of which are as follows:

(1) Issuing entity, size and method of issuance

The Company and (or) its subsidiaries will be the issuing entity for the registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments. The Corporate Onshore and Offshore Debt Financing Instruments will be issued by way of one-off or multiple or multi-tranche issuances through public offerings or private placements within or outside the PRC.

The total size of Corporate Onshore and Offshore Debt Financing Instruments to be registered and issued shall not exceed RMB6 billion (inclusive of RMB6 billion, and if issued in foreign currencies, the amount shall be converted at the central parity rate published by the People’s Bank of China on the date of such issuance), and must be in compliance with the requirements of the maximum limit for the registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments under the relevant laws and regulations. The type, period and size of the Corporate Onshore and Offshore Debt Financing Instruments will be determined by the Board or the Authorized Committee in accordance with the then market conditions and the capital needs of the Company. Specific details of each issuance of Corporate Onshore and Offshore Debt Financing Instruments, such as the issuing entity, size of issuance, number of tranches, currency, method of issuance as well as listing and trading, will be determined within the aforesaid scope in compliance with the relevant laws and regulations and the opinions and recommendations of the regulatory authorities, the capital needs of the Company and the then market conditions at the time of issuance, and based on the principle of acting in the best interests of the Company.

LETTER FROM THE BOARD

(2) Types of debt financing instruments

The types of Corporate Onshore and Offshore Debt Financing Instruments to be registered and issued are as follows: (a) RMB debt financing instruments including corporate bonds (公司債券), corporate green bonds (綠色企業債券), medium term notes (中期票據), short-term commercial paper (短期融資券), super short-term commercial paper (超短期融資券), asset-backed security (資產支援證券), asset-backed notes (資產支援票據), perpetual mid-term notes (永續中票), renewable corporate bonds (可續期公司債), infrastructure publicly offered REITs (基礎設施公募REITs) and other types permitted for issuance by the regulatory authorities; (b) offshore debt financing instruments including corporate bonds, foreign currency notes, commercial papers, bonds, subordinated bonds or structured notes denominated in foreign currencies, such as US dollar, Euro, and offshore RMB. The registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments shall not contain provision for conversion into the Shares, and will not be linked to the Shares and any equity derivatives of the Company.

The types and specific repayment priorities of Corporate Onshore and Offshore Debt Financing Instruments will be determined in accordance with the relevant requirements and the then market conditions at the time of issuance.

(3) Term of debt financing instruments

The term of general debt financing instruments of Corporate Onshore and Offshore Debt Financing Instruments will not exceed 15 years (inclusive of 15 years, subject to the actual issuance term), the term of equity debt financing instruments (including but not limited to perpetual medium term notes (長期限含權中期票據) (also known as “perpetual mid-term notes”), and renewable corporate bonds) is standing perpetually before redemption by the issuer in accordance with the terms of issuance (or when the renewal option is exercised by the issuer at a particular point in time), and is due upon redemption by the issuer in accordance with the terms of issuance (or until a particular point in time when the renewal option is not exercised by the issuer).

The above-mentioned financing instruments can be the type of single term or a hybrid type with multiple terms. The specific term structure and size of each type of terms will be determined in accordance with the relevant requirements and the then market conditions at the time of issuance.

(4) Interest rate of debt financing instruments

The interest rate and its method of calculation and payment for the registration and issuance of the Corporate Onshore and Offshore Debt Financing Instruments will be determined by the Board or the Authorized Committee through negotiation with the underwriters (if any), and in accordance with the prevailing domestic and overseas market conditions and the relevant requirements of interest rate management for Debt Financing Instruments.

LETTER FROM THE BOARD

(5) Guarantee and other arrangements

Corporate Onshore and Offshore Debt Financing Instruments may be registered and issued by the Company and (or) its subsidiaries as the issuing entity, with a (counter) guarantee, letter of support and/or keep-well agreement to be provided by the Company, its subsidiary and/or a third party, depending on the structure of each issuance. The particular arrangements for the provision of a (counter) guarantee, letter of support and/or keep-well agreement, will be determined in accordance with the structure of each issuance.

(6) Use of proceeds

The proceeds raised from the registration and issuance of the Corporate Onshore and Offshore Debt Financing Instruments will be used for the daily business operation needs of the Company, the repayment of loans from financial institutions, the adjustment of the debt structure of the Company, replenish working capital of the Company and/or project investment purposes. The specific use will be determined according to the actual capital demand of the Company.

(7) Issue price

The issue price of the Corporate Onshore and Offshore Debt Financing Instruments will be determined in accordance with the then market conditions at the time of issuance and in compliance with the requirements of the relevant laws and regulations.

(8) Targets of issue

The targets of the Corporate Onshore and Offshore Debt Financing Instruments are onshore and offshore institutional investors and/or individual investors and/or other qualified investors who satisfy the subscription conditions.

Registration and issuance of the Corporate Onshore and Offshore Debt Financing Instruments may be placed to the Shareholders of the Company. The specific arrangements for placement (include whether the placement will be made, the placement proportion, etc.) will be determined in accordance with the then market conditions at the time of issuance and in compliance with the requirements of the relevant laws and regulations.

(9) Listing of debt financing instruments

The relevant matters relating to the application for listing (if relevant) of the Corporate Onshore and Offshore Debt Financing Instruments will be determined by the Board or the Authorized Committee in accordance with the requirements of the domestic and overseas laws and regulations, the requirements of the regulatory authorities, the actual conditions of the Company as well as the then prevailing market conditions of the domestic and overseas market.

LETTER FROM THE BOARD

(10) Safeguard measures for repayment of debt financing instruments

In the event that the principal and interest of the bond are not expected to be paid on time or the principal and interest of the bond are not paid on the due dates, the Company may adopt the following measures in accordance with the mandatory requirements (if applicable) under the relevant laws, regulations or regulatory documents:

- a. increase the proportion of optional surplus accumulation fund and that of the ordinary risk reserve during the term of the bond to mitigate repayment risk;
- b. cease to distribute profits to Shareholders;
- c. temporarily suspend the implementation of capital expenditure projects, such as material external investments, mergers and acquisitions, etc.;
- d. reduce or cease to pay the salaries and bonus of the Directors and senior management; and
- e. freeze job transfer of key responsible personnel.

(11) Validity period of resolution

Resolution for the registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments passed at the AGM shall be valid during the period from the date when such resolution has been considered and approved by the Shareholders at the AGM to the date on which the annual general meeting is due to be convened in 2022.

If the Board or the Authorized Committee has decided on the registration and issuance or partial issuance of the Corporate Onshore and Offshore Debt Financing Instruments within the validity period of the resolution, and the Company has obtained approval, permission, filing or registration (if applicable) on the issuances from the regulatory authority within the validity period of the resolution, the Company may complete the registration and issuance or the relevant partial issuance of the relevant Corporate Onshore and Offshore Debt Financing Instruments within the validity period of such approval, permission, filing or registration/confirmation.

LETTER FROM THE BOARD

(12) Authorization for the issuance of Corporate Onshore and Offshore Debt Financing Instruments

In order to effectively coordinate the specific matters relating to the issuance of Corporate Onshore and Offshore Debt Financing Instruments and the process of issuance, the Board will propose at a general meeting to authorize the Board, and the Board to further authorize the Authorized Committee to carry out all matters for the issuance of Corporate Onshore and Offshore Debt Financing Instruments in accordance with the requirements of the relevant laws and regulations, the opinions and recommendations of the regulatory authorities, under the framework and principles considered and approved at a general meeting and based on the principle of acting in the best interests of the Company, including but not limited to:

- a. formulating and adjusting of specific issuance plans for the issuance of the Corporate Onshore and Offshore Debt Financing Instruments in accordance with the applicable laws, regulations and relevant requirements of the regulatory authorities as well as the resolution passed at a general meeting and by the Board, and based on the actual conditions of the Company and the relevant debt markets, including, without limitation, the suitable issuing entity, timing of issuance, specific quantity and method of issuance, terms of issuance, targets of issuance, duration, whether to issue by way of one-off, multiple or multi-tranche issuances and hybrid issuances, arrangements on the size, term and type of each issuance, face value, the method of interest rate determination, currency (including offshore RMB), pricing method, issuance arrangements, letter or agreement of (counter) guarantee, letter of support or keep-well agreement arrangement, rating arrangement, specific methods of purchase applications, whether repurchase terms and redemption terms are provided, specific placement arrangements, use of proceeds, registration, listing and place of listing of the Corporate Onshore and Offshore Debt Financing Instruments, measures to mitigate repayment risks, measures to ensure debt repayment, etc. and all matters relating to the issuances of the Corporate Onshore and Offshore Debt Financing Instruments;
- b. determining on the appointment of intermediaries, signing, executing, amending and completing all agreements and documents relating to the issuance of Corporate Onshore and Offshore Debt Financing Instruments, and disclosing (if applicable) the relevant information in accordance with the relevant laws, regulations and the listing rules of the exchanges on which the Company's securities are listed;
- c. selecting and engaging trustee(s) and clearance/settlement manager(s) for the issuance of the Corporate Onshore and Offshore Debt Financing Instruments, executing the trust agreement(s) and clearance/settlement management agreement(s) and (if applicable) formulating rules for meetings of the holders of the Corporate Onshore and Offshore Debt Financing Instruments;
- d. undertaking all applications and filings as well as listing matters with regard to the registration and issuance of the Corporate Onshore and Offshore Debt Financing Instruments, including but without limitation, signing, preparing, revising and submitting relevant application and filing materials relating to the issuance and listing of the Corporate Onshore and Offshore Debt Financing Instruments and application and filing materials in respect of any (counter) guarantee, letter of support or keep-well agreement to be provided by the Company, the issuing entity and/or a third party, and signing the relevant application and filing documents and other legal documents (if applicable) according to the requirements of relevant regulatory authorities;

LETTER FROM THE BOARD

- e. making relevant adjustments to matters relating to the issuance of the Corporate Onshore and Offshore Debt Financing Instruments in accordance with the changes in opinions and policies of the regulatory authorities or the changes in market conditions, or determining whether to continue to proceed with all or part of the work in respect of the issuance of the Corporate Onshore and Offshore Debt Financing Instruments in accordance with the actual situation, except for matters on which re-approval by the Shareholders at a general meeting is otherwise required pursuant to the relevant laws, regulations and the Articles of Association; and
- f. dealing with other relevant matters in relation to the issuance of the Corporate Onshore and Offshore Debt Financing Instruments.

The above-mentioned authorization shall remain valid and effective from the date on which the resolution for the registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments has been considered and approved by the Shareholders at a general meeting to the date on which the annual general meeting is due to be convened in 2022.

The registration and issuance of the Corporate Onshore and Offshore Debt Financing Instruments are subject to approval by the Shareholders at the AGM and the obtaining of the approvals from the relevant government departments or regulatory authorities of the PRC. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares and other securities of the Company.

6. ANNUAL GENERAL MEETING

The Annual General Meeting will be held at 10:00 a.m. on Friday, 11 June 2021 at Conference Room 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC. The Notice of Annual General Meeting is set out on pages 16 to 21 of this circular. The proxy form for the Annual General Meeting is enclosed herewith.

Whether or not you are able to attend the Annual General Meeting, you are advised to complete and return as soon as possible the enclosed proxy form in accordance with the instructions printed thereon. The proxy form for holders of H Shares should be returned to the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited, located at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, and the proxy form for holders of Domestic Shares should be returned to the secretariat of the Board located at 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC by no later than 24 hours before the time appointed for convening the Annual General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting, or any adjourned meeting, in person if you so wish.

In order to determine the Shareholders who are entitled to attend and vote at the Annual General Meeting, the registers of members of the Company will be closed from Friday, 4 June 2021 to Friday, 11 June 2021 (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 Annual General Meeting 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 Thursday, 3 June 2021 in order to be eligible to attend and vote at the Annual General Meeting.

All Shareholders listed in the register of members of the Company as at the close of business on Thursday, 3 June 2021 are eligible to attend and vote at the Annual General Meeting.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board is of the view that (i) the proposed grant of the General Mandate to the Board; (ii) the proposed declaration of a final dividend for the year ended 31 December 2020; (iii) the proposed appointment of directors; and (iv) the proposed registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments, are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions as set out in the Notice of Annual General Meeting.

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, voting by any Shareholders at a general meeting shall be by way of poll, except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the general meeting shall require each of the resolutions proposed at the Annual General Meeting to be voted by way of poll according to the Articles of Association.

During voting by way of poll, each Shareholder who attends in person or by proxy (or if the Shareholder is a company, then its officially authorized representative) may have one vote for each Share recorded under his/her/its name as set out in the register of members of the Company. The Company will announce the poll results after the Annual General Meeting in the manner as stipulated under Rule 13.39(5) of the Listing Rules.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board
Yunnan Water Investment Co., Limited*
Li Jialong
Chairman

Kunming, the PRC
21 May 2021

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING



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* (雲南水務投資股份有限公司) (the “Company”) will be held at 10:00 a.m. on Friday, 11 June 2021 at Conference Room 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, 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 21 May 2021.

Ordinary Resolutions

1. To consider and approve the report of the Board for the year ended 31 December 2020.
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2020.
3. To consider and approve the auditors' report and the audited financial statements of the Company for the year ended 31 December 2020.
4. To consider and approve the final financial accounts for the year ended 31 December 2020 and the financial budget for the year ending 31 December 2021.
5. To consider and approve the profit distribution plan and final dividend distribution plan of the Company for the year ended 31 December 2020, 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.
7. To consider and approve the appointment of Mr. Liu Hui as a 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.
8. To consider and approve the appointment of Ms. Ling Hui as an executive Director, to authorize the Board to determine his remuneration, and to execute a service contract with her 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.

NOTICE OF ANNUAL GENERAL MEETING

Special Resolutions

9. 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, of 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:

“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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

NOTICE OF ANNUAL GENERAL MEETING

10. To consider and approve the special resolution on the proposal for granting the Debt Financing Instrument General Mandate for the registration and issuance of the Corporate Onshore and Offshore Debt Financing Instruments to the Board and the Authorized Committee:
 - 10.1 Issuing entity, size and method of issuance;
 - 10.2 Types of debt financing instruments;
 - 10.3 Term of debt financing instruments;
 - 10.4 Interest rate of debt financing instruments;
 - 10.5 Guarantee and other arrangements;
 - 10.6 Use of proceeds;
 - 10.7 Issue price;
 - 10.8 Targets of issuance;
 - 10.9 Listing of debt financing instruments;
 - 10.10 Safeguard measures for repayment of debt financing instruments;
 - 10.11 Validity period of resolution; and
 - 10.12 Authorization for the registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments.

By Order of the Board
Yunnan Water Investment Co., Limited*
Li Jialong
Chairman

Kunming, the PRC
21 May 2021

NOTICE OF ANNUAL GENERAL MEETING

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 Friday, 4 June 2021 to Friday, 11 June 2021 (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 Thursday, 3 June 2021.
- (3) For the purpose of ascertaining eligibility to receive the proposed final dividend, the register of members of the Company will be closed from Monday, 21 June 2021 to Friday, 25 June 2021 (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 Friday, 18 June 2021. The final dividend is expected to be paid on or before Friday, 30 July 2021 to all shareholders whose names appear on the register of members of the Company on Friday, 25 June 2021.
- (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) The H Share registrar of the Company in Hong Kong is Tricor Investor Services Limited and its address and contact information are as follows:

54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong
Tel: (+852) 2980 1333
Fax: (+852) 2810 8185

NOTICE OF ANNUAL GENERAL MEETING

- (8) The address and contact information of the principal place of business of the Company in the PRC are as follows:

Principal place of business in the PRC:

Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC

Contact information:

Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC

Contact person: Ms. Guo Jia

Tel: (+86) 871 6720 9927

Fax: (+86) 871 6720 3907

- (9) 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.
- (10) 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 notice, the executive Directors are Mr. Yu Long (Vice-chairman) and Mr. Yang Fang, the non-executive Directors are Mr. Li Jialong (Chairman), Ms. Li Bo, Mr. Dai Richeng and Mr. Chen Yong, and the independent non-executive Directors are Mr. Liu Shuen Kong, Mr. Zhong Wei and Mr. Zhou Beihai.

* *For identification purposes only*