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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 2015 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 third extraordinary general meeting (the “EGM”) of Yunnan Water Investment Co., Limited\* (the “**Company**”) will be held at 9:30 a.m. on Friday, 16 October 2015 at Conference Room 1503, 15th Floor, Block A Hichens International, 1088 Haiyan Zhong Road, Gaoxin District, Kunming, Yunnan Province, PRC, for the purposes of considering and, if thought fit, passing the following resolutions. Unless the context otherwise requires, capitalized terms used in this notice shall have the same meanings as defined in the circular (the “Circular”) of the Company dated 1 September 2015.

#### SPECIAL RESOLUTION

1. To consider and approve the resolution on the General Mandate for the issuance of Corporate Onshore and Offshore Debt Financing Instruments:
  - 1.1 Issuer, size and method of issuance;
  - 1.2 Types of debt financing instruments;
  - 1.3 Term of maturity of debt financing instruments;
  - 1.4 Interest rate of debt financing instruments;
  - 1.5 Guarantee and other arrangements;
  - 1.6 Use of proceeds;
  - 1.7 Issue price;
  - 1.8 Target of issuance;
  - 1.9 Listing of debt financing instruments;
  - 1.10 Repayment protection measures of debt financing instruments;

1.11 Valid period of resolutions;

1.12 Authorization matters for the issuance of Corporate Onshore and Offshore Debt Financing Instruments.

## **ORDINARY RESOLUTION**

2. To consider and approve the resolution on the provision of guarantee for the loans of Dali Water.

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

Kunming, PRC,  
1 September 2015

### *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 Tuesday, 15 September 2015 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 Wednesday, 16 September 2015 to Friday, 16 October 2015 (both dates inclusive) during which period no transfers of Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, namely, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 15 September 2015. Any 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, by post or by facsimile, to the Company's H Share Registrar, namely, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (if you are H Shareholders) or the Board office of the Company at 16th Floors, Block A, He Cheng International, 1088 Haiyuan Zhong Road, Gaoxin District, Kunming, Yunnan, PRC (if you are holders of Domestic Shares) on or before Saturday, 26 September 2015.
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 need 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; (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 notarised. 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, namely, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (if you are H Shareholders) or the board office of the Company at 16th Floors, Block A, He Cheng International, 1088 Haiyuan Zhong Road, Gaoxin District, Kunming, Yunnan, PRC (if you are 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 of the Company 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: Conference Room 1503, 15th Floor, Block A Hichens International, 1088 Haiyuan Zhong Road, Gaoxin District, Kunming, Yunnan, PRC

Contact persons: Guo Jia

Telephone: 0871-67209716 (ext.658)

Fax: 0871-67209871

Postal code: 650106

*As at the date of this announcement, the executive directors of the Company are Mr. Yu Long, Mr. Liu Xujun and Mr. Huang Yunjian, the non-executive directors of the Company are Mr. Xu Lei (Chairman), Mr. Wen Jianping, Mr. Jiao Jun, Mr. He Yuanping and Mr. Feng Zhuangzhi, and the independent non-executive directors of the Company are Mr. Kwok For Chi, Mr. Ma Shihao, Mr. Ren Gangfeng and Mr. Hu Song.*

*\* For identification purposes only*