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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 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 Friday, 29 December 2023 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 13 December 2023.

### **ORDINARY RESOLUTIONS**

1. To consider and approve the proposed re-election of Mr. Liu Jianjun to be an executive Director, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
2. To consider and approve the proposed re-election of Mr. Liu Hui to be an executive Director, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
3. To consider and approve the proposed re-election of Mr. Zhou Zhimi to be an executive Director, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
4. To consider and approve the proposed re-election of Mr. Mei Wei to be a non-executive Director, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
5. To consider and approve the proposed re-election of Mr. Dai Richeng to be a non-executive Director, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.

6. To consider and approve the proposed re-election of Mr. Chen Yong to be a non-executive Director, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
7. To consider and approve the proposed re-election of Mr. Liu Shuen Kong to be an independent non-executive Director, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
8. To consider and approve the proposed re-election of Mr. Zhou Beihai to be an independent non-executive Director, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
9. To consider and approve the proposed re-election of Mr. Zhong Wei to be an independent non-executive Director, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
10. To consider and approve the proposed re-election of Mr. Long Limin to be a Shareholder representative Supervisor, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
11. To consider and approve the proposed re-election of Mr. Zhu Zhen to be a Shareholder representative Supervisor, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
12. To consider and approve the proposed re-election of Mr. Tan Hairui to be an independent Supervisor, and to authorize the Board to determine his remuneration and to execute a service contract with him on and subject to such terms and conditions as the Board shall think fit.
13. To consider and approve the proposed re-election of Ms. Zhang Ling to be an independent Supervisor, and to authorize the Board to determine her remuneration and to execute a service contract with her on and subject to such terms and conditions as the Board shall think fit.

## SPECIAL RESOLUTIONS

### 14. Proposed amendments to the Articles of Association.

Due to the operational and strategic development needs of the Company, the Board proposed to make certain amendments to the Articles of Association (the “**Proposed Amendments**”). The details of the proposed amendments to the Articles of Association are set out as follows (all amendments are marked with a horizontal line):

<b>Original Provision</b>	<b>Amended Provision</b>
<b>CHAPTER 1 GENERAL PROVISIONS</b>	<b>CHAPTER 1 GENERAL PROVISIONS</b>
<b>Article 10</b> “Senior management members” referred to in the Articles of Association include general manager, chief financial officer, deputy general manager and secretary of the Board of Directors of the Company.	<b>Article 10</b> “Senior management members” referred to in the Articles of Association include general manager, chief financial officer, deputy general manager, secretary of the Board of Directors <u>and general counsel</u> of the Company.
	<b>Addition of Article 11</b> <u>The Company shall thoroughly implement the “Three Importance and One Significance” decision-making system, and implement specific measures with the approval by the State-owned Assets Supervision and Administration Commission.</u>
	<b>Addition of Article 12</b> <u>The Company is subject to supervision in accordance with the Supervision Law of the People’s Republic of China.</u>

Original Provision	Amended Provision
<b>CHAPTER 8 SHAREHOLDERS' GENERAL MEETING</b>	<b>CHAPTER 8 SHAREHOLDERS' GENERAL MEETING</b>
<b>Original Article 62</b>	<b>Amended Article 62</b>
(1) to decide on the Company's business policies and investment plans;	(1) to decide on the Company's business policies and investment plans;
(2) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration;	(2) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration;
(3) to consider and approve the reports of the Board;	(3) to consider and approve the reports of the Board;
(4) to consider and approve the reports of the Board of Supervisors;	(4) to consider and approve the reports of the Board of Supervisors;
(5) to consider and approve the Company's proposed annual financial budgets and final account plans;	(5) to consider and approve the Company's proposed annual financial budgets and final account plans;
(6) to consider and approve the Company's profit distribution plans and deficit-deduction plans;	(6) to consider and approve the Company's profit distribution plans and deficit-deduction plans;
(7) to resolve on the increase or reduction of the Company's registered capital;	(7) to resolve on the increase or reduction of the Company's registered capital;
(8) to resolve on the issuance of debentures, any kind of securities, warrants or other similar securities by the Company;	(8) to resolve on the issuance of debentures, any kind of securities, warrants or other similar securities by the Company;
(9) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the company;	(9) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the company;
(10) to amend the Articles of Association;	(10) to amend the Articles of Association;
(11) to consider the motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;	(11) to consider the motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;

Original Provision	Amended Provision
<p>(12) to resolve on the engagement, re-appointment or termination of engagement of the accountants of the Company;</p> <p>(13) to resolve on the guarantees specified in Article 63 of the Articles of Association;</p> <p>(14) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;</p> <p>(15) to consider and approve the share incentive scheme;</p> <p>(16) to resolve the repurchase of the Company's Shares;</p> <p>(17) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings;</p> <p>(18) to consider other matters as required by the listing rules of the stock exchange on which the Company's shares are listed;</p> <p>to authorise or delegate the Board to deal with matters as authorised and instructed at the general meetings.</p>	<p>(12) to resolve on the engagement, re-appointment or termination of <u>engagement of the accountants of the Company for auditing annual reports</u>;</p> <p>(13) to resolve on the guarantees specified in Article 65 of the Articles of Association;</p> <p>(14) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;</p> <p>(15) <u>to decide on changes of state-owned property rights of the Company and its subsidiaries within the authority</u>;</p> <p>(16) to consider and approve the share incentive scheme;</p> <p>(17) to resolve the repurchase of the Company's Shares;</p> <p>(18) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings;</p> <p>(19) to consider other matters as required by the listing rules of the stock exchange on which the Company's shares are listed;</p> <p>to authorise or delegate the Board to deal with matters as authorised and instructed at the general meetings.</p>

Original Provision	Amended Provision
CHAPTER 10 PARTY COMMITTEE OF THE COMPANY	CHAPTER 10 PARTY COMMITTEE <u>AND DISCIPLINE INSPECTION COMMITTEE OF THE COMPANY</u>
	<p data-bbox="805 286 1516 539"><b>Addition of Article 108</b> <u>Major operation and management matters of the Company must be studied and discussed by the Party Committee before they are submitted to the Board or the management for determination. The main topics studied and discussed include:</u></p> <ol data-bbox="805 589 1516 1727" style="list-style-type: none"> <li data-bbox="805 589 1516 757">(1) <u>thorough implementation of the decisions and deployments of the Party Central Committee and important measures of national development strategies;</u></li> <li data-bbox="805 797 1516 925">(2) <u>the development strategies, medium and long term development plans and important reform proposals of the Company;</u></li> <li data-bbox="805 965 1516 1133">(3) <u>principal and directional matters in respect of the asset restructuring, asset transfer, capital operation and significant investment of the Company;</u></li> <li data-bbox="805 1173 1516 1346">(4) <u>the establishment of and adjustment to the Company's organizational structure and the formulation and amendment of the Company's important rules and systems;</u></li> <li data-bbox="805 1386 1516 1559">(5) <u>important matters regarding the Company's safe production, maintenance of stability, interests of employees and social responsibilities;</u></li> <li data-bbox="805 1599 1516 1727">(6) <u>other important matters that should be studied and discussed by the Party Committee.</u></li> </ol>

Original Provision	Amended Provision
	<p data-bbox="807 147 1513 353"><b>Addition of Article 109</b> <u>The Discipline Inspection Commission of the Company is a special organ for internal supervision of the Party of the Company. Its main tasks and responsibilities are as follows:</u></p> <ol data-bbox="807 405 1513 1749" style="list-style-type: none"> <li data-bbox="807 405 1513 524">(1) <u>to safeguard the Constitution of the Communist Party of China and other Party laws and regulations;</u></li> <li data-bbox="807 575 1513 651">(2) <u>to check the implementation of the Party's routes, guidelines, policies and decisions;</u></li> <li data-bbox="807 703 1513 1122">(3) <u>to implement the relevant important decisions, resolutions and work arrangements of senior Party organizations and the Party Committee of the Company; to assist the Party Committee of the Company in promoting comprehensive and strict governance of the Party, enhancing the construction of the Party conduct and organizing and coordinating anti-corruption work;</u></li> <li data-bbox="807 1173 1513 1417">(4) <u>to perform the responsibilities of supervision, discipline enforcement and accountability, carry out discipline observance education to Party members on a regular basis, and make relevant decisions to safeguard the Party's disciplines;</u></li> <li data-bbox="807 1469 1513 1749">(5) <u>to supervise Party organizations and leading cadres of Party members in performing their duties and exercising their powers, accept and handle the complaints and reports made by Party members and the general public, and carry out conversation reminder, interview and letter inquiries;</u></li> </ol>

Original Provision	Amended Provision
	<p>(6) <u>to supervise and handle the relatively important or complicated cases of Party organizations and Party members violating the Constitution of the Party and other internal Party laws and regulations, and make decisions on determination or cancellation of the punishments on those Party members involved in these cases;</u></p> <p>(7) <u>to pursue accountability or propose enforcing accountability;</u></p> <p>(8) <u>to accept and hear the complaints and appeals from the Party members;</u></p> <p>(9) <u>to safeguard the rights of the Party members;</u></p> <p>(10) <u>other duties and responsibilities that shall be performed by the Discipline Inspection Committee of the Company.</u></p>
	<p><b>Addition of Article 110</b></p> <p><u>The secretaries, deputy secretaries and members of the Discipline Inspection Committee shall be established according to the approval by senior Party organizations, and shall be elected or appointed in accordance with the Party Constitution and other relevant regulations.</u></p>
<p><b>CHAPTER 11 DIRECTORS AND BOARD OF DIRECTORS</b></p>	<p><b>CHAPTER 11 DIRECTORS AND BOARD OF DIRECTORS</b></p>
<p><b>Original Article 116</b></p> <p>(1) to be responsible for convening general meetings, to propose at a general meeting to pass the relevant matters and to report on its work to the general meeting;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p>	<p><b>Amended Article 116</b></p> <p>(1) to be responsible for convening general meetings, to propose at a general meeting to pass the relevant matters and to report on its work to the general meeting;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p>



Original Provision	Amended Provision
<p>(4) to formulate the Company's proposed annual preliminary and final financial budgets;</p> <p>(5) to formulate the Company's profit distribution plan and plan for recovery of losses;</p> <p>(6) to formulate proposals for increases or reductions of the Company's registered share capital and issue and listing of corporate debentures or other securities;</p> <p>(7) to draw up plans for the material asset acquisition or disposal, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company;</p> <p>(8) to decide on the establishment of the Company's internal management structure;</p> <p>(9) to appoint or remove the Company's general manager and secretary of the Board, to appoint or remove other senior officers, and to determine the above mentioned matters relating to the remuneration, incentives and punishments of the senior officers;</p> <p>(10) to decide on the proposals for salaries, incentives and punishments of the Company's staff;</p> <p>(11) to approve the appointment or replacement of Directors and Supervisors representing shareholders of the Company's wholly-owned subsidiaries, appointment, replacement or nomination of shareholder representatives, Directors (candidates) and Supervisors representing shareholders of the Company's controlling subsidiaries and associated companies;</p> <p>(12) to draw up the Company's basic management system;</p>	<p>(4) <u>to decide on the Company's strategies and development plans;</u></p> <p>(5) to formulate the Company's proposed annual preliminary and final financial budgets;</p> <p>(6) to formulate the Company's profit distribution plan and plan for recovery of losses;</p> <p>(7) to formulate proposals for increases or reductions of the Company's registered share capital and issue and listing of corporate debentures or other securities;</p> <p>(8) to <u>formulate</u> plans for the material asset acquisition or disposal, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company;</p> <p>(9) <u>to decide on changes of state-owned property rights of the Company and its subsidiaries within the authority;</u></p> <p>(10) <u>to decide on material reform and reorganization matters within the Company, or make resolutions on relevant matters according to the authorization of shareholders' general meeting;</u></p> <p>(11) to decide on the establishment of the Company's internal management structure;</p> <p>(12) to appoint or remove the Company's general manager and secretary of the Board <u>in accordance with relevant regulations and procedures</u>, to appoint or remove other senior officers as nominated by the general manager;</p> <p>(13) to decide <u>the operational performance appraisal and remuneration of the Company's general manager, secretary of the Board and other senior officers in accordance with relevant regulations;</u></p>

Original Provision	Amended Provision
<p>(13) to draw up proposals for any modifications to the Articles of Association;</p> <p>(14) to determine the establishment of the Company's domestic or overseas sub-branches;</p> <p>(15) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;</p> <p>(16) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;</p> <p>(17) to propose at general meetings a resolution in respect of candidates for Independent Directors and replacement of Independent Directors;</p> <p>(18) to propose at general meetings for the appointment, renewal or remove of accountants' firm conducting auditing for the Company;</p> <p>(19) to hear the work report and inspect the work of the general manager;</p> <p>(20) to manage information disclosure of the Company;</p> <p>(21) to formulate the equity incentives plan;</p> <p>(22) to exercise decision-making power on issues in respect of external investment (including increase in investment and equity transfer), financing, venture investment, entrusted wealth management, provision of external guarantees, save and except for those decisions to be decided by the shareholders' general meeting pursuant to the law, regulations and the Articles of Association;</p>	<p>(14) <u>to decide the appointment or removal of accounting firm for audit of non-annual report and its remuneration;</u></p> <p>(15) <u>to review and determine the performance appraisal and major income distribution plan of the Company, including the total salary budget and liquidation plan of the Company (if otherwise provided by the State-owned Assets Supervision and Administration Commission, such regulations shall prevail); to approve the income distribution plan and annuity plan of the Company;</u></p> <p>(16) <u>to audit the Company's annual financial decisions, to conduct random inspections on major issues of the Company, and to conduct economic responsibility audits in accordance with the management authority of the Company;</u></p> <p>(17) <u>to decide the Company's risk management system, internal control system, accountability system for illegal operation and investment, legal compliance management system, to formulate plans for changes in significant accounting policies and accounting estimates of the Company, to guide, inspect and evaluate the Company's internal audit work, to review and approve the Company's internal audit reports, to decide the person in charge of the Company's internal audit department, to establish a mechanism in which the audit department is accountable to the Board, to approve the annual audit plan and important audit reports in accordance with the law, and to conduct overall monitoring and evaluation on the Company's risk management, internal control and legal compliance management systems and their effective implementation;</u></p>

Original Provision	Amended Provision
<p>(23) to formulate and review the corporate governance policy and practices of the Company;</p> <p>(24) to review and supervise the training and continuing professional development of directors, supervisors and senior management;</p> <p>(25) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;</p> <p>(26) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;</p> <p>(27) to review the Company's compliance with the Code on Corporate Governance Practices as set out in the listing rules and disclosure in the Corporate Governance Report;</p> <p>(28) to decide on other major affairs of the Company, save for matters to be resolved at shareholders' general meetings as required by the Company Law and the Articles of Association;</p> <p>(29) other powers conferred by the Articles of Association or the general meetings;</p> <p>(30) other matters as required by the PRC laws and regulations.</p> <p>Except the resolutions of the Board in respect of the matters specified in paragraphs (6), (7) and (13) above, which shall be passed by two-thirds or more of the Directors, the resolutions of the Board in respect of all other matters may be passed by more than half of the Directors.</p> <p>Resolutions in respect of connected transactions made by the Board shall not come into force unless it is signed by Independent Directors.</p>	<p>(18) to draw up the Company's basic management system;</p> <p>(19) to draw up proposals for any modifications to the Articles of Association;</p> <p>(20) to determine the establishment of the Company's domestic or overseas sub-branches;</p> <p>(21) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;</p> <p>(22) to decide on the establishment of special committees under the Board and to appoint and <u>decide</u> its person-in-charge;</p> <p>(23) to propose at general meetings a resolution in respect of candidates for Independent Directors and replacement of Independent Directors;</p> <p>(24) to propose at general meetings for the appointment, renewal or remove of accountants' firm conducting <u>annual</u> auditing for the Company;</p> <p>(25) to <u>manage</u> information disclosure of the Company;</p> <p>(26) to formulate the equity incentives plan;</p> <p>(27) <u>to decide annual external donation, sponsorship program and donation plan of the Company, and to report in accordance with the requirements of the State-owned Assets Supervision and Administration Commission;</u></p>

Original Provision	Amended Provision
	<p>(28) to exercise decision-making power on issues in respect of external investment (including increase in investment and equity transfer), financing, venture investment, entrusted wealth management, provision of external guarantees, <u>asset disposal</u>, save and except for those decisions to be decided by the shareholders' general meeting pursuant to the law, regulations and the Articles of Association;</p> <p>(29) to formulate and review the corporate governance policy and practices of the Company;</p> <p>(30) to review and supervise the training and continuing professional development of directors, supervisors and senior management;</p> <p>(31) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;</p> <p>(32) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;</p> <p>(33) to review the Company's compliance with the Code on Corporate Governance Practices as set out in the listing rules and disclosure in the Corporate Governance Report;</p> <p>(34) <u>to receive reports of the general manager on his/her work, to inspect the implementation of the resolutions of the Board by the general manager and other senior management members, and to establish and perfect the accountability mechanism for the general manager and other senior management members;</u></p>

Original Provision	Amended Provision
	<p>(35) <u>to decide on proposals for matters relating to the exercise by the Company of the rights of shareholders in the investee company, save for matters to be resolved at shareholders' general meetings as required by the Company Law and the Articles of Association;</u></p> <p>(36) to decide on other major affairs of the Company, save for matters to be resolved at shareholders' general meetings as required by the Company Law and the Articles of Association;</p> <p>(37) other powers conferred by the Articles of Association or the general meetings;</p> <p>(38) other matters as required by the PRC laws and regulations.</p> <p>Except the resolutions of the Board in respect of the matters specified in paragraphs (7), (8) and (19) above, which shall be passed by two-thirds or more of the Directors, the resolutions of the Board in respect of all other matters may be passed by more than half of the Directors.</p>
	<p><b>Addition of Article 127</b> <u>The Board may, if necessary, invite senior officers, persons in charge of relevant business departments, experts and other relevant personnel of the Company to attend the meeting to explain, provide advice, express opinions and accept inquiries on the proposals involved.</u></p> <p><u>If the matters to be considered by the Board involve legal issues, the general counsel shall attend the meeting and provide legal opinions.</u></p>

Original Provision	Amended Provision
<b>CHAPTER 13 THE GENERAL MANAGER AND OTHER SENIOR OFFICERS</b>	<b>CHAPTER 13 THE GENERAL MANAGER AND OTHER SENIOR OFFICERS</b>
<p><b>Original Article 131</b></p> <p>The Company shall have one general manager, who shall be engaged or dismissed by the board of directors; The Company shall have one chief financial officer and several deputy general managers, who shall be nominated by the general manager and engaged or dismissed by the board of directors. A director may serve concurrently as the general manager or other senior officers.</p>	<p><b>Amended Article 131</b></p> <p>The Company shall have one general manager, <u>one general counsel</u>, who shall be engaged or dismissed by the board of directors; The Company shall have one chief financial officer and several deputy general managers, who shall be nominated by the general manager and engaged or dismissed by the board of directors. A director may serve concurrently as the general manager or other senior officers.</p>
<p><b>Original Article 132</b></p> <p>The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to be in charge of the production, operation and management of the Company, and to report to the board of directors;</li> <li>(2) to organize the implementation of the resolutions of the board of directors, the annual business plans and investment plans of the Company;</li> <li>(3) to draft the plan of the Company's annual finance budgets and final accounts, and propose to the board of directors;</li> <li>(4) to draft the basic management system of the Company and the plan for the establishment of the Company's internal management organization;</li> <li>(5) to formulate the specific rules and regulations of the Company;</li> <li>(6) to request the board of directors to employ or dismiss other senior officers;</li> </ol>	<p><b>Amended Article 132</b></p> <p>The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to be in charge of the production, operation and management of the Company, and to report to the board of directors;</li> <li>(2) to organize the implementation of the resolutions of the board of directors</li> <li>(3) <u>to draft the business plan and investment plan of the Company, and organize the implementation after approval by the board of directors;</u></li> <li>(4) <u>to draft the strategy and development planning of the Company;</u></li> <li>(5) to draft the plan of the Company's annual finance budgets and final accounts, and propose to the board of directors;</li> <li>(6) <u>to draft the profit distribution plan and loss compensation plan of the Company;</u></li> </ol>

Original Provision	Amended Provision
<p>(7) to decide on the employment or dismissal of management personnel other than those to be employed or dismissed by the board of directors;</p> <p>(8) to propose to convene extraordinary board meetings in case of emergence;</p> <p>(9) to decide matters of the Company such as investment, financing, contracts and transactions to the extent of powers delegated by the board of directors;</p> <p>(10) other functions and powers delegated by the Articles of Association and the board of directors.</p>	<p>(7) <u>to draft plans for the Company to increase or decrease its registered capital, as well as plans for issuing and listing corporate bonds or other securities;</u></p> <p>(8) <u>to draft plans for the material acquisition and sale of the assets of the Company, repurchase of the shares of the Company, or merger, division, dissolution and change of company form;</u></p> <p>(9) <u>to draft matters regarding changes in state-owned property rights of the Company and important subsidiaries;</u></p> <p>(10) to draft the basic management system of the Company and the plan for the establishment of the Company's internal management organization;</p> <p>(11) to formulate the specific rules and regulations of the Company;</p> <p>(12) to request the board of directors to employ or dismiss other senior officers <u>in accordance with relevant regulations and procedures;</u></p> <p>(13) to decide on the employment or dismissal of management personnel other than those to be employed or dismissed by the board of directors <u>in accordance with relevant regulations and procedures;</u></p> <p>(14) <u>to decide on the appointment or dismissal of the audit institution and its remuneration for related services other than annual report audit in accordance with the authorization of the board of directors;</u></p>



Original Provision	Amended Provision
	<p>(15) <u>to draft the performance appraisal and major income distribution plan of the Company, including the total salary budget and liquidation plan of the Company (if there are other provisions on state-owned assets supervision, such provisions shall prevail); to draft the Company’s employee income distribution plan and the Company’s annuity plan; to decide on the Company’s Employee remuneration implementation matters, including but not limited to monthly salary payment quota, performance appraisal implementation and cashing, etc.;</u></p> <p>(16) <u>to draft the Company’s plans for establishing a risk management system, internal control system, illegal operation and investment liability investigation system, and legal compliance management system; to decide on the Company’s major accounting policies and accounting estimate change plans; to decide on the person in charge of the Company’s internal audit department;</u></p> <p>(17) <u>to propose appointment or replacement of Directors and shareholder representative Supervisors of wholly-owned subsidiaries directly managed by the Company, to propose appointment, replacement or recommendation of shareholder representatives, directors (candidates) and shareholder representative supervisors (candidates) of subsidiaries directly managed by the Company;</u></p> <p>(18) <u>to draft amendment plans to this Articles of Association;</u></p> <p>(19) <u>to draft matters such as the merger, division, reorganization or dissolution of the wholly-owned subsidiaries or holding subsidiaries of the Company;</u></p> <p>(20) <u>to draft share incentive scheme;</u></p>



Original Provision	Amended Provision
	<p>(21) <u>to draft the annual external donation, sponsorship plan and donation plan of the Company;</u></p> <p>(22) to propose to convene extraordinary board meetings in case of emergence;</p> <p>(23) <u>to organize and implement the Company’s external investment (including capital increase and equity transfer of investee enterprises), financing, risk investment and entrusted financial management, external guarantees, asset disposal and other matters within its authority under the authorization of the board of directors;</u></p> <p>(24) <u>to formulate corporate governance policies and practices of the Company;</u></p> <p>(25) <u>to establish a general manager office meeting and special meeting system, convene and preside over general manager office meetings and special meetings;</u></p> <p>(26) <u>to coordinate, inspect and supervise the production, operation, reform and management of various departments and branches (subsidiaries);</u></p> <p>(27) <u>to propose suggestions on matters relating to the Company’s exercise of the rights of shareholders in the investee company;</u></p> <p>(28) other functions and powers delegated by the Articles of Association and the board of directors.</p>
	<p><b>Addition of Article 134</b> <u>The management shall formulate the working rules for the general manager, which shall be implemented upon approval by the Board. The general manager shall exercise his/her powers through meetings such as general manager office meetings.</u></p>

Original Provision	Amended Provision
	<p><b>Addition of Article 135</b> <u>The Company implements the general counsel system, gives full play to the role of the general counsel in the legal review and control of the operation and management, and promotes the legal operation and compliance management of the Company.</u></p>

15. To consider and approve the provision of guarantees by the Group from the date of passing this resolution to the end of the Company's annual general meeting in 2024. Details are set out below:

- (i) The Company will provide guarantees to the onshore subsidiaries controlled by the Company in respect of the credit business and other business of banks and other financial institutions, and provide guarantees to the offshore subsidiaries controlled by the Company in respect of the credit business and other business of banks and other financial institutions pursuant to the relevant requirements of the PRC;
- (ii) Guarantees in respect of 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 guarantees provided by the Company to its domestic and overseas holding subsidiaries according to paragraphs (i) and (ii) above must not exceed RMB1.0 billion, and the Company shall approve the authorization of the Board to implement such guarantees.

By Order of the Board  
**Yunnan Water Investment Co., Limited\***  
**Mei Wei**  
*Chairman*

Kunming, the PRC  
13 December 2023

*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 EGM will be published on the websites of the Stock Exchange 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 EGM, the register of members of the Company will be closed from Friday, 22 December 2023 to Friday, 29 December 2023 (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 EGM 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, 21 December 2023.
- (3) Shareholder who is entitled to attend and vote at the EGM 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.

- (4) 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.
- (5) 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 EGM or any adjourned meeting thereof (as the case may be) in order to be effective.
- (6) The H Share registrar of the Company in Hong Kong is Tricor Investor Services Limited and its address and contact information are as follows:

17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  
Tel: (+852) 2980 1333  
Fax: (+852) 2810 8185

- (7) 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

- (8) 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 EGM 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.
- (9) The EGM is expected to last for no more than half a day. Shareholders who attend the EGM in person or their proxies shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies who attend the EGM must produce their identity documents for identification.

*As at the date of this announcement, the executive Directors are Mr. Liu Jianjun (Vice-Chairman), Mr. Liu Hui and Mr. Zhou Zhimi, the non-executive Directors are Mr. Mei Wei (Chairman), Mr. Dai Richeng and Mr. Chen Yong, and the independent non-executive Directors are Mr. Liu Shuen Kong, Mr. Zhou Beihai and Mr. Zhong Wei.*

\* *For identification purposes only*