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## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Kunming Dianchi Water Treatment Co., Ltd., you should at once hand this circular and the accompanying proxy form and the reply slip for the Annual General Meeting to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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### **Kunming Dianchi Water Treatment Co., Ltd.**

### **昆明滇池水务股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3768)**

## **2017 ANNUAL GENERAL MEETING**

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The Annual General Meeting will be held at 2:30 p.m. on Friday, 22 June 2018 at the meeting room of the Company on the 1st floor at Wastewater Treatment Plant No.7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC. Notice of the AGM is set out on pages 18 to 20 of this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Tricor Investor Services Limited and for holders of Domestic Shares, the proxy form should be returned to the Company's registered office and headquarters in the PRC by personal delivery or by post not less than 24 hours before the time fixed for holding the AGM (i.e., before 2:30 p.m. on Thursday, 21 June 2018) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to Tricor Investor Services Limited (for holders of H Shares) or to the Company's registered office and headquarters in the PRC (for holders of Domestic Shares) on or before Friday, 1 June 2018.

27 April 2018

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the 2017 annual general meeting of the Company to be held at 2:30 p.m. on Friday, 22 June 2018 at the meeting room of the Company on the 1st floor at Wastewater Treatment Plant No.7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board of Directors” or “Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Company”	Kunming Dianchi Water Treatment Co., Ltd. (昆明滇池水務股份有限公司), a joint stock company established in the PRC with limited liability on 23 December 2010, and its H Shares are listed on the Stock Exchange (stock code: 3768)
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary shares in the Company’s capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“General Mandate”	a general mandate to be granted to the Board for exercising of the power of the Company to issue Domestic Shares and H Shares up to 20% of the total number of the Domestic Shares and H Shares of the Company, respectively, in issue on the date of passing the related resolution, subject to the conditions set out in the resolution proposed at the AGM for approving the general mandate
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars
“HKD” or “HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	19 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region, and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules
“Supervisor(s)”	supervisors of the Company

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## LETTER FROM THE BOARD

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### **Kunming Dianchi Water Treatment Co., Ltd.** **昆明滇池水务股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3768)**

**Board of Directors:**

*Executive Directors:*

Ms. Guo Yumei (*Chairperson*)

Mr. Luo Yun

*Non-executive Directors:*

Mr. Zeng Feng

Ms. Song Hong

*Independent non-executive Directors:*

Mr. Wong Man Chung Francis

Mr. Yin Xiaobing

Mr. He Xifeng

*Registered office and headquarters  
in the PRC:*

Wastewater Treatment Plant No.7

Kunming Dianchi Tourist Resort

Yunnan Province

the PRC

*Principal place of business in*

*Hong Kong:*

Room 1901, 19/F, Lee Garden One

33 Hysan Avenue

Causeway Bay, Hong Kong

27 April 2018

*To the Shareholders*

Dear Sirs and Madams,

### **2017 ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

On behalf of the Board of Directors, I invite you to attend the AGM to be held at 2:30 p.m. on Friday, 22 June 2018 at the meeting room of the Company on the 1st floor at Wastewater Treatment Plant No.7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC.

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

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## LETTER FROM THE BOARD

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### 2. BUSINESSES TO BE CONSIDERED AT THE AGM

The businesses to be considered at the AGM are described in more details in the Notice of Annual General Meeting as set out on pages 18 to 20 of this circular.

Resolutions will be proposed at the AGM and passed as ordinary resolutions, which include:

- (a) the Report of the Board of Directors for 2017
- (b) the Report of the Board of Supervisors for 2017
- (c) the final accounts for 2017
- (d) the audited financial statements and independent auditors' report for the year ended 31 December 2017
- (e) the profit distribution plan for 2017
- (f) the annual financial budget plan for 2018
- (g) the authorization to the Board to determine the domestic and international auditors of the Company for the year 2018 and their remunerations
- (h) the election of Ms. Ma Ce as a non-executive Director of the Company

Resolutions will be proposed at the AGM and passed as special resolutions, which include:

- (i) the amendments to the Articles of Association
- (j) the General Mandate to issue Shares

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision in the circumstance where sufficient and necessary information is available, we have provided detailed information in this circular.

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## LETTER FROM THE BOARD

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### **3. BUSINESSES OF THE AGM**

#### **3.1 To consider and approve the Report of the Board of Directors of the Company for 2017**

The text of the Report of the Board of Directors for 2017 is set out in the section headed “Report of the Board of Directors” in the Company’s 2017 annual report published on the website of the Stock Exchange on 26 April 2018.

#### **3.2 To consider and approve the Report of the Board of Supervisors of the Company for 2017**

The text of the Report of the Board of Supervisors for 2017 is set out in the section headed “Report of the Board of Supervisors” in the Company’s 2017 annual report published on the website of the Stock Exchange on 26 April 2018.

#### **3.3 To consider and approve the final accounts of the Company for 2017**

The auditors of the Company, PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) and PricewaterhouseCoopers, have audited the financial statements for 2017 based on the operations of the Company, and have issued standard unqualified opinions.

Summary of the final accounts of the Company for 2017 is as follows: total assets amounted to approximately RMB6,024.81 million, total liabilities amounted to approximately RMB2,318.61 million, net assets amounted to approximately RMB3,706.20 million, revenues amounted to approximately RMB1,223.83 million and total profits amounted to approximately RMB372.42 million.

#### **3.4 To consider and approve the audited financial statements of the Company and the independent auditors’ report for the year ended 31 December 2017**

The audited financial statements and independent auditors’ report for the year ended 31 December 2017 are set out in the sections headed “Independent Auditors’ Report” and “Financial Statements” in the Company’s 2017 annual report published on the website of the Stock Exchange on 26 April 2018.

#### **3.5 To consider and approve the profit distribution plan of the Company for 2017**

The Board recommends the distribution of a final dividend of RMB0.1527 per share (tax inclusive) for the year ended 31 December 2017 to all Shareholders, totaling RMB157,145,249.70 (tax inclusive). In respect of distribution of the final dividend, the dividend for holders of Domestic Shares of the Company shall be declared and paid in RMB while the dividend for holders of H Shares of the Company shall be declared in RMB and paid in Hong Kong dollars. The actual amount of dividend distributed in Hong Kong dollars for H Shares shall be calculated using the average exchange rate published by the People’s Bank of China within one week prior to the date of the Annual General Meeting. Upon consideration for and passing of the profit distribution plan for 2017 of the Company at the AGM, the final dividend shall be distributed in cash on Wednesday, 8 August 2018 to the holders of H Shares whose names appear on the H Shares register of members on Tuesday, 3 July 2018.

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## LETTER FROM THE BOARD

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For the purpose of determining the list of holders of H Shares who are entitled to the above final dividend, the H Share register of members of the Company will be closed from Thursday, 28 June 2018 to Tuesday, 3 July 2018 (both days inclusive). In order to be qualified for the final dividend for the year ended 31 December 2017 (subject to approval of Shareholders), the holders of unregistered H Shares are required to submit the transfer documents to the Company's H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 27 June 2018.

It is proposed to Shareholders at the AGM to authorise the Board and its authorized persons to implement the above profit distribution plan, and proposed for the Board to delegate its authority to the Company's management for implementing all relevant matters relating to the above profit distribution plan at the time when it obtains the above authority.

Pursuant to the Enterprise Income Tax Law of the PRC and its implementation rules, which came into force on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2017 final dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold and pay enterprise income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organisations or groups, will be treated as shares being held by non-resident enterprise Shareholders, and consequently will be subject to the withholding of the enterprise income tax.

According to the requirements of the State Administration of Taxation (Guo Shui Han [2011] No.348) and the relevant laws and regulations, if the individual holders of H shares are residents of Hong Kong or Macau or those countries which have 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 these Shareholders. If the individual holders of H shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will assist them to make applications to seek entitlement of the relevant agreed preferential treatments pursuant to the relevant tax treaty. If the individual holders of H shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual holders of H shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these Shareholders.

The Company will determine the resident status of the individual holders of H Shares based on the registered address as recorded in the register of members of the Company on Tuesday, 3 July 2018 (the "**Registered Address**"). If the resident status of any individual holders of H Shares is not consistent with that indicated by the Registered Address, such individual holders of H Shares shall notify the Company's H Share Registrar not later than 4:30 p.m. on Wednesday, 27 June 2018, and provide relevant supporting documents to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Any individual holders of H Shares who fail to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H Shares or any disputes over the withholding mechanism or arrangements.



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## LETTER FROM THE BOARD

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### **3.6 To consider and approve the annual financial budget plan of the Company for 2018**

A resolution for approving the annual budget plan for 2018 shall be proposed at the Annual General Meeting. The specific details of the annual budget plan for 2018 are as follows:

In 2018, the Company plans to invest a total of approximately RMB4,770 million in markets, project construction, technology research and development and other areas, with actual aggregate cash payments of approximately RMB2,670 million, including RMB680 million to be invested in engineering projects, approximately RMB1,900 million to be invested in markets, approximately RMB70 million to be invested in other items such as information, technology research and development, major and medium repairs, purchases of fixed assets.

### **3.7 To consider and approve the authorization to the Board to determine the domestic and international auditors of the Company for the year 2018 and their remunerations**

### **3.8 To elect Ms. Ma Ce as a non-executive Director of the Company**

Mr. Zeng Feng, a non-executive Director of the Company, submitted a resignation letter to the Board on 26 March 2018, resigning his position as the non-executive Director and member of the Audit Committee under the Board due to working schedule and his desire to devote more time to his other businesses. His resignation will come into effect on the date when the substitute non-executive Director and member of the Audit Committee is elected.

As considered and passed at the 40th meeting of the first session of the Board held on 26 March 2018, Ms. Ma Ce was proposed to serve as a non-executive Director of the first session of the Board in place of Mr. Zeng Feng.

Biography of Ms. Ma Ce is as follows:

Ms. Ma Ce, aged 39, joined Yunnan Asset Management Co., Ltd.\* (雲南省資產管理有限公司), a wholly-owned subsidiary of Yunnan Investment Holding Group Co., Ltd.\* (雲南省投資控股集團有限公司) in November 2017, and has been working as the executive deputy general manager of the company from November 2017 till now. From July 2005 to September 2007, she worked in Yunnan Development Investment Co., Ltd.\* (雲南省開發投資有限公司, now known as Yunnan Investment Holding Group Co., Ltd.) as a clerk of Department of Party-Mass Affairs and the business director of Strategic Development Department. From September 2007 to November 2017, she worked as the business director, vice business supervisor, senior project supervisor, project manager assistant and deputy general manager of Financial Department at Yunnan Investment Holding Group Co., Ltd.. Ms. Ma graduated from the major of accounting of Economic Management Department of Harbin Institute of Technology in July 2002, and obtained a master's degree of economics after studying the major of political economics at the Party School of Sichuan Provincial Committee from September 2002 to July 2005.

\* For identification purpose only

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## LETTER FROM THE BOARD

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Subject to the approval of the proposal of appointment of Ms. Ma by the Shareholders at the AGM, the appointment of Ms. Ma as a non-executive Director will be effective from the date of approval at the AGM. Ms. Ma will enter into a director service agreement with the Company with a term consistent with that of the first session of the Board, from the date when the proposal of appointment of Ms. Ma as a non-executive Director is considered and approved at the AGM to the date when the election of the next session of the Board is completed. Ms. Ma will not obtain remuneration from the Company during her term as a non-executive Director.

To the best of knowledge of the directors of the Company, Ms. Ma did not hold any directorship in public companies whose securities are listed in Hong Kong or any overseas securities markets in the past three years, nor was she connected to any Director, Supervisor, senior management, substantial or controlling Shareholder of the Company. Except her position as a non-executive Director, Ms. Ma does not hold any other post in the Company or any other members of the Group to which the Company belongs. As at the Latest Practicable Date, Ms. Ma does not have any interests in the Shares of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance of Hong Kong).

Save as disclosed above, there is nothing which needs to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there any other issues relating to Ms. Ma which need to be brought to the attention of the Shareholders.

### 3.9 To amend the Articles of Association

In order to further enhance the Party construction work in state-owned enterprises, according to the most recent spirit of the 19th National Congress of the Communist Party of China and in view of the H Share issuance and actual needs of the Company, the Board proposes to incorporate the general requirements of Party construction work into the Articles of Association and to amend relevant contents of the Articles of Association. Details of the proposed amendments are as follows:

(a) AMENDED ARTICLES ARE AS FOLLOWS:

Existing version	Amended version
<p><b>Article 5</b> The Company is a joint stock limited company in perpetual existence and is an independent legal entity. The Company shall undertake its liabilities with all of its assets, while the liability of a shareholder of the Company shall be limited to the shares subscribed by him/her.</p>	<p><b>Article 5</b> <u>The business type of</u> the Company is a joint stock limited company in perpetual existence <u>(a joint venture between Taiwan/Hong Kong/Macao and the Mainland, listed)</u> and is an independent legal entity. The Company shall undertake its liabilities with all of its assets, while the liability of a shareholder of the Company shall be limited to the shares subscribed by him/her.</p> <p><u>The business type referred to in the preceding paragraph shall be subject to the filing at the company registration authority.</u></p> <p><u>The Company may, based on the actual composition of the shares, handle the procedures for changes in the registration with the administration for industry and commerce according to regulations.</u></p>

## LETTER FROM THE BOARD

Existing version	Amended version																																				
<p><b>Article 19</b> Upon the approval from the competent authority of securities of the State Council, the Company may issue not more than 354,626,000 H shares. Pursuant to the Provisional Administrative Measure on Reduction of State-owned Shares to Raise Social Security Fund (《減持國有股籌集社會保障資金管理暫行辦法》) and relevant requirements of the State Council, the state-owned Shareholders of the Company will transfer not more than 35,462,600 state-owned shares held by it to the National Council for Social Security Fund of the PRC while issuing overseas-listed foreign-invested shares. <b><u>Subject to market conditions, the Company may issue up to 407,819,000 overseas-listed foreign-invested shares pursuant to an over-allotment option. Should the over-allotment option be exercised, the state-owned Shareholders may transfer up to 40,781,900 state-owned shares to the National Council for Social Security Fund of the PRC.</u></b></p> <p><b><u>Subsequent to the completion of the above issuance, if the over-allotment option is not exercised and the number of H shares issued is not more than 354,626,000 shares, the shareholding structure of the Company is as follows:</u></b></p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">No.</th> <th style="text-align: left;">Promoter</th> <th style="text-align: right;">Number of shares (share)</th> <th style="text-align: right;">Shareholding (%)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td><u>Kunming Dianchi Investment Co., Ltd.</u></td> <td style="text-align: right;">655,906,623</td> <td style="text-align: right;">61.04</td> </tr> <tr> <td style="text-align: center;">2</td> <td><u>Kunming Development Investment Group Co., Ltd.</u></td> <td style="text-align: right;">20,821,346</td> <td style="text-align: right;">1.94</td> </tr> <tr> <td style="text-align: center;">3</td> <td><u>Kunming Industrial Development and Investment Co., Ltd.</u></td> <td style="text-align: right;">2,603,144</td> <td style="text-align: right;">0.24</td> </tr> <tr> <td style="text-align: center;">4</td> <td><u>Kunming State-owned Assets Management and Operations Co., Ltd.</u></td> <td style="text-align: right;">2,603,144</td> <td style="text-align: right;">0.24</td> </tr> <tr> <td style="text-align: center;">5</td> <td><u>Kunming Xindu Real Estate Co., Ltd.</u></td> <td style="text-align: right;">2,603,144</td> <td style="text-align: right;">0.24</td> </tr> <tr> <td style="text-align: center;">6</td> <td><u>National Council for Social Security Fund of the PRC</u></td> <td style="text-align: right;">35,462,600</td> <td style="text-align: right;">3.3</td> </tr> <tr> <td style="text-align: center;">7</td> <td><u>Public float</u></td> <td style="text-align: right;">354,626,000</td> <td style="text-align: right;">33.0</td> </tr> <tr> <td style="text-align: center;"><b>Total</b></td> <td></td> <td style="text-align: right;"><b><u>1,074,626,000</u></b></td> <td style="text-align: right;"><b><u>100</u></b></td> </tr> </tbody> </table>	No.	Promoter	Number of shares (share)	Shareholding (%)	1	<u>Kunming Dianchi Investment Co., Ltd.</u>	655,906,623	61.04	2	<u>Kunming Development Investment Group Co., Ltd.</u>	20,821,346	1.94	3	<u>Kunming Industrial Development and Investment Co., Ltd.</u>	2,603,144	0.24	4	<u>Kunming State-owned Assets Management and Operations Co., Ltd.</u>	2,603,144	0.24	5	<u>Kunming Xindu Real Estate Co., Ltd.</u>	2,603,144	0.24	6	<u>National Council for Social Security Fund of the PRC</u>	35,462,600	3.3	7	<u>Public float</u>	354,626,000	33.0	<b>Total</b>		<b><u>1,074,626,000</u></b>	<b><u>100</u></b>	<p><b>Article 19</b> Upon the approval from the competent authority of securities of the State Council, the Company may issue not more than 354,626,000 H shares. Pursuant to the Provisional Administrative Measure on Reduction of State-owned Shares to Raise Social Security Fund (《減持國有股籌集社會保障資金管理暫行辦法》) and relevant requirements of the State Council, the state-owned Shareholders of the Company will transfer not more than 35,462,600 state-owned shares held by it to the National Council for Social Security Fund of the PRC while issuing overseas-listed foreign-invested shares.</p>
No.	Promoter	Number of shares (share)	Shareholding (%)																																		
1	<u>Kunming Dianchi Investment Co., Ltd.</u>	655,906,623	61.04																																		
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## LETTER FROM THE BOARD

Existing version				Amended version			
<p><b><u>Subsequent to the completion of the above issuance, if the over-allotment option is exercised in full and the number of H shares issued is not more than 407,819,000 shares,</u></b> the shareholding structure of the Company is as follows:</p>				<p><b><u>As at 12 May 2017, subsequent to the completion of the above issuance by the Company through exercise of over-allotment option, the original shares transferred by five state-owned shareholders including Kunming Dianchi Investment Co., Ltd. etc. to the National Council for Social Security Fund of the PRC were converted into H shares, the Company exercised the over-allotment option and issued 340,023,000 H shares, and</u></b> the shareholding structure of the Company was as follows:</p>			
No.	Promoter	<u>Number of shares (share)</u>	<u>Shareholding (%)</u>	No.	Promoter	<u>Number of shares (share)</u>	<u>Shareholding (%)</u>
1	Kunming Dianchi Investment Co., Ltd.	<u>650,809,803</u>	<u>57.7</u>	1	Kunming Dianchi Investment Co., Ltd.	<u>660,266,893</u>	<u>64.17</u>
2	Kunming Development Investment Group Co., Ltd.	<u>20,659,551</u>	<u>1.8</u>	2	Kunming Development Investment Group Co., Ltd.	<u>20,959,760</u>	<u>2.04</u>
3	Kunming Industrial Development and Investment Co., Ltd.	<u>2,582,915</u>	<u>0.2</u>	3	Kunming Industrial Development and Investment Co., Ltd.	<u>2,620,449</u>	<u>0.25</u>
4	Kunming State-owned Assets Management and Operations Co., Ltd.	<u>2,582,915</u>	<u>0.2</u>	4	Kunming State-owned Assets Management and Operations Co., Ltd.	<u>2,620,449</u>	<u>0.25</u>
5	Kunming Xindu Real Estate Co., Ltd.	<u>2,582,915</u>	<u>0.2</u>	5	Kunming Xindu Real Estate Co., Ltd.	<u>2,620,449</u>	<u>0.25</u>
<u>6</u>	<u>National Council for Social Security Fund of the PRC</u>	<u>40,781,900</u>	<u>3.6</u>	<u>6</u>	Public float	<u>340,023,000</u>	<u>33.04</u>
7	Public float	<u>407,819,000</u>	<u>36.2</u>				
<b>Total</b>		<u><u>1,127,819,000</u></u>	<u><u>100</u></u>	<b>Total</b>		<u><u>1,029,111,000</u></u>	<u><u>100</u></u>
<p><b>Article 22</b> The registered capital of the Company prior to the issue is RMB720,000,000. <b><u>If the over-allotment option is not exercised, the registered capital of the Company shall be not more than RMB1,074,626,000. If the over-allotment option is exercised, the registered capital of the Company shall be not more than RMB1,127,819,000.</u></b></p>				<p><b>Article 22</b> The registered capital of the Company prior to the issue is RMB720,000,000. <b><u>The registered capital of the Company subsequent to the issue is RMB1,029,111,000.</u></b></p>			

## LETTER FROM THE BOARD

Existing version	Amended version
<p><b>Article 110</b> The Board shall meet regularly and the meetings of the Board shall be held at least four times every year, and convened by the chairman of the Board. A <b>ten</b> days' prior written notice for convening the meeting shall be given to all directors.</p> <p>Under the following circumstances, an extraordinary meeting of the Board may be held within five days by the chairman of the Board upon proposal:</p> <ol style="list-style-type: none"> <li>(1) by shareholders representing more than one-tenths of the voting rights;</li> <li>(2) by more than one-third of directors;</li> <li>(3) by the chairman of the Board;</li> <li>(4) by more than two independent directors;</li> <li>(5) by the Board of Supervisors;</li> <li>(6) by the general manager.</li> </ol>	<p><b>Article 116</b> The Board shall meet regularly and the meetings of the Board shall be held at least four times every year, and convened by the chairman of the Board. A <b>fourteen</b> days' prior written notice for convening the meeting shall be given to all directors.</p> <p>Under the following circumstances, an extraordinary meeting of the Board may be held within five days by the chairman of the Board upon proposal:</p> <ol style="list-style-type: none"> <li>(1) by shareholders representing more than one-tenths of the voting rights;</li> <li>(2) by more than one-third of directors;</li> <li>(3) by the chairman of the Board;</li> <li>(4) by more than two independent directors;</li> <li>(5) by the Board of Supervisors;</li> <li>(6) by the general manager.</li> </ol>
<p><b>Article 111</b> Notice of regular Board meetings shall be given <b>ten</b> days prior to the meetings, and reasonable notice of extraordinary meeting of the Board shall be given prior to the meetings to all directors and supervisors. The Board office or other departments designated by the Board shall give notice in writing to each director and supervisor and general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p> <p>Where an extraordinary meeting of the Board needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting. The aforesaid time limit may not apply if written consent is given by all the directors present at the meeting.</p>	<p><b>Article 117</b> Notice of regular Board meetings shall be given <b>fourteen</b> days prior to the meetings, and reasonable notice of an extraordinary meeting of the Board shall be given prior to the meetings to all directors and supervisors. The Board office or other departments designated by the Board shall give notice in writing to each director and supervisor and general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p> <p>Where an extraordinary meeting of the Board needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting. The aforesaid time limit may not apply if written consent is given by all the directors present at the meeting.</p>

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## LETTER FROM THE BOARD

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- (b) THE FOLLOWING CHAPTER “PARTY ORGANISATION AND THE WORKING COMMITTEE OF THE PARTY” IS PROPOSED TO BE ADDED AS CHAPTER 10, WHICH INCLUDES SIX ARTICLES IN TOTAL:

**Article 99** In accordance with the requirements of the Constitution of the Communist Party of China, the Company establishes the CPC Party Committee of Kunming Dianchi Water Treatment Co., Ltd. (hereinafter referred to as “**Party Committee of the Company**”) and the CPC Discipline Inspection Committee of Kunming Dianchi Water Treatment Co., Ltd. (hereinafter referred to as “**Discipline Inspection Committee of the Company**”).

**Article 100** The Party Committee of the Company shall perform the following duties and responsibilities:

- (1) to play the political core role, serve the Company’s production and operation, ensure and supervise the implementation of guidelines, policies and major deployments of the Party and the State, and ensure the insistence of the Company on the right direction of reform and development;
- (2) to perform the main construction responsibility of the Party conduct and of an honest and clean administration, and strengthen the unified leadership in construction of the Party conduct and of an honest and clean administration and anti-corruption fight;
- (3) to support the shareholders’ general meeting, Board of Directors, Board of Supervisors and management to perform their duties and rights in accordance with the law, discuss and deliberate the issues relating to the “Three Importance and One Greatness” policy-making system of which the major operation and management issues must be studied and discussed by the Party Committee of the Company before being delivered to the Board of Directors and the managers for decision-making;
- (4) in accordance with the principle of the Party being in charge of cadres and talents, to perform the leadership in selecting and using cadres for the Company’s crucial operation and management, play the leading and gate-keeper’s role in selecting and using personnel, and intensify the supervision over leaders of the Company;
- (5) to study and arrange the Party-mass work of the Company, strengthen the Party organization’s self-building, lead the ideological and political work, construction of spiritual civilization and the mass organizations including labor union and the Communist Youth League;
- (6) to rely on workers wholeheartedly, and support the work of Workers’ Congress;
- (7) other duties and responsibilities that shall be performed by the Party Committee of the Company.

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## LETTER FROM THE BOARD

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**Article 101** The Discipline Inspection Committee of the Company shall perform the following duties and responsibilities:

- (1) to safeguard the Constitution of the Communist Party of China and other Party laws and regulations;
- (2) to check the implementation of the Party's routes, guidelines, policies and decisions, and supervise and urge the Party members in Board of Directors to implement the decisions of Party organization;
- (3) to implement the relevant important decisions, resolutions and work arrangements of higher Party organizations and the Party Committee of the Company;
- (4) to perform the responsibility to supervise the construction of the Party conduct and of an honest and clean administration, supervise and urge the Party Committee of the Company to undertake the main responsibility, assist the Party Committee of the Company in enhancing the construction of the Party conduct and of an honest and clean administration and in organizing and coordinating anti-corruption work, and research and deploy the discipline inspection and supervision work;
- (5) to carry out discipline observance education to Party members on a regular basis, and make relevant decisions to safeguard the Party's disciplines;
- (6) to supervise the exercise by leading cadres of Party members of their powers;
- (7) to supervise and handle the cases of Party organizations and Party members of the Company and its affiliated units of violating the Constitution of the Communist Party of China and other Party laws and regulations, and make decisions on determination or cancellation of the punishments on those Party members involved in these cases, according to the authorized management duties and responsibilities;
- (8) to be responsible for nomination and inspection with the organization and human resources department of the candidates for the secretary and the deputy secretary of committee for discipline inspection to be appointed for the affiliated units;
- (9) to accept and hear the complaints and appeals from the Party members, and safeguard their rights;
- (10) other duties and responsibilities that shall be performed by the Discipline Inspection Committee of the Company.

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## LETTER FROM THE BOARD

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**Article 102** The number of the posts of the Secretary, Deputy Secretary and members of the Party Committee and the Discipline Inspection Committee of the Company shall be set in accordance with the approval of higher Party organizations, and shall be selected or appointed in accordance with the relevant regulations of the Constitution of the Communist Party of China and the Provisional Regulations Governing CPC Grassroots Elections. The Company shall insist on and improve the leadership system of mutual entry and cross appointment under which the qualified members of Party Committee of the Company leading group may enter the Board of Directors, Board of Supervisors and the management level through legal procedures, so as to ensure the limited fulfillment of the role of Party organization at decision-making level, supervision level and executive level. The system of periodical leadership transition in enterprise grassroots organizations shall be strictly implemented. This session of Party Committee of the Company consists of six members, including one Secretary and one Deputy Secretary; the Discipline Inspection Committee of the Company consists of five members, including one Secretary.

**Article 103** Specialized departments shall be established under the Party Committee and the Discipline Inspection Committee of the Company, meanwhile mass organizations such as labor union and League Committee shall be established. The institution setting of Party organization and its setup of personnel force shall be included in the Company's administrative system and organization setup, the expenditures of Party organization work shall be included in the Company's budget and be disbursed from the Company's administrative expenses, the Party Committee staff and the managerial force of the same level shall enjoy equivalent economic treatment.

**Article 104** The Company shall improve the democratic management system taking the Workers' Congress as the basic form, make public the affairs of enterprises and business, and put into practice the right to know, participation right, expression right and right of supervision of staff and workers, so as to fully motivate the enthusiasm, initiative and creativity of staff and workers. The Company shall listen to the opinions of workers in respect of important decisions, and the major issues involving the immediate interests of the workers must be submitted to the Workers' Congress for deliberation.

Save for the proposed amendments above, the contents of other chapters and articles will remain unchanged. If the numbering of any chapter or article of the Articles of Association is affected as a result of the amendments to the relevant chapters and articles, the numbering of the chapters and articles of the existing Articles of Association shall be adjusted accordingly, and the cross references to the numbering of relevant chapters and articles of the Articles of Association shall be changed accordingly.

The proposed amendments to the Articles of Association are prepared in Chinese, and translated into English. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

Despite the provisions relating to Party construction work stipulated in the Articles of Association, the Board of Directors and management of the Company will decide whether or not to adopt the opinions and advice provided by the Party Committee and the Discipline Inspection Committee of the Company in the day-to-day management and decision-making of the Company in view of the actual situations of the Company. The relevant duties and powers of the Board of Directors and management stipulated in the Articles of Association will remain unchanged.



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## LETTER FROM THE BOARD

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### 3.10 General Mandate to issue Shares

In order to meet the capital requirements of the Company for its continuous business development, to utilize financing platforms effectively and flexibly and to take advantage of capital market windows in a timely manner, in accordance with the applicable laws and regulations of the PRC, the Listing Rules and the Articles of Association, the Company proposes to grant the General Mandate to the Board by way of resolution at the AGM to allot, issue or deal with additional Domestic Shares and H Shares not exceeding 20% of the total number of Domestic Shares and H Shares of the Company, respectively, in issue on the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 689,088,000 Domestic Shares and 340,023,000 H Shares. Subject to the passing of the resolution related to the granting of the General Mandate and on the basis that no further Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 137,817,600 Domestic Shares and 68,004,600 H Shares in accordance with the General Mandate.

*(A) Specific plans on the General Mandate to issue Shares:*

- (a) Subject to the conditions set out in (b) below, the Board is hereby authorized to approve, allot, issue, grant and/or otherwise deal with Shares (Domestic Shares and/or H Shares), securities convertible into Shares, and options, warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert into Shares, separately or at the same time during the Relevant Period (as defined below).

Notwithstanding the fulfillment of the conditions set out in (b) below, if the allotment of voting shares will result in a de facto change of control of the Company, the Board of the Company shall separately obtain authorization by way of a special resolution in advance before making such an allotment.

- (b) The number of Shares (Domestic Shares and/or H Shares), securities convertible into Shares, or options, warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert to Shares (which shall be calculated on the basis of the number of Domestic Shares and/or H Shares that such securities can be converted into/be allotted) proposed to be approved, allotted, issued, granted and/or otherwise dealt with by the Board shall not exceed 20% of each class of the Domestic Shares and H Shares issued of the Company as at the date on which this resolution is passed at the AGM.
- (c) For the purposes of this resolution:

“Relevant Period” means the period from the date on which this special resolution is passed at the general meeting until the earliest of: 1. the conclusion of the next annual general meeting of the Company following the date of passing of this resolution; 2. the expiration of twelve months following the date of passing of this resolution at a general meeting; 3. the date on which the authority granted to the Board under this resolution is revoked or varied by a special resolution of the Shareholders of the Company at a general meeting.

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## LETTER FROM THE BOARD

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- (d) The Board is hereby authorized to determine the details of the issuance plan, including but not limited to: 1. the class and number of Shares proposed to be issued; 2. the pricing basis and/or the offer price (including the price range); 3. the date of opening and closing of the issuance; 4. the specific use of the proceeds raised; 5. the recommendation, agreement and share options to be made or granted for the exercise of the said power; 6. other content to be included in the detailed issuance plan as required by the relevant laws and regulations and other regulatory documents, the relevant regulatory authorities and the local stock exchange.
  
- (e) The Board is hereby authorized to implement the issuance plan and deal with the matters related to an increase in the registered capital of the Company so as to reflect the Shares authorized to be issued by the Company under this resolution, and to make such amendments as it deems appropriate and necessary to the provisions related to the issuance of Shares and registered capital in the Articles of Association, and to adopt and complete any other actions and procedures that are necessary for the implementation of the issuance plan and the completion of the increase in the registered capital of the Company.

**(B) *Relevant mandate***

In order to enhance the efficiency of decision-making, reduce internal approval procedures and grasp market opportunities, in respect of the general mandate to issue Shares, it is proposed to the Board, which in turn proposed to the general meeting to approve the authorization of the Board and any persons authorized by the Board to deal with the matters in connection with the general mandate to issue Shares. The specific details of the mandate given to the authorized persons will be separately determined upon the exercise of the general mandate by the Board under this resolution.

#### **4. THE AGM**

The proxy form and the reply slip of the AGM are enclosed.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Tricor Investor Services Limited and for holders of Domestic Shares, the form of proxy should be returned to the Company's registered office and headquarters in the PRC by personal delivery or by post not less than 24 hours before the time fixed for holding the AGM (i.e. before 2:30 p.m. on Thursday, 21 June 2018) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to (for holders of H Shares) Tricor Investor Services Limited or (for holders of Domestic Shares) to the Company's registered office and headquarters in the PRC on or before Friday, 1 June 2018.

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## LETTER FROM THE BOARD

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### 5. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

### 6. RECOMMENDATIONS

The Board considers that the resolutions proposed at the AGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of those proposed resolutions at the AGM.

Yours faithfully,  
**Guo Yumei**  
*Chairperson*

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# NOTICE OF 2017 ANNUAL GENERAL MEETING

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## Kunming Dianchi Water Treatment Co., Ltd.

### 昆明滇池水务股份有限公司

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3768)**

## NOTICE OF 2017 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2017 annual general meeting (the “AGM”) of Kunming Dianchi Water Treatment Co., Ltd. (the “Company”) will be held at 2:30 p.m. on Friday, 22 June 2018 at the meeting room of the Company on the 1st floor at Wastewater Treatment Plant No.7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC, for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors of the Company (the “Board”) for 2017
2. To consider and approve the Report of the Board of Supervisors of the Company for 2017
3. To consider and approve the final accounts of the Company for 2017
4. To consider and approve the audited financial statements of the Company and the independent auditors’ report for the year ended 31 December 2017
5. To consider and approve the profit distribution plan of the Company for 2017
6. To consider and approve the annual financial budget plan of the Company for 2018
7. To consider and approve the authorization to the Board to determine the domestic and international auditors of the Company for the year 2018 and their remunerations
8. To elect Ms. Ma Ce as a non-executive Director of the Company

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# NOTICE OF 2017 ANNUAL GENERAL MEETING

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## SPECIAL RESOLUTIONS

9. To consider and approve the amendments to the Articles of Association
10. To grant the general mandate to the Board to issue, allot and deal with additional Domestic Shares/H Shares not exceeding 20% of the total number of issued Domestic Shares and H Shares of the Company, respectively, and authorise the Board to make such amendments as it deems appropriate to the provisions of the Articles of Association, so as to reflect the new capital structure upon additional allotment and issuance of Shares pursuant to such mandate

By order of the Board  
**Kunming Dianchi Water Treatment Co., Ltd.**  
**Guo Yumei**  
*Chairperson*

Kunming, the PRC

27 April 2018

*Notes:*

1. According to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, each of the resolutions set out in the notice of AGM will be voted by poll. Results of the poll voting will be published on the Company's website at [www.kmdcwt.com](http://www.kmdcwt.com) and the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
2. The Board recommends the distribution of a final dividend (the "**Final Dividend**") of RMB0.1527 per Share (tax inclusive) for the year ended 31 December 2017, totaling approximately RMB157,145,249.70 (tax inclusive), subject to approval by Shareholders at the AGM.

Pursuant to the Enterprise Income Tax Law of the PRC and its implementation rules, which came into force on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2017 final dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold and pay enterprise income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organisations or groups, will be treated as shares being held by non-resident enterprise Shareholders, and consequently will be subject to the withholding of the enterprise income tax.

According to the requirements of the State Administration of Taxation (Guo Shui Han [2011] No.348) and the relevant laws and regulations, if the individual holders of H shares are residents of Hong Kong or Macau or those countries which have 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 these Shareholders. If the individual holders of H shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will assist them to make applications to seek entitlement of the relevant agreed preferential treatments pursuant to the relevant tax treaty. If the individual holders of H shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual holders of H shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these Shareholders.

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## NOTICE OF 2017 ANNUAL GENERAL MEETING

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The Company will determine the resident status of the individual holders of H Shares based on the registered address as recorded in the register of members of the Company on Tuesday, 3 July 2018 (the “**Registered Address**”). If the resident status of any individual holders of H Shares is not consistent with that indicated by the Registered Address, such individual holders of H Shares shall notify the Company’s H Share Registrar not later than 4:30 p.m. on Wednesday, 27 June 2018, and provide relevant supporting documents to the Company’s H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Any individual holders of H Shares who fail to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H Shares or any disputes over the withholding mechanism or arrangements.

3. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder of the Company.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company’s registered office and headquarters in the PRC (for holders of Domestic Shares) or the H Share Registrar of the Company, Tricor Investor Services Limited (for holders of H Shares), at least 24 hours before the AGM (i.e. before 2:30 p.m. on 21 June 2018) or any adjourned meeting thereof. Tricor Investor Services Limited is located at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of a proxy form will not preclude a Shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.
5. For the purpose of determining the list of holders of H Shares who are entitled to attend the AGM, the H Share register of members of the Company will be closed from Tuesday, 22 May 2018 to Friday, 22 June 2018 (both days inclusive). The holders of H Shares who wish to attend the AGM are required to submit the share certificates together with the transfer documents to the H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 21 May 2018 for registration. Holders of H Shares who are registered with Tricor Investor Services Limited on or before the aforementioned date are entitled to attend the AGM.  
  
For the purpose of determining the list of holders of H Shares who are entitled to the Final Dividend, the H Share register of members of the Company will be closed from Thursday, 28 June 2018 to Tuesday, 3 July 2018 (both days inclusive). In order to be qualified for the Final Dividend (subject to approval of Shareholders), the holders of unregistered H Shares are required to submit the transfer documents to the H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 27 June 2018.
6. In case of joint Shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
7. Shareholders of the Company intending to attend the AGM in person or by their proxies should return the reply slip for attending the AGM by personal delivery or by post to the Company’s registered office and headquarters in the PRC (for holders of Domestic Shares) or the Company’s H Share Registrar, Tricor Investor Services Limited (for holders of H Shares) on or before Friday, 1 June 2018. The address of Tricor Investor Services Limited is Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
8. The AGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
9. A Shareholder or his proxy should produce proof of identity when attending the AGM.
10. The Company’s registered office and headquarters in the PRC is No. 7 Wastewater Treatment Plant, Kunming Dianchi National Tourist Resort, Yunnan Province, the PRC.

*As at the date of this notice, the Board comprises Ms. Guo Yumei and Mr. Luo Yun, as executive Directors; Mr. Zeng Feng and Ms. Song Hong, as non-executive Directors; and Mr. Wong Man Chung Francis, Mr. Yin Xiaobing and Mr. He Xifeng, as independent non-executive Directors.*