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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 2018 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to the announcement of Kunming Dianchi Water Treatment Co., Ltd. (the “**Company**”) dated 27 September 2018, in relation to the proposed nomination by the board of directors (the “**Board**”) of the Company of Mr. Sin Lik Man as the candidate for independent non-executive director of the first session of the Board of the Company.

NOTICE IS HEREBY GIVEN THAT the 2018 first extraordinary general meeting of the Company (the “**EGM**”) will be held at 2:30 p.m. on Friday, 16 November 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 People's Republic of China (the “**PRC**”), for the following purpose:

ORDINARY RESOLUTION

1. To elect Mr. Sin Lik Man as an independent non-executive director of the Company (for details, please refer to Appendix I to this notice)

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

Kunming, the PRC
2 October 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 EGM will be voted by poll. Results of the poll voting will be published on the Company's website at www.kmdcwt.com and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
2. Any Shareholder entitled to attend and vote at the EGM 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.
3. 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 EGM or any adjourned meeting thereof (for the purpose of the EGM, before 2:30 p.m. on Thursday, 15 November 2018). 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 EGM or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of holders of H Shares who are entitled to attend the EGM, the H Share register of members of the Company will be closed from Wednesday, 17 October 2018 to Friday, 16 November 2018 (both days inclusive). The holders of H Shares who wish to attend the EGM 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 Tuesday, 16 October 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 EGM.
5. 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.
6. Shareholders of the Company intending to attend the EGM in person or by their proxies should return the reply slip for attending the EGM 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, 26 October 2018. The address of Tricor Investor Services Limited is Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
7. The EGM 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.
8. A Shareholder or his proxy should produce proof of identity when attending the EGM.
9. 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.
10. All references to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, the Board comprises Ms. Guo Yumei and Mr. Luo Yun, as executive Directors; Ms. Ma Ce and Ms. Song Hong, as non-executive Directors; and Mr. Yin Xiaobing and Mr. He Xifeng, as independent non-executive Directors.

APPENDIX I EXPLANATION OF THE RESOLUTION TO ELECT MR. SIN LIK MAN (“MR. SIN”) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

The biography of Mr. Sin is as follows:

Mr. Sin Lik Man, aged 40. He currently serves as the chairman of the board of directors, an executive director, chief executive officer and authorized representative of New Provenance Everlasting Holdings Limited (The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) stock code: 2326). Mr. Sin served as the company secretary of West China Cement Limited (Stock Exchange stock code: 2233) from May 2010 to May 2012. He served as an independent non-executive director of Huili Resources (Group) Limited (Stock Exchange stock code: 1303) from December 2011 to September 2013. He was the general manager for investor relations of Integrated Waste Solutions Group Holdings Limited (formerly known as Fook Woo Group Holdings Limited) (Stock Exchange stock code: 923) from June 2012 to September 2013 and was appointed as the company secretary during the period from June 2013 to September 2013.

Mr. Sin obtained a bachelor’s degree in business administration with major in accounting from the Hong Kong University of Science and Technology. He obtained a master’s degree in accounting from the Curtin University of Technology, Australia. Mr. Sin is a certified public accountant and a fellow member of the Association of Chartered Certified Accountants of the United Kingdom and the Hong Kong Institute of Certified Public Accountants.

Upon the approval of the resolution on the appointment by the shareholders of the Company at the EGM, the appointment of Mr. Sin as an independent non-executive director of the Company will take effect officially. At that time, the Company will enter into a director service agreement with Mr. Sin and the term of office of Mr. Sin as a director will be from the date of consideration and approval of the above resolution at the EGM to the date when the election of the next session of the Board is completed. Mr. Sin is entitled to a remuneration of RMB220,000 per year (before tax) for serving as an independent non-executive director of the first session of the Board of the Company.

To the best of knowledge of the directors of the Company, save as disclosed above, Mr. Sin does not hold any directorships in any public companies the securities of which are listed on any market in Hong Kong or overseas in the last three years, nor does he have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. Apart from serving as an independent non-executive director of the Company, Mr. Sin does not hold any other positions in the Company or any other member companies of the group to which the Company belongs. As at the date of this notice, Mr. Sin does not hold any interest in the shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong).

Save as disclosed above, there is no information which needs to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange, nor are there any other matters in relation to Mr. Sin which need to be brought to the attention of the shareholders of the Company.

The Board now requests the EGM to consider and approve the resolution to elect Mr. Sin as an independent non-executive director of the Company.

The Board considers that the above resolution to be proposed at the EGM is in the interests of the Company and its shareholders as a whole. Therefore, it is recommended that you vote in favor of such resolution to be proposed at the EGM.