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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)**

## **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING, DISTRIBUTION OF 2021 INTERIM DIVIDEND AND CHANGE OF MEMBERS OF THE BOARD OF DIRECTORS AND ITS SPECIAL COMMITTEES**

### **POLL RESULTS OF THE EGM**

The Board hereby announces the poll results in respect of the resolutions proposed at the EGM held on Friday, 12 November 2021. The resolutions were duly passed.

### **DISTRIBUTION OF 2021 INTERIM DIVIDEND**

The interim dividend of the Company for the six months ended 30 June 2021 will be distributed on Wednesday, 29 December 2021.

### **CHANGE OF MEMBERS OF THE BOARD OF DIRECTORS AND ITS SPECIAL COMMITTEES**

The Board hereby announces that Mr. Ong King Keung has been elected as an independent non-executive Director of the Company with effect from the date of approval of his appointment at the EGM and that Mr. Johnson Wan, a former independent non-executive Director of the Company, ceased to hold the positions of an independent non-executive Director, the chairman of the remuneration and appraisal committee and members of the audit committee and the nomination committee of the Company upon the appointment of Mr. Ong King Keung becoming effective.

Mr. Ong King Keung was appointed by the Board as the chairman of the remuneration and appraisal committee and members of the audit committee and the nomination committee of the Company with effect from 12 November 2021.

References are made to the notice of the extraordinary general meeting (the “**EGM**”) (the “**Notice**”) of Kunming Dianchi Water Treatment Co., Ltd. (the “**Company**”) and the circular of the EGM (the “**Circular**”) dated 27 October 2021. Unless otherwise defined in this announcement, the capitalized terms used in this announcement shall have the same meanings as those defined in the Notice and the Circular.

## **I. POLL RESULTS OF THE EGM**

The board of Directors of the Company (the “**Board**”) is pleased to announce that the EGM was convened at the Company’s meeting room on the 1st floor at the Wastewater Treatment Plant No.7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC at 2:30 p.m. on Friday, 12 November 2021 and the resolutions set out below were duly passed by way of poll. The EGM was convened by the Board and chaired by Mr. Zeng Feng, the chairperson and an executive Director of the Company. The EGM has been held in accordance with the requirements of the Company Law of the PRC and the Articles of Association.

As at the date of the EGM, the total number of issued Shares of the Company (the “**Share(s)**”) is 1,029,111,000 Shares, including 689,088,000 Domestic Shares and 340,023,000 H Shares, representing 100% of the total issued share capital of the Company, all of which entitle the holders to attend and vote for or against the resolutions put forward at the EGM (the “**EGM Resolutions**”) based on their shareholdings.

In view of the interests of Kunming Dianchi Investment Co., Ltd. (“**Kunming Dianchi Investment**”), the controlling shareholder of the Company, in the continuing connected transaction under the New Framework Agreement, Kunming Dianchi Investment, which in aggregate is interested in approximately 64.16% of the total issued share capital of the Company as at the date of this announcement, and its associates have abstained from voting on resolution numbered 3. Save as disclosed in this announcement, none of the Shares entitles the holders to attend and abstain from voting in favour of any EGM Resolutions, nor has any party stated in the Circular that it will vote against or abstain from voting on any EGM Resolutions, nor is any Shareholder required to abstain from voting on any EGM Resolutions.

A total of 900,847,000 voting Shares, representing approximately 87.54% of the total number of issued Shares, were held by Shareholders or Shareholders’ proxies attending the EGM. All the EGM Resolutions were voted on by poll. Tricor Investor Services Limited, the Company’s H Share Registrar in Hong Kong, was appointed as the scrutineer of the EGM for the purpose of vote-taking of the poll at the EGM.

The poll results in respect of the EGM Resolutions are as follows:

ORDINARY RESOLUTIONS	Votes (%)		Attending and Voting Number of Shares
	For	Against	
1 To consider and approve the 2021 interim profit distribution plan of the Company.	900,847,000 (100.00%)	0 (0.00%)	900,847,000
2 To consider and approve the appointment of Mr. Ong King Keung as independent non-executive Director of the Company.	900,847,000 (100.00%)	0 (0.00%)	900,847,000
3 To consider and approve the New Framework Agreement and the continuing connected transaction (including the proposed annual caps) thereunder:  (i) to approve, ratify and confirm the New Framework Agreement and the continuing connected transaction thereunder (including the corresponding proposed annual caps); and  (ii) to authorize any executive Director to sign, execute, perfect and deliver all such documents (including the New Framework Agreement) and do all such measures, acts, matters and things as he or she may in his or her sole and absolute discretion consider necessary or desirable for the purpose of the implementation of each transaction under the New Framework Agreement, the proposed annual caps and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to the New Framework Agreement which in his or her opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.	240,580,107 (100.00%)	0 (0.00%)	240,580,107

Details of all the resolutions are set out in the Circular and the Notice.

As more than half of the voting rights held by the Shareholders/proxies of the Shareholders attending at the EGM were cast in favour of the ordinary resolutions above, such resolutions were duly passed.

## II. DESCRIPTION OF DISTRIBUTION OF 2021 INTERIM DIVIDEND

At the EGM, the Company's 2021 interim profit distribution plan was duly approved by the Shareholders. The full text of the relevant resolutions has been set out in the Circular. The Board hereby also makes the following descriptions in relation to the distribution of the 2021 interim dividend:

The Company will distribute an interim dividend for the six months ended 30 June 2021 (the "**Interim Dividend**") of RMB0.05 (inclusive of tax) per Share in cash, totaling RMB51,455,550.00 (inclusive of tax). The Interim Dividend will be paid on Wednesday, 29 December 2021 to Shareholders whose names appear on the register of members of the Company on Tuesday, 23 November 2021 (the "**Record Date**").

In accordance with the Articles of Association, dividends will be denominated and declared in RMB. The dividend will be paid in RMB to holders of Domestic Shares and in HKD to holders of H Shares. The actual amount of the H Share dividends payable in HKD is calculated based on the average exchange rate of RMB to HKD (i.e. RMB0.82168 to HK\$1) as announced by the People's Bank of China within one week preceding the date of the EGM, i.e. being a cash dividend of HK\$0.060851 per Share (inclusive of tax). For the purpose of ascertaining the list of holders of H Shares who are entitled to receive the Interim Dividend, the H Share register of members of the Company will be closed from Thursday, 18 November 2021 to Tuesday, 23 November 2021, both days inclusive, for the purpose of registering transfers of H Shares. In order to be qualified for the Interim Dividend, transfer documents of the holders of unregistered H Shares must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 17 November 2021.

The Company has appointed Bank of Communications Trustee Limited as the receiving agent in Hong Kong (the "**Receiving Agent**") which will receive the dividends declared from the Company on behalf of the holders of H Shares. Such dividends will be paid by the Receiving Agent and the dividend cheques will be sent by ordinary mail by the Company's H Share Registrar, Tricor Investor Services Limited, to the holders of H Shares entitled to receive the dividends at their own risk on Wednesday, 29 December 2021.

### III. WITHHOLDING AND PAYMENT OF INCOME TAX ON DIVIDENDS

#### i. Enterprise Income Tax Payable by Non-resident Enterprise Shareholders

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 2021 Interim Dividend to non-resident enterprise Shareholders whose names appear on the H Share register of members of the Company as at the Record Date, it is required to withhold 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.

#### ii. Individual Income Tax Payable by Non-resident Individual Shareholders

According to regulations of the State Administration of Taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual holders of H Shares are residents of Hong Kong or Macau or other 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 make applications on their behalf 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 as at the Record Date (the “**Registered Address**”). If the resident status of any individual holders of H Shares is not in consistency 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, 17 November 2021, and provide relevant supporting documents to the Company’s H Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

The Shareholders are advised to read the above information carefully, and if anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders. In addition, the Company will withhold the enterprise income tax and the individual income tax in strict compliance with the relevant laws or regulations and the registered information on the H Share register of members of the Company as at the Record Date. The Company will not entertain, or take any responsibilities for, any requests or claims in relation to any delay or inaccuracies in ascertaining the identity of the Shareholders or any disputes over the mechanism of withholding of the enterprise income tax and the individual income tax.

#### **IV. CHANGE OF MEMBERS OF THE BOARD OF DIRECTORS AND ITS SPECIAL COMMITTEES**

At the EGM, Mr. Ong King Keung was appointed as an independent non-executive Director of the first session of the Board. Mr. Ong King Keung will hold office from the conclusion of the EGM with immediate effect (i.e. 12 November 2021) to the day when the election of the next session of the Board is completed. Details of his biography and determination of remuneration are set out in the announcement of the Company dated 28 September 2021 and the Circular. As at the date of this announcement, there is no change in such information.

Mr. Ong King Keung was appointed by the Board as the chairman of the remuneration and appraisal committee and members of the audit committee and the nomination committee with effect from 12 November 2021.

By Order of the Board  
**Kunming Dianchi Water Treatment Co., Ltd.**  
**Zeng Feng**  
*Chairperson and executive Director*

Kunming, the PRC, 12 November 2021

*As of the date of this announcement, the Board comprises Mr. Zeng Feng, Mr. Chen Changyong and Mr. Luo Yun, as executive Directors; Ms. Song Hong, Ms. Ren Na and Ms. Yu Yanbo, as non-executive Directors; and Mr. Yin Xiaobing, Ms. Zheng Dongyu and Mr. Ong King Keung, as independent non-executive Directors.*