



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)

**Proxy Form for Annual General Meeting**

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of address \_\_\_\_\_

am/are the holder of \_\_\_\_\_ Domestic Shares/ H Shares of Yunnan Water Investment Co., Limited\* (雲南水務投資股份有限公司) (the "Company") <sup>(Note 2)</sup>, hereby appoint **the chairman of the annual general meeting** <sup>(Note 3)</sup>

or \_\_\_\_\_ of (address) \_\_\_\_\_

as my/our proxy to attend the annual general meeting (the "AGM") to be held at 10:00 a.m. on Tuesday, 13 June 2017 at Conference Room 1503, 15th Floor, Block A, He Cheng International, 1088 Haiyuan Zhong Road, Gaoxin District, Kunming, Yunnan Province, the PRC or any of its adjourned meeting on my/our behalf, and to vote on the following resolutions as set out in the Notice of AGM as hereunder indicated, or if no instruction is given, my/our proxy may vote at his/her own discretion. Unless the context otherwise requires, capitalized terms used in this form shall have the same meanings as defined in the circular dated 28 April 2017.

	<b>Ordinary Resolutions</b> <sup>(Note 4)</sup>	<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>	<b>Abstain</b> <sup>(Note 5)</sup>
1.	To consider and approve the Report of the Board for the year ended 31 December 2016.			
2.	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2016.			
3.	To consider and approve the Auditors' Report and the audited financial statements of the Company for the year ended 31 December 2016.			
4.	To consider and approve the final financial accounts for the year ended 31 December 2016 and the financial budget for the year ending 31 December 2017.			
5.	To consider and approve the profit distribution plan and final dividend distribution plan of the Company for the year ended 31 December 2016, and authorize the Board to distribute final dividend to the Shareholders.			
6.	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the PRC auditors and PricewaterhouseCoopers as the international auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.			
	<b>Special Resolutions</b> <sup>(Note 4)</sup>	<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>	<b>Abstain</b> <sup>(Note 5)</sup>
7.	To consider and approve granting the Board the General Mandate to allot, issue and deal in additional Domestic Shares and H Shares, and authorize the Board to make corresponding amendments to the Articles of Association as it thinks fit to reflect the new capital structure after allotment or issue of Shares.			

8.	<p>To consider and approve granting the Debt Financing Instrument General Mandate for registration and the issuance of the Corporate Onshore and Offshore Debt Financing Instruments to the Board and the Authorized Committee:</p> <p>8.1 Issuing entity, size and method of issuance;</p> <p>8.2 Types of debt financing instruments;</p> <p>8.3 Term of debt financing instruments;</p> <p>8.4 Interest rate of debt financing instruments;</p> <p>8.5 Guarantee and other arrangements;</p> <p>8.6 Use of proceeds;</p> <p>8.7 Issue price;</p> <p>8.8 Targets of issuance;</p> <p>8.9 Listing of debt financing instruments;</p> <p>8.10 Safeguard measures for repayment of debt financing instruments;</p> <p>8.11 Validity period of resolutions; and</p> <p>8.12 Authorization for the registration and issuance of Corporate Onshore and Offshore Debt Financing Instruments.</p>			
9.	<p>To consider and approve the provision of guarantees by the Group.</p>			

For the full text of the above resolutions, please refer to the Notice of AGM.

Date: \_\_\_\_\_ (day) \_\_\_\_\_ (month) 2017      Signature <sup>(Note 6)</sup>: \_\_\_\_\_

Note:

1. Please fill in your full name and address as shown on the register of members of the Company in **capital letters**.
2. Please fill in the number of shares registered under your name in respect of this proxy form. If the number of shares is not filled, then the proxy form will be deemed to be related to all the Shares registered under your name.
3. If a person other than the chairman of the AGM is intended to be appointed as a proxy, please strike off the words “**the chairman of the annual general meeting** or” and fill in the name and address of the person whom you intend to appoint in the blank space. A Shareholder who is eligible to attend and vote shall be entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf, such proxy needs not be a Shareholder. Any one of the joint Shareholders may sign the proxy form. If more than one of the joint Shareholders attend the meeting in person or by proxy, the vote cast by the most senior joint Shareholder, whether in person or by proxy, shall be accepted as the sole vote cast on behalf of the remaining joint Shareholders. For this purpose, the order of seniority shall be determined by the listing order of the names of the joint Shareholders appearing in the register of members of the Company.
4. Ordinary resolutions must be passed by more than half of the Shareholders (including proxies) who are holders (including proxies) of Shares with voting power and attending the AGM. Special resolutions must be passed by more than two-thirds of the Shareholders (including proxies) who are holders (including proxies) of Shares with voting power and attending the AGM.
5. If you wish to vote for any resolution, please add a “√” in the box denoted as “**For**”; if you wish to vote against any resolution, please add a “√” in the box denoted as “**Against**”; if you wish to abstain from voting on any resolution, please add a “√” in the box denoted as “**Abstain**”. The abstention votes or abstention from voting will not be counted in the voting result when the votes of that item is counted by the Company. If no instruction is given, the proxy may vote at his/her own discretion. Any amendment to each of the items on this proxy form shall be signed by the signatory to confirm.
6. 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(s) 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.
7. The proxy form together with the power of attorney or other authorization documents, if any, or such notarized power of attorney or authorization documents must be delivered to the Company’s H Share registrar in Hong Kong, Tricor Investor Services Limited located at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H Shares), or the secretariat of the Board located at 16th Floor, Block A, He Cheng International, 1088 Haiyuan Zhong Road, Gaoxin District, Kunming, Yunnan Province, the PRC (for holders of Domestic Shares) not later than 24 hours before the time appointed for the holding of the AGM or any adjourned meeting.
8. The proxy who attend the AGM on behalf of a Shareholder shall produce his/her own identity documents and the proxy signed by the appointor or legal representative of the appointer, and the proxy shall be dated to indicate of date of issuance. If the legal representative of a legal entity which is a Shareholder is appointed to attend the meeting, the legal representative shall produce his/her personal identity certification and a notarized certified copy of the resolution of the board of directors or other institution of authority of the legal entity appointing the legal representative or other certified true copies permitted by the Company.
9. After completion and return of the proxy form, you may still attend and vote at the AGM or any adjournment thereof in person if you so wish.

\* For identification purposes only.