



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)

PROXY FORM FOR USE AT THE 2018 ANNUAL GENERAL MEETING

The number of shares to which this proxy form relates (Note 2)

I/We (Note 1) _____

of _____

being the registered holder(s) _____ of domestic shares/ _____ H shares (Note 2) in **Kunming**

Dianchi Water Treatment Co., Ltd. (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING or _____

of _____ (Note 3)

as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the 2018 annual general meeting of the Company (the "AGM") to be held at the meeting room of the Company on the 1st floor at the Wastewater Treatment Plant No.7, Kunming Dianchi Tourist Resort, Yunnan Province, the People's Republic of China (the "PRC") at 2:30 p.m. on Friday, 21 June 2019 or at any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy (ies) thinks fit.

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
1.	To consider and approve the Report of the Board of Directors of the Company (the "Board") for 2018.		
2.	To consider and approve the Report of the Board of Supervisors of the Company for 2018.		
3.	To consider and approve the final accounts of the Company for 2018.		
4.	To consider and approve the audited financial statements of the Company and the independent auditors' report for the year ended 31 December 2018.		
5.	To consider and approve the profit distribution plan of the Company for 2018.		
6.	To consider and approve the financial budget plan of the Company for 2019.		
7.	To consider and approve the authorization to the Board to determine the domestic and international auditors of the Company for the year 2019 and their remunerations.		
8.	To consider and approve the amendments to the Implementation Rules for Audit Committee of the Board.		
9.	To consider and approve the election of Ms. Zhao Zhu as a non-executive Director of the Company.		
10.	To consider and approve the New Framework Agreement and the continuing connected transaction thereunder ^{Note:}		
	(a) to approve, ratify and confirm the New Framework Agreement and the continuing connected transaction thereunder (including the corresponding proposed annual caps); and		
	(b) 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.		
SPECIAL RESOLUTION		For (Note 4)	Against (Note 4)
11.	To consider and approve the granting of 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.		

Note: Please refer to the Company's announcement dated 30 April 2019 on the continuing connected transaction under the Entrusted Operation and Management Framework Agreement (the "New Framework Agreement") entered into by the Company and Kunming Dianchi Investment Co., Ltd..

Date: _____

Signature(s) (Notes 5, 6 & 7): _____

Notes:

1. Please insert the full name(s) and address(es) (as shown in the register of the members) in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
2. Please delete as appropriate and insert the number of shares in the Company registered in your name(s) and to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s) (whether alone or jointly with others).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A “✓” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A “✓” IN THE BOX MARKED “AGAINST”.** If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised. In case of joint registered holders of any shares, this proxy form may be signed by any one joint registered holders, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.
6. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at (i) the Company’s H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holder of H shares) or (ii) the Company’s registered office and headquarter in the PRC business (for holders of domestic shares) not later than 24 hours before the time of the AGM (i.e., before 2: 30 p.m. on Thursday, 20 June 2019) or any adjournment thereof.
7. Completion and return of this proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.