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**Luzhou Xinglu Water (Group) Co., Ltd.\***

**瀘州市興瀘水務(集團)股份有限公司**

(於中華人民共和國註冊成立的股份有限公司)

(股份代號：2281)

## **NOTICE OF 2018 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Luzhou Xinglu Water (Group) Co., Ltd.\* (the “**Company**”) will be held at 9:30 a.m. on Friday, 14 June 2019 at the meeting room of 6th Floor, 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the People’s Republic of China (the “**PRC**”) to consider and, if thought fit, approve the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2018;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018;
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2018;
4. To consider and approve the annual report of the Company for the year ended 31 December 2018;
5. To consider and approve the dividend distribution plan of the Company for the year ended 31 December 2018;
6. To consider and approve the investment plan of the Company for the year ending 31 December 2019;
7. To consider and approve the annual financial budget plan of the Company for the year ending 31 December 2019;

8. To consider and approve the appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2019 to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration; and

### **SPECIAL RESOLUTION**

9. To consider and approve the adoption of the rules of procedures for the general meetings, rules of procedures for the Board meetings and rules of procedures for the supervisory committee meetings.

By order of the Board  
**Luzhou Xinglu Water (Group) Co., Ltd.\***  
**Zhang Qi**  
*Chairman*

Luzhou, Sichuan Province, the PRC  
26 April 2019

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), voting on all resolutions at a general meeting shall be by way of poll. The poll results of the AGM will be published on the websites of the Stock Exchange and the Company in accordance with the requirements of the Listing Rules.
2. For the purpose of ascertaining eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 15 May 2019 to Friday, 14 June 2019 (both dates inclusive) during which registration for transfer of shares will be suspended. Holders of H shares of the Company who intend to attend and vote at the AGM shall deliver all transfer forms together with the relevant share certificates to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Tuesday, 14 May 2019.
3. Any shareholder of the Company (the “**Shareholder**”) who is entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder. If the Shareholder appoints more than one proxy, his/her proxies may only vote by poll.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her 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 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.

5. The form of proxy together with the power of attorney or other authorization documents, if any, must be delivered to the office of the Board located at the registered office of the Company in the PRC (for holders of domestic shares of the Company) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares of the Company) not later than 24 hours before the time appointed for the holding of the AGM (i.e. not later than 9:30 a.m. on Thursday, 13 June 2019) or any adjourned meeting thereof (as the case may be) in order to be effective.
6. Any Shareholder who wishes to attend the AGM in person or by proxy is required to complete and return the reply slip to the office of the Board located at the registered office of the Company in the PRC (for holders of domestic shares of the Company) or to the Company's H share registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares of the Company), by hand or by post, on or before Saturday, 25 May 2019.
7. The H share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited and its address and contact information are as follows:

Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong

Tel: (+852) 2862 8686  
Fax: (+852) 3186 2419

8. The address and contact information of the office of the Board located at the registered office of the Company in the PRC are as follows:

16 Baizi Road  
Jiangyang District, Luzhou  
Sichuan Province  
PRC

Contact person: Zhang Hailiang (張海良)  
Tel: +86 (830) 319 4768  
Fax: +86 (830) 258 0239

9. Pursuant to the articles of association of the Company, for joint registered Shareholders consisting of two or more persons, only the Shareholder whose name appears first on the register of members of the Company is entitled to receive this notice, attend the AGM and exercise the entire voting rights conferred by the relevant shares of the Company, and this notice shall be deemed to have served all such joint registered Shareholders.
10. The AGM is expected to last for no more than half a day. Shareholders who attend the AGM in person or their proxies shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies who attend the AGM must produce their identity documents for identification.

*As at the date of this notice, the Board comprises of (i) three executive directors, namely Mr. Zhang Qi, Mr. Liao Xingyue and Mr. Wang Junhua; (ii) three non-executive directors, namely Mr. Chen Bing, Ms. Xu Yan and Mr. Xie Xin; and (iii) three independent non-executive directors, namely Mr. Gu Ming'an, Mr. Lin Bing and Mr. Cheng Hok Kai, Frederick.*

*\* For identification purposes only*