
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kunming Dianchi Water Treatment Co., Ltd., you should at once hand this circular and the proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED REMOVAL OF MR. LUO YUN AS EXECUTIVE DIRECTOR;**
- (2) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR; AND**
- (3) 2023 FIRST EXTRAORDINARY GENERAL MEETING**

The EGM will be held at 2:30 p.m. on Thursday, 6 April 2023 at the meeting room of the Company on the 1st floor at Wastewater Treatment Plant No. 7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC. Notice of the EGM is set out on pages 7 to 8 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Tricor Investor Services Limited and for holders of Domestic Shares, the proxy form should be returned to the Company's registered office and headquarters in the PRC by personal delivery or by post not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:30 p.m. on Wednesday, 5 April 2023) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING	7

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Kunming Dianchi Water Treatment Co., Ltd. (昆明滇池水務股份有限公司), a joint stock company established in the PRC with limited liability on 23 December 2010, and its H Shares are listed on the Stock Exchange (stock code: 3768)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary shares in the Company’s capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“EGM”	the 2023 first extraordinary general meeting of the Company to be held at 2:30 p.m. on Thursday, 6 April 2023 at the meeting room of the Company on the 1st floor at Wastewater Treatment Plant No. 7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 March 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing”	the listing of the H Shares of the Company on the Stock Exchange on 6 April 2017
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules
“Supervisor(s)”	supervisors of the Company

LETTER FROM THE BOARD



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)

Board of Directors:

Executive Directors:

Mr. Zeng Feng (*Chairperson*)
Mr. Chen Changyong (*General Manager*)
Mr. Luo Yun

Non-executive Directors:

Ms. Song Hong
Ms. Ren Na
Mr. Zhang Yang

Independent non-executive Directors:

Ms. Wang Dongfang
Ms. Zheng Dongyu
Mr. Ong King Keung

Registered office and headquarters in the PRC:

Wastewater Treatment Plant No. 7
Kunming Dianchi Tourist Resort
Yunnan Province
PRC

Principal place of business in Hong Kong:

Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

21 March 2023

To the Shareholders

Dear Sirs and Madams,

(1) PROPOSED REMOVAL OF MR. LUO YUN AS EXECUTIVE DIRECTOR; (2) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR; AND (3) 2023 FIRST EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

On behalf of the Board, I invite you to attend the EGM to be held at 2:30 p.m. on Thursday, 6 April 2023 at the meeting room of the Company on the 1st floor at Wastewater Treatment Plant No. 7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC.

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

LETTER FROM THE BOARD

2. BUSINESSES TO BE CONSIDERED AT THE EGM

The businesses to be considered at the EGM are described in more detail in the notice of the EGM as set out on pages 7 to 8 of this circular.

Resolutions to be proposed at the EGM and proposed to be passed as ordinary resolutions include:

- (a) to consider and approve the removal of Mr. Luo Yun as an executive Director; and
- (b) to consider and approve the appointment of Mr. Zhou Jianbo as a non-executive Director.

In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make an informed decision in the circumstance where sufficient and necessary information is available, we have provided detailed information in this circular.

3. TO CONSIDER AND APPROVE THE REMOVAL OF MR. LUO YUN AS AN EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 7 February 2023 in relation to Mr. Luo Yun (“**Mr. Luo**”), an executive Director, having been subject to investigation by the Kunming Disciplinary Inspection Committee of the Communist Party of China and the Kunming Supervisory Committee for suspected serious breach of disciplines and laws, and that the Board considers that Mr. Luo is unable to perform his duties as an executive Director. On 7 February 2023, the Board resolved to propose the removal of Mr. Luo as an executive Director. In accordance with the Articles of Association, the proposed removal of Mr. Luo as an executive Director shall be subject to consideration and approval by the Shareholders at the EGM by way of ordinary resolution.

4. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ZHOU JIANBO AS A NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 7 March 2023 in relation to the resignation of Ms. Ren Na (“**Ms. Ren**”) as a non-executive Director and the proposed appointment of Mr. Zhou Jianbo (“**Mr. Zhou**”) as a non-executive Director.

Due to work re-arrangement, Ms. Ren, a non-executive Director, tendered her resignation as a non-executive Director to the Board on 7 March 2023. Her resignation will take effect on the day when the replacement non-executive Director is elected and appointed at the EGM.

LETTER FROM THE BOARD

As considered and approved by the Company at the 162nd meeting of the first session of the Board held on 7 March 2023, appointment of Mr. Zhou was proposed to serve as a non-executive Director of the first session of the Board, and a resolution in relation to the proposed appointment of Mr. Zhou as a non-executive Director will be submitted at the EGM for consideration and approval by the Shareholders. The aforementioned proposed appointment will be subject to approval by the Shareholders at the EGM by way of ordinary resolution.

Biographical details of Mr. Zhou are as follows:

Zhou Jianbo, aged 36, holds a bachelor's degree in management and is a certified public accountant and senior accountant in the PRC. He graduated from Yunnan University of Finance and Economics (雲南財經大學) in July 2010 majoring in accounting (certified public accountant).

Mr. Zhou worked at Yunnan Tiancheng Accounting Firm Co., Ltd.* (雲南天成會計師事務所有限公司) from July 2010 to September 2011 and was responsible for audit work; served as the project manager of BDO China Shu Lun Pan Certified Public Accountants LLP, Yunnan* (立信會計師事務所(特殊普通合伙)雲南分所) from September 2011 to June 2014; worked at Yunnan Petrochemical Gas Co. Ltd.* (雲南石化燃氣有限公司) from June 2014 to March 2017 and was responsible for financial management; and has worked at Yunnan Investment Holding Group Co., Ltd.* (雲南省投資控股集團有限公司) since March 2017 and is responsible for risk management and control and financial management. Mr. Zhou has also served as a director of Yunnan Medical Investment Management Group Co., Ltd.* (雲南省醫療投資管理集團有限公司) and Yunnan Yunjing Forestry and Pulp Co., Ltd.* (雲南雲景林紙股份有限公司) since November 2022 and February 2023, respectively.

The appointment of Mr. Zhou as a non-executive Director will become effective after the resolution of his appointment is approved at the EGM. Thereafter, the Company will enter into a director service agreement with Mr. Zhou for a term commencing from the day when the aforementioned resolution is considered and approved at the EGM till the day when the election of the next session of the Board is completed. Mr. Zhou will not receive any remuneration from the Company during his tenure as a non-executive Director.

To the best knowledge of the Board, save as disclosed above and as at the Latest Practicable Date: (1) Mr. Zhou did not hold any directorship in public companies whose securities are listed in Hong Kong or any overseas securities markets in the past three years; (2) Mr. Zhou is not connected to any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; (3) before Mr. Zhou's appointment as a non-executive Director comes into effect, he does not hold any other positions in the Company or any other member companies of the Group; and (4) Mr. Zhou does not have any interests in the shares of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance of Hong Kong). Save as disclosed above, there is no other information that needs to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters in relation to Mr. Zhou that need to be brought to the attention of the Shareholders.

* For identification purpose only.

LETTER FROM THE BOARD

5. THE EGM

The proxy form of the EGM is enclosed herewith.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Tricor Investor Services Limited and for holders of Domestic Shares, the proxy form should be returned to the Company's registered office and headquarters in the PRC by personal delivery or by post not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:30 p.m. on Wednesday, 5 April 2023) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

6. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM.

7. RECOMMENDATIONS

The Board considers that the resolutions proposed at the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed resolutions at the EGM.

Yours faithfully,
Zeng Feng
Chairperson

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING



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 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 first extraordinary general meeting (the “EGM”) of Kunming Dianchi Water Treatment Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Thursday, 6 April 2023 at the meeting room of the Company on the 1st floor at Wastewater Treatment Plant No.7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC, for the following purpose:

ORDINARY RESOLUTIONS

1. To consider and approve the removal of Mr. Luo Yun as an executive Director of the Company; and
2. To consider and approve the appointment of Mr. Zhou Jianbo as a non-executive Director of the Company.

By order of the Board
Kunming Dianchi Water Treatment Co., Ltd.
Zeng Feng
Chairperson

Kunming, the PRC
21 March 2023

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

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 (i.e. before 2:30 p.m. on Wednesday, 5 April 2023) or any adjourned meeting thereof. Tricor Investor Services Limited is located at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Friday, 17 March 2023 to Thursday, 6 April 2023 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 16 March 2023 for registration. Holders of H Shares who are registered with Tricor Investor Services Limited on or before the above 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. 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.
7. A Shareholder or his proxy should produce proof of identity when attending the EGM.
8. 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.
9. All references to dates and time in this notice are to Hong Kong dates and time.

As of the date of this notice, the Board comprises Mr. Zeng Feng, Mr. Chen Changyong and Mr. Luo Yun, as executive Directors; Ms. Song Hong, Ms. Ren Na and Mr. Zhang Yang, as non-executive Directors; and Ms. Wang Dongfang, Ms. Zheng Dongyu and Mr. Ong King Keung, as independent non-executive Directors.