
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your Shares in Yunnan Water Investment Co., Limited*, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, licensed stockbroker or registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 7 JUNE 2024: (1) ADDITIONAL ORDINARY RESOLUTION; AND (2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This Supplemental Circular shall be read in conjunction with the Original Circular of the Company dated 7 June 2024. The Annual General Meeting of the Company is to be held as originally scheduled at 10:00 a.m. on Friday, 28 June 2024 at Conference Room 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC. The Supplemental AGM Notice dated 13 June 2024 is set out on pages 6 to 7 of this Supplemental Circular and the Revised Proxy Form which contains the additional ordinary resolution to be proposed at the AGM is also enclosed herewith.

The additional resolution will be proposed at the AGM, particulars of which are set out in this supplemental circular. The Revised Proxy Form for use at the AGM is enclosed and is also published on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the website of the Company (www.yunnanwater.com.cn). The Original Proxy Form attached to the Original Circular is superseded by the Revised Proxy Form enclosed herewith. If you wish to appoint a proxy to attend the AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon. The Revised Proxy Form for holders of H Shares should be returned to Tricor Investor Services Limited by no later than 24 hours before the time appointed for convening the Annual General Meeting or any adjourned meeting thereof. Completion and return of the revised proxy form will not preclude you from attending and voting at the Annual General Meeting, or any adjourned meeting, in person if you so wish.

* For identification purposes only

13 June 2024

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 28 June 2024 at Conference Room 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC
“Articles of Association”	the articles of association of the Company
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	Yunnan Water Investment Co., Limited* (雲南水務投資股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Stock Exchange (stock code: 6839)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	the ordinary shares in issue in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed in RMB or credited as fully paid
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Original AGM Notice”	the notice of the AGM dated 7 June 2024
“Original Circular”	the circular of the Company dated 7 June 2024
“Original Proxy Form”	the form of proxy for the AGM accompanying the Original Circular
“PRC”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Revised Proxy Form”	the form of proxy for the AGM accompanying the Supplemental Circular
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	Domestic Shares and/or H Shares
“Shareholders”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental AGM Notice”	the supplemental notice convening the AGM, as set out on pages 6 to 7 of this Supplemental Circular
“Supplemental Circular”	this supplemental circular of the Company

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zheng Guangfeng (*Vice-Chairman*)
Mr. Liu Hui
Mr. Zhou Zhimi

Non-executive Directors:

Mr. Mei Wei (*Chairman*)
Mr. Dai Richeng
Mr. Chen Yong

Independent Non-executive Directors:

Mr. Liu Shuen Kong
Mr. Zhong Wei
Mr. Zhou Beihai

**Registered office and principal place
of business in the PRC:**

Yunnan Water
2089 Haiyuan Bei Road
Gaoxin District
Kunming, Yunnan Province
the PRC

Principal place of business in Hong Kong:

Suites 3110-11,
31/F, Tower 1, The Gateway, Harbour City
21 Canton Road, Tsim Sha Tsui, Kowloon
Hong Kong

13 June 2024

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO
SHAREHOLDERS DATED 7 JUNE 2024:
(1) ADDITIONAL ORDINARY RESOLUTION; AND
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This Supplemental Circular should be read in conjunction with the Original Circular which contains, among other things, matters to be transacted at the AGM. The purpose of this Supplemental Circular is to provide you with the information of the additional resolution to be proposed at the AGM regarding the consideration and approval of the auditors' report and the audited financial statements of the Company for the year ended 31 December 2023 and to provide Shareholders with the Supplemental AGM Notice and the Revised Proxy Form.

* For identification purposes only

LETTER FROM THE BOARD

2. ADDITIONAL ORDINARY RESOLUTION

Since the Original AGM Notice does not contain the proposed ordinary resolution in relation to the consideration and approval of the auditors' report and the audited financial statements of the Company for the year ended 31 December 2023, an ordinary resolution in this regard is added to the resolutions set out in the Original AGM Notice.

3. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

The Supplemental AGM Notice has been set out on pages 6 to 7 of this Supplemental Circular, and the Revised Proxy Form is enclosed with this Supplemental Circular. The Supplemental AGM Notice and the Revised Proxy Form are also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (www.yunnanwater.com.cn).

The Revised Proxy Form for holders of H Shares should be returned to the Company's H Share registrar, Tricor Investor Services Limited, in any event served in hand or by post not less than 24 hours before the time appointed for convening the AGM (the "Closing Time") or any adjourned meeting thereof.

If you have appointed or intend to appoint proxies to attend the AGM, you are requested to pay particular attention to the special arrangements set out herein.

- (1) If you have not lodged the Original Proxy Form with the Company's H Share Registrar and you intend to appoint proxies to attend the AGM, you shall note that:

You should lodge the Revised Proxy Form with the Company's H Share Registrar instead of the Original Proxy Form.

- (2) If you have already lodged the Original Proxy Form with the Company's H Share Registrar, you shall note that:
 - (a) If no Revised Proxy Form is lodged with the Company's H Share Registrar prior to the Closing Time or the Revised Proxy Form is not correctly completed, the Original Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the AGM and the additional resolution as set out in the Supplemental AGM Notice and in the Revised Proxy Form, other than those referred to in the Original AGM Notice and the Original Proxy Form.

LETTER FROM THE BOARD

- (b) If the Revised Proxy Form is lodged with the Company's H Share Registrar prior to the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by you if correctly completed. The Revised Proxy Form will be treated as a valid proxy form lodged by you.

- (c) If the Revised Proxy Form is lodged with the Company's H Share Registrar after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, you are advised not to lodge the Revised Proxy Form after the Closing Time. If you wish to vote at the AGM, you will have to attend in person and vote at the AGM yourself.

You are reminded that completion and delivery of the Original Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof, and in such event, such form of proxy shall be deemed to be revoked.

4. RECOMMENDATION

The Board is of the view that the additional ordinary resolution to be proposed at the AGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the additional ordinary resolution to be proposed at the AGM.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, voting by any Shareholders at a general meeting shall be by way of poll, except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the general meeting shall require each of the resolutions proposed at the AGM to be voted by way of poll according to the Articles of Association.

During voting by way of poll, each Shareholder who attends in person or by proxy (or if the Shareholder is a company, then its officially authorized representative) may have one vote for each Share recorded under his/her/its name as set out in the register of members of the Company. The Company will announce the poll results after the AGM in the manner as stipulated under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

This Supplemental Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Supplemental Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplemental Circular misleading.

By order of the Board
Yunnan Water Investment Co., Limited*
Mei Wei
Chairman

Kunming, the PRC

** For identification purposes only*

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting of Yunnan Water Investment Co., Limited (the “**Company**”) dated 7 June 2024 (the “**Original AGM Notice**”) which sets out the resolutions to be considered by shareholders at the annual general meeting to be held at 10:00 a.m. on Friday, 28 June 2024 at Conference Room 5th Floor, Yunnan Water, 2089 Haiyuan Bei Road, Gaoxin District, Kunming, Yunnan Province, the PRC (the “**AGM**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following ordinary resolution in addition to the resolutions set out in the Original AGM Notice:

ORDINARY RESOLUTION

3. To consider and approve the auditors’ report and the audited financial statements of the Company for the year ended 31 December 2023.

The ordinary resolutions numbered 3, 4 and 5 set out in the Original AGM Notice shall be re-numbered and referred to as ordinary resolutions numbered 4, 5 and 6, and the special resolution numbered 6 set out in the Original AGM Notice shall be re-numbered and referred to as special resolution numbered 7.

By order of the Board
Yunnan Water Investment Co., Limited*
Mei Wei
Chairman

Kunming, PRC, 13 June 2024

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A revised form of proxy is enclosed with this notice. Whether or not you are able to attend the AGM, you are requested to complete the accompanying revised form of proxy in accordance with the instructions printed thereon and return the same to the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude the shareholders of the Company from attending and voting in person at the AGM or any adjournment thereof.
- (2) Please refer to the Original AGM Notice for details in respect of the eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters.
- (3) Please refer to the notice of attendance of the AGM of the Company in respect of the timing and address for attending the AGM and other relevant matters.

As at the date of this announcement, the executive Directors of the Company are Mr. Zheng Guangfeng (Vice-Chairman), Mr. Liu Hui and Mr. Zhou Zhimi, the non-executive Directors of the Company are Mr. Mei Wei (Chairman), Mr. Dai Richeng and Mr. Chen Yong; and the independent non-executive Directors of the Company are Mr. Liu Shuen Kong, Mr. Zhou Beihai and Mr. Zhong Wei.

** For identification purposes only*