



# CHINA EVERBRIGHT WATER LIMITED

## 中國光大水務有限公司

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 1857)

(Singapore Stock Code: U9E)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING

Form of Proxy for use at the Annual General Meeting to be convened at 9:30 a.m. on Friday, 24 April 2020 at The Ritz-Carlton, Millenia Singapore, Chihuly Room, Level 3, 7 Raffles Avenue, Singapore 039799 (or any adjournment thereof)

Number of Shares to which this Form of Proxy relates <sup>(1)</sup>	
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I/We<sup>(2)</sup>, \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the registered holder(s) of ordinary shares ("Shares") in the capital of China Everbright Water Limited (the "Company"), HEREBY APPOINT<sup>(3)</sup> the Chairman of the Meeting or \_\_\_\_\_  
of (address) \_\_\_\_\_

as my/our proxy to attend and act for me/us at the Annual General Meeting (or at any adjournment thereof) ("AGM") of the Company to be convened at 9:30 a.m. on Friday, 24 April 2020 at The Ritz-Carlton, Millenia Singapore, Chihuly Room, Level 3, 7 Raffles Avenue, Singapore 039799 for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said AGM and at such meeting or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

No.	Resolutions relating to:	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
<b>ORDINARY BUSINESS</b>			
1.	To receive and consider the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 and the Auditors' Reports thereon.		
2.	To declare a final one-tier tax exempt dividend of 3.74 Hong Kong cents (equivalent to 0.67 Singapore cent) per ordinary share for the financial year ended 31 December 2019 as recommended by the board of directors (the "Directors") of the Company (the "Board").		
3.	To approve the payment of Directors' fees of SGD340,000 for the financial year ended 31 December 2019. (2018: SGD323,556)		
4(a).	To re-elect Mr Wang Tianyi, a Director retiring pursuant to the Bye-law 86(1) of the Bye-laws of the Company, and who, being eligible, will offer himself for re-election, as a Director of the Company.		
4(b).	To re-elect Mr An Xuesong, a Director retiring pursuant to the Bye-law 86(1) of the Bye-laws of the Company, and who, being eligible, will offer himself for re-election, as a Director of the Company.		
5.	To re-appoint Ernst & Young LLP as the auditor of the Company, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix its remuneration.		
<b>SPECIAL BUSINESS</b>			
6.	To authorise the Directors to allot and issue shares.		
7.	To authorise the Directors to allot and issue shares under the China Everbright Water Limited Scrip Dividend Scheme.		
8.	To approve the renewal of the share buy-back mandate.		
9.	To approve the renewal of the interested person transaction mandate.		

Dated \_\_\_\_\_ 2020 Shareholder's signature<sup>(5)</sup> \_\_\_\_\_

**Notes:**

- Please insert the number of Shares registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the spaces provided. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf at the AGM provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✓") THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK ("✓") THE BOX(ES) MARKED "AGAINST".** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those set out in the notice convening the AGM.
- The proxy form must be signed by you, or your attorney duly authorised in writing, or if in the case of a corporation, this proxy form must be either executed under its common seal or under the hand of an officer or attorney so authorised on that corporation's behalf.
- All resolutions will be put to vote by way of poll at the AGM (except those which relate purely to a procedural or administrative matter). Every shareholder of the Company present in person (in case of a shareholder being a corporation, by its duly authorised representative), or by proxy shall have one vote for every fully paid-up Share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or uses in the same way and in such cases, please state the relevant number of Shares in the appropriate box(es) above.
- Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the AGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than forty-eight (48) hours before the time of the AGM or any adjourned meeting(s) thereof.
- Any alteration made to this form should be initiated by the person who signs the form.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM and, in such event, this proxy form shall be deemed to be revoked.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered, at the Company's absolute discretion, not material.
- The description of the resolutions in this form is by way of summary only. Please refer to the notice of the AGM dated 23 March 2020 for the full text of these resolutions.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Boardroom Share Registrars (HK) Limited at the above address.