



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 THE ANNUAL GENERAL MEETING

Form of Proxy for use at the Annual General Meeting (the "AGM") to be convened at 9:30 a.m. (Singapore time) on Wednesday, 26 April 2023 by electronic means (or any adjournment thereof)

Number of Shares to which this Form of Proxy relates ⁽¹⁾	
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I/We⁽²⁾, _____

of (address) _____

being the registered holder(s) of ordinary shares ("Shares") in the capital of China Everbright Water Limited (the "Company"), HEREBY APPOINT the Chairman of the AGM as my/our proxy to attend and act for me/us at the AGM (or at any adjournment thereof) of the Company to be convened at 9:30 a.m. (Singapore time) on Wednesday, 26 April 2023 by electronic means 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 ⁽³⁾	AGAINST ⁽³⁾
ORDINARY BUSINESS			
Ordinary Resolution 1	To receive and consider the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Auditor's Report thereon.		
Ordinary Resolution 2	To declare and pay a final one-tier tax exempt dividend of 5.14 Hong Kong cents (equivalent to 0.86 Singapore cent) per ordinary share for the financial year ended 31 December 2022 as recommended by the board (the "Board") of directors (the "Director(s)") of the Company.		
Ordinary Resolution 3	To approve the payment of Directors' fees of S\$340,000 for the financial year ended 31 December 2022. (2021: S\$340,000)		
Ordinary Resolution 4	To re-elect Ms. Hao Gang, a Director retiring pursuant to the Bye-law 86(1) of the Bye-laws of the Company (the "Bye-laws"), and who, being eligible, will offer herself for re-election as a Director.		
Ordinary Resolution 5	To re-appoint Ernst & Young LLP as 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.		
SPECIAL BUSINESS			
Ordinary Resolution 6	To authorise the Directors to allot and issue Shares.		
Ordinary Resolution 7	To authorise the Directors to allot and issue Shares under the China Everbright Water Limited Scrip Dividend Scheme.		
Ordinary Resolution 8	To approve the renewal of the share buy-back mandate.		
Ordinary Resolution 9	To approve the renewal of the interested person transaction mandate.		
Special Resolution 10	To approve the proposed amendments to the Bye-laws and adoption of a new set of Bye-laws.		

Dated _____ 2023

Shareholder's signature⁽⁴⁾ _____

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 registered in your name(s).
- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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 OF THE RESOLUTIONS, PLEASE TICK ("✓") THE BOX(ES) MARKED "AGAINST".** If this form returned is duly signed but without specific direction on the proposed resolutions, the Chairman of the AGM may vote or abstain from voting at his/her discretion.
- 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. Every shareholder of the Company who validly pre-registers as a shareholder in order to vote electronically during the AGM or appoints the Chairman of the AGM as his/her/its 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/its 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 electronically during the AGM following valid pre-registration as a shareholder or by appointing the Chairman of the AGM as proxy, in respect of such Shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders pre-register as a shareholder or appoints the Chairman of the AGM as 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 (i) deposited at the office of the Company's Hong Kong Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, 2103B, 21/F., 148 Electric Road, North Point, Hong Kong or (ii) sent by email to srinfo.hk@boardroomlimited.com, not less than seventy-two (72) hours before the time of the AGM or any adjourned meeting(s) thereof.
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and delivery of the proxy form will not preclude you from pre-registering as a shareholder and voting electronically 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 21 March 2023 for the full text of these resolutions.
- Please refer to the circular of the Company dated 21 March 2023 for details of the arrangements relating to attendance at the AGM via electronic means, submission of questions to the Chairman of the AGM in advance of the AGM, submission of questions during the AGM via an online chat box, addressing of substantial and relevant questions (if any) at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM and/or voting electronically during the AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of the Chairman of the AGM as proxy and your voting instructions for the AGM of the Company (the "Purposes"). We may transfer your 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 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.