

China Everbright Water Limited

(Company Registration Number: 34074)
(Incorporated in Bermuda with limited liability)

ANNUAL GENERAL MEETING – DEPOSITOR PROXY FORM

We, The Central Depository (Pte) Limited (“CDP”), being a member of **China Everbright Water Limited** (the “Company”), pursuant to a proxy form lodged or to be lodged by us with the Company (the “CDP Proxy Form”), have appointed, or will be appointing the person whose name and particulars are set out in Part I below (“Depositor(s)”), in respect of such number of shares (“Depositor(s) Shares”) set out against his/her/its name in the Depository Register maintained by CDP as at **Tuesday, 21 April 2020** (the “Cut Off Date”), as our proxy to vote for us on our behalf at the Annual General Meeting (“AGM”) of the Company to be held at **The Ritz-Carlton, Millenia Singapore, Chihuly Room, Level 3, 7 Raffles Avenue, Singapore 039799 on Friday, 24 April 2020 at 9.30 a.m. (Singapore time)**, and at any adjournment thereof.

I.

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OR, in the event the Company receives this Depositor Proxy Form which is:

- (i) duly completed and signed/executed by the said Depositor(s); and
- (ii) submitted by the requisite time and date, and to the requisite office as indicated below,

we hereby appoint the person and persons (“Appointee(s)”) whose details are given in Part II (a) and (b), provided that such details have been verified in Part V by the affixing of the seal or signature of or on behalf of the persons named in Part I, and on the basis that such person or persons are authorised to vote in respect of the proportion of the shareholding referred to in Part II or if no proportions are so reflected, in respect of the whole of the said shareholding:

II.

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings %
(a)			
and/or (delete as appropriate)			
(b)			

or failing *him/her, the Chairman of the Meeting, as our proxy/proxies to vote for us on our behalf at the AGM. The Appointee(s) is/are hereby directed to vote for or against the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the Appointee(s) may vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM. We further hereby authorise and direct the Company to accept this Depositor Proxy Form(s) in respect of the Depositor(s) Shares.

III.

No.	Resolutions relating to:	For	Against
	Ordinary Business		
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' Report 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.		
3.	To approve the payment of Directors' fees of SGD340,000 for the financial year ended 31 December 2019. (2018: SGD323,556)		
4a.	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.		
4b.	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 Auditor of the Company, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.		
	Special Business		
6.	To authorise the Directors to allot and issue new 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 this day of 2020

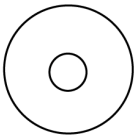
IV. The Central Depository (Pte) Limited



Signature of Director

TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE A PROXY/PROXIES UNDER PART II

V.

For Individuals: Signature of Direct Account Holder	For Corporations: Signature of Director Signature of Director/Secretary	 Common Seal
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IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS DEPOSITOR PROXY FORM

IMPORTANT: PLEASE READ NOTES BELOW

Notes :

- Part II
- 1) A Depositor who is a natural person need not submit this Depository Proxy Form if he is attending the AGM in person.

A Depositor(s) may appoint not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy for CDP in respect of his/her/its shareholding by completing Part II(a) and/or (b).

Where a Depositor(s) is a corporation and wishes to be represented at the AGM, it must appoint an Appointee/Appointees to attend and vote as proxy for CDP at the AGM in respect of its shareholdings.
 - 2) A Depositor(s) who wishes to appoint more than one Appointee must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each Appointee. When a Depositor appoints two Appointees, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each Appointee respectively.
- Part III
- Please indicate with an "X" in the appropriate box against each resolution how you wish the Appointee to vote. If this proxy form is deposited without any indication as to how the Appointee shall vote, the Appointee may vote or abstain from voting at his/her discretion.
- Part V
- 1) This Depositor Proxy Form, duly completed, must be deposited by the Depositor(s) at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623 **not later than 48 hours before the commencement of the AGM.**
 - 2) If a Depositor(s) wishes to appoint an Appointee/Appointees, this Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing. In the case of Joint Depositor(s), all Joint Depositor(s) must sign this Depositor Proxy Form. If the Depositor(s) is a corporation, this Depositor(s) Proxy Form must be executed under its common seal or under the hand of an officer or its attorney duly authorised. The power of attorney or other authority appointing the attorney or a notarially/duly certified copy thereof must be attached to this Depositor Proxy Form if it is signed by an attorney.

GENERAL

The Company shall be entitled to reject any Depositor Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the Depositor(s) are not ascertainable from the instructions of the Depositor(s) specified on any Depositor Proxy Form. It is the Depositors' responsibility to ensure that this Depositor Proxy Form is properly completed. Any decision to reject this Depositor Proxy Form on the grounds that it is incomplete, improperly completed or illegible will be final and binding and neither the Company, CDP nor Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility for the consequences of such a decision. Completion and return of this Depositor Proxy Form by a Depositor will not prevent him/her/it from attending and voting in person at the AGM as proxy of CDP if he/she/it subsequently wishes to do so provided that in the event of such attendance by the Depositors, the Depositor Proxy Form submitted by the Depositor(s) shall be deemed to be revoked.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a depositor of the Company (i) consents to the collection, use and disclosure of the depositor's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.