

China Everbright Water Limited

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

POSTPONED ANNUAL GENERAL MEETING – DEPOSITOR PROXY FORM

Due to the current COVID-19 restriction orders in Singapore, a Depositor (as defined below) will NOT be able to attend the Postponed AGM (as defined below) in person. A Depositor (whether individual or corporate) must either complete this Depositor Proxy Form to effect the appointment by CDP (as defined below) of the Chairman of the Postponed AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Postponed AGM in respect of the Depositor(s) Shares or pre-register with the Company if such Depositor wishes to exercise his/her/its voting rights as a proxy of CDP at the Postponed AGM via electronic means.

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 **5.00 p.m. on Friday, 5 June 2020** (the “**Cut Off Date**”), as our proxy to vote on our behalf at the postponed Annual General Meeting (the “**Postponed AGM**”) of the Company to be held via electronic means at 115B Commonwealth Drive #02-00 Singapore 149597 **on Wednesday, 10 June 2020 at 9.30 a.m. (Singapore time)**, and at any adjournment thereof:

I.

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 Chairman of the Postponed AGM, as our proxy to vote for us on our behalf at the Postponed AGM, provided that such details have been verified in Part IV by the affixing of the seal or signature of or on behalf of the Depositor(s) named in Part I, and on the basis that the Chairman of the Postponed AGM is authorised to vote in respect of all of the Depositor(s) Shares. The Chairman of the Postponed AGM is hereby directed to vote for or against the resolutions to be proposed at the Postponed AGM as indicated hereunder. If no specific direction as to voting is given, the Chairman of the Postponed AGM may vote or abstain from voting at his/her discretion, as he/she will on any other matter arising at the Postponed AGM. We further hereby authorise and direct the Company to accept this Depositor Proxy Form(s) in respect of the Depositor(s) Shares.

II.

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 Auditor's Report thereon.		
2.	To declare a final tax exempt 1-tier 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

III. The Central Depository (Pte) Limited



Signature of Director

TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE THE CHAIRMAN OF THE POSTPONED AGM AS PROXY

IV.

For Individuals: <hr/> Signature of Direct Account Holder	For Corporations: <hr/> 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:

- (1) The Postponed AGM is being convened, and will be held, by electronic means in accordance with the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020, which are based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020.
- (2) Alternative arrangements relating to attendance at the Postponed AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast, live audio-only webcast or live audio-only stream), submission of questions to the Chairman of the Postponed AGM in advance of the Postponed AGM, submission of questions during the Postponed AGM via an online chat box, addressing of substantial and relevant questions at the Postponed AGM and voting by appointing the Chairman of the Postponed AGM as proxy at the Postponed AGM and/or voting electronically during the Postponed AGM, are set out in the accompanying Company's announcement dated 8 May 2020.
- (3) **PLEASE READ THE NOTES BELOW which contain instructions on, *inter alia*, the appointment of the Chairman of the Postponed AGM as a Depositor's proxy to attend, speak and vote on his/her/its behalf at the Postponed AGM.**

Notes :

Part I **Due to the current COVID-19 restriction orders in Singapore, a Depositor will NOT be able to attend the Postponed AGM in person. A Depositor (whether individual or corporate) must either complete this Depositor Proxy Form to effect the appointment by CDP of the Chairman of the Postponed AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Postponed AGM in respect of the Depositor(s) Shares or pre-register with the Company if such Depositor wishes to exercise his/her/its voting rights as a proxy of CDP at the Postponed AGM via electronic means.** This Depositor Proxy Form may be accessed at the Company's website at www.ebwater.com, and will also be made available on the website of the Singapore Exchange Securities Trading Limited at <https://www.sgx.com/securities/company-announcements>.

Where a Depositor (whether individual or corporate) appoints the Chairman of the Postponed AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of each of the resolutions set out in this Depositor Proxy Form, failing which the Chairman of the Postponed AGM may vote or abstain from voting at his/her discretion.

Part II Please indicate with an "X" in the appropriate box against each resolution how you wish the Chairman of the Postponed AGM to vote. If this Depositor Proxy Form is deposited without any indication as to how the Chairman of the Postponed AGM shall vote, the Chairman of the Postponed AGM may vote or abstain from voting at his/her discretion.

Part IV 1) This Depositor Proxy Form, duly completed, must be submitted by the Depositor(s) in the following manner:

- (i) if submitted by post, by depositing the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623; or
- (ii) if submitted electronically, by scanning and submitting the duly completed Depositor Proxy Form via email to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamc@boardroomlimited.com,

in either case, not later than 72 hours before the commencement of the meeting.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Depositors to submit completed Depositor Proxy Forms by post, Depositors are strongly encouraged to scan and submit the completed Depositor Proxy Form electronically via email.

- 2) If a Depositor(s) wishes to appoint the Chairman of the Postponed AGM as his/her/its proxy, 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 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 Depositor Proxy Forms previously submitted for the Annual General Meeting originally scheduled to be held on 24 April 2020 will not be valid for the purpose of the Postponed AGM, and Depositor(s) will need to complete and submit a new Depositor Proxy Form appointing the Chairman of the Postponed AGM as proxy and follow the instructions printed in the Depositor Proxy Form.

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 Depositor's 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 via electronic means at the Postponed AGM as proxy of CDP if he/she/it subsequently wishes to do so, provided that in the event of such attendance and voting by the Depositor(s) via electronic means, the Depositor Proxy Form submitted by the Depositor(s) shall be deemed to be revoked.

PERSONAL DATA PRIVACY

By submitting this Depositor Proxy Form, a Depositor (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 appointed for the Postponed AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Postponed 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.