



## CHINA EVERBRIGHT WATER LIMITED

(Company Registration No.: 34074)  
(Incorporated in Bermuda)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Special General Meeting (“SGM”) of China Everbright Water Limited (the “Company”) will be held at The Ritz-Carlton, Millenia Singapore, Chihuly Room, Level 3, 7 Raffles Avenue, Singapore 039799 on 16 November 2018 at 9.30 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, each of the following resolutions (“Resolutions”), as an ordinary resolution or a special resolution, as the case may be.

Unless otherwise defined herein, all capitalised terms in this Notice shall have the same meanings ascribed to them in the circular dated 24 October 2018 issued by the Company to Shareholders (the “Circular”).

#### AS ORDINARY RESOLUTION

##### RESOLUTION 1

**THE PROPOSED GLOBAL OFFERING OF UP TO 431,400,000 OFFER SHARES FOR SUBSCRIPTION AT THE OFFER PRICE TO BE CARRIED OUT IN CONJUNCTION WITH THE PROPOSED SEHK LISTING (SUBJECT TO ADJUSTMENT OR REALLOCATION AND THE OVER-ALLOTMENT OPTION OF UP TO 64,710,000 SHARES)**

That subject to and conditional upon the passing of Resolution 2:

- (a) approval be and is hereby given for the Company to carry out and implement the proposed Global Offering and proposed SEHK Listing, as well as any other transactions contemplated thereunder, including the Over-allotment Option;
- (b) the issue of up to 431,400,000 Offer Shares pursuant to the Global Offering and up to an aggregate of 64,710,000 Shares (representing in aggregate 15 per cent. of the Shares initially being offered under the Global Offering) pursuant to the Over-allotment Option, in each case, at the Offer Price, pursuant to such structure, in such manner, on such terms and at such time as the Board may determine and all matters relating thereto be approved and authorised, and notwithstanding that the authority conferred by this Resolution may have ceased to be in force, any Director be authorised to issue the Offer Shares in accordance with any offer or agreement made by the Directors while this Resolution was in force;
- (c) the dual primary listing of, and permission to deal in, (i) all Shares, i.e. the ordinary shares in the capital of the Company in issue and listed on the Mainboard of the SGX-ST and (ii) the Offer Shares to be issued pursuant to the proposed Global Offering, on the Main Board of the SEHK (in each case as defined in the Circular) (the “SEHK Listing”) and all matters relating thereto be approved and authorised; and
- (d) the Directors and each of them be hereby authorised to complete and do all such acts and things (including, but not limited to, executing all such agreements and documents as may be required in connection with this Resolution, the Global Offering and the SEHK Listing) as they or he/she may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Resolution, the Global Offering and the SEHK Listing.

#### AS SPECIAL RESOLUTION

##### RESOLUTION 2

**THE PROPOSED ADOPTION OF THE NEW BYE-LAWS**

In accordance with the proposed adoption of the New Bye-laws in the manner referred to in Appendices C and D to the Circular and all matters relating thereto, that:

- (a) if the Company proceeds with the SEHK Listing and the Global Offering, the version of the New Bye-laws as amended in the manner referred to in Section A of Appendix C and Part A of Appendix D to the Circular be and is hereby approved and shall be adopted and take effect as the new bye-laws of the Company in substitution for and to the exclusion of all the existing bye-laws of the Company on the date the Shares are listed on the Main Board of the SEHK; or
- (b) if the Company decides not to or does not proceed with the SEHK Listing and the Global Offering, the version of the New Bye-laws as amended in the manner referred to in Section B of Appendix C and Part B of Appendix D to the Circular be and is hereby approved and shall be adopted and take effect as the new bye-laws of the Company in substitution for and to the exclusion of all the existing bye-laws of the Company on the date of publication of the announcement by the Company to this effect on the SGXNET,

and the Directors and each of them are hereby authorised to complete and do all such acts and things (including, but not limited to, executing all such agreements and documents as may be required in connection with this Resolution and the adoption of the New Bye-laws) as they or he/she may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Resolution and the adoption of the New Bye-laws.

By Order of the Board

An Xuesong  
Executive Director and Chief Executive Officer  
24 October 2018

#### Notes:

1. Unless herein defined, all capitalised terms used in this Notice of SGM shall have the same meanings as those defined or construed in the Circular.
2. A member of the Company (other than The Central Depository (Pte) Limited) entitled to attend and vote at the SGM and who holds two or more Shares shall be entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy respectively.
4. The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
5. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at the Singapore Share Transfer Agent's office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than 48 hours before the time set for the SGM.

#### Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.