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Kunming Dianchi Water Treatment Co., Ltd.

昆明滇池水务股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3768)

NOTICE OF 2024 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 fourth extraordinary general meeting (the “**EGM**”) of Kunming Dianchi Water Treatment Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Friday, 20 December 2024 at the meeting room of the Company on the 1st floor at Wastewater Treatment Plant No. 7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC, for the following purpose. Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 4 December 2024.

AS ORDINARY RESOLUTION

1. To consider and approve the New Framework Agreement, the transactions contemplated thereunder and the relevant proposed annual caps:
 - (i) to approve, ratify and confirm the New Framework Agreement, the transactions contemplated thereunder and the relevant proposed annual caps; and
 - (ii) to authorize any executive Director to sign, execute, perfect and deliver all such documents (including the New Framework Agreement) and do all such measures, acts, matters and things as he or she may in his or her sole and absolute discretion consider necessary or desirable for the purpose of the implementation of each transaction under the New Framework Agreement, the proposed annual caps and other matters contemplated thereunder or ancillary thereto, to waive compliance with and/or agree to any amendment or supplement to the New Framework Agreement which in his or her opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.

AS SPECIAL RESOLUTIONS

2. To consider and approve the proposed amendments to the Articles of Association
3. To consider and approve the proposed amendments to the Rules of Procedures of the Shareholders' General Meeting
4. To consider and approve the proposed amendments to the Rules of Procedures of the Board of Directors

By order of the Board
Kunming Dianchi Water Treatment Co., Ltd.
Zeng Feng
Chairperson

Kunming, the PRC
4 December 2024

Notes:

1. According to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions set out in the notice of EGM will be voted by poll. Results of the poll voting will be published on the Company's website at www.kmcdwt.com and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
2. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's registered office and headquarters in the PRC (for holders of Domestic Shares) or the H Share Registrar of the Company, Tricor Investor Services Limited (for holders of H Shares), at least 24 hours before the time fixed for holding the EGM (i.e. before 2:30 p.m. on Thursday, 19 December 2024) or any adjourned meeting thereof. Tricor Investor Services Limited is located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjourned meeting thereof should he/she so wish.

4. For the purpose of determining the list of holders of H Shares who are entitled to attend the EGM, the H Share register of members of the Company will be closed from Saturday, 30 November 2024 to Friday, 20 December 2024 (both days inclusive). The holders of H Shares who wish to attend the EGM are required to submit the share certificates together with the transfer documents to the H Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 29 November 2024. Holders of H Shares whose names appear on the H Share register of members of the Company at the close of business on Friday, 29 November 2024 are entitled to attend the EGM. For the purpose of determining the list of holders of Domestic Shares who are entitled to attend the EGM, the Domestic Share register of members of the Company will be closed from Saturday, 30 November 2024 to Friday, 20 December 2024 (both days inclusive). The holders of Domestic Shares who wish to attend the EGM are required to complete the transfer registration of Domestic Shares in accordance with the relevant regulations of China Securities Depository and Clearing Corporation Limited not later than the close of business on Friday, 29 November 2024. Holders of Domestic Shares whose names appear on the Domestic Share register of members of the Company as at the close of business on Friday, 29 November 2024 are entitled to attend the EGM.
5. In case of joint shareholdings, if more than one of them are presented at the meeting, either in person or by proxy, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. The EGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A Shareholder or his/her proxy should produce proof of identity when attending the EGM.
8. The Company's registered office and headquarters in the PRC is Wastewater Treatment Plant No. 7, Kunming Dianchi Tourist Resort, Yunnan Province, the PRC.
9. All references to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, the Board comprises Mr. Zeng Feng, Mr. Chen Changyong and Mr. Miao Xianjun, as executive Directors; Mr. Xu Jingdong, Ms. Cheng Yijing and Mr. Zhang Yang, as non-executive Directors; and Mr. Zha Guiliang, Ms. Zheng Dongyu and Mr. Ong King Keung, as independent non-executive Directors.