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**Taizhou Water Group Co., Ltd.\***  
**台州市水務集團股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1542)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Taizhou Water Group Co., Ltd.\* (台州市水務集團股份有限公司) (the “**Company**”) will be held at Conference Room, Taizhou Water Group Co., Ltd., No. 308 Yin Quan Road, Xicheng Street, Huangyan District, Taizhou, Zhejiang Province, the PRC at 2:30 p.m. on Wednesday, 23 June 2021 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company. Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as defined in the circular of the Company dated 22 April 2021.

**ORDINARY RESOLUTIONS**

1. To receive, consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2020;
2. To receive, consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2020;
3. To receive, consider and approve the auditor’s report, audited financial statements and annual report of the Company for the year ended 31 December 2020;
4. To receive, consider and approve the final financial accounts for the year ended 31 December 2020 and the financial budget for the year ending 31 December 2021;
5. To consider and approve the Company’s profit distribution plan and declaration of final dividends for the year ended 31 December 2020;

\* *For identification purpose only*

6. To consider and approve the re-appointment of Ernst & Young as the international auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix its remuneration;
7. To consider and approve the re-appointment of Pan-China Certified Public Accountants LLP as the domestic auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix its remuneration;
8. To consider and approve the resolutions for the election of new session of the Board:
  - 8.1 To consider and approve the re-appointment of Mr. Yang Jun as an executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration;
  - 8.2 To consider and approve the re-appointment of Mr. Zhang Junzhou as an executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration;
  - 8.3 To consider and approve the re-appointment of Mr. Wang Haibo as a non-executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration;
  - 8.4 To consider and approve the re-appointment of Mr. Wang Haiping as a non-executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration;
  - 8.5 To consider and approve the re-appointment of Ms. Fang Ya as a non-executive director of the Company for the fifth session of the Board and authorise the Board to determine her remuneration;
  - 8.6 To consider and approve the re-appointment of Mr. Yu Yangbin as a non-executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration;
  - 8.7 To consider and approve the re-appointment of Ms. Huang Yuyan as a non-executive director of the Company for the fifth session of the Board and authorise the Board to determine her remuneration;
  - 8.8 To consider and approve the re-appointment of Mr. Yang Yide as a non-executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration;

- 8.9 To consider and approve the re-appointment of Mr. Guo Dingwen as a non-executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration;
- 8.10 To consider and approve the re-appointment of Mr. Sun Hua as a non-executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration;
- 8.11 To consider and approve the re-appointment of Mr. Zheng Jianzhuang as an independent non-executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration;
- 8.12 To consider and approve the re-appointment of Ms. Lin Suyan as an independent non-executive director of the Company for the fifth session of the Board and authorise the Board to determine her remuneration;
- 8.13 To consider and approve the re-appointment of Ms. Hou Meiwen as an independent non-executive director of the Company for the fifth session of the Board and authorise the Board to determine her remuneration;
- 8.14 To consider and approve the re-appointment of Mr. Li Wai Chung as an independent non-executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration;
- 8.15 To consider and approve the re-appointment of Mr. Wang Yongyue as an independent non-executive director of the Company for the fifth session of the Board and authorise the Board to determine his remuneration; and
9. To consider and approve the resolutions for the election of new session of the Supervisory Committee:
  - 9.1 To consider and approve the re-appointment of Ms. Lin Ying as a shareholder representative supervisor of the Company for the fifth session of the Supervisory Committee;
  - 9.2 To consider and approve the re-appointment of Mr. Lu Huaping as a shareholder representative supervisor of the Company for the fifth session of the Supervisory Committee; and
  - 9.3 To consider and approve the re-appointment of Mr. Chen Tao as a shareholder representative supervisor of the Company for the fifth session of the Supervisory Committee;

10. To consider and approve the remuneration program for the members of the fifth session of the Board and Supervisory Committee of the Company;
11. To consider and approve the injection of capital to Taizhou South Bay Water Supply Co., Ltd.;
12. To consider and approve the proposed application by the Company to Agricultural Bank of China Co., Ltd., Taizhou Branch for a credit facility not exceeding RMB650 million, and approve any executive director of the Company to handle all relevant matters in relation to the banking credit facility;
13. To consider and approve the proposed application by the Company to Bank of Communications Co., Ltd., Taizhou Branch for a credit facility not exceeding RMB100 million, and approve any executive director of the Company to handle all relevant matters in relation to the banking credit facility; and
14. To consider and approve the proposed application by the Company to Industrial and Commercial Bank of China Co., Ltd., Taizhou Huangyan Sub-branch for a credit facility not exceeding RMB50 million, and approve any executive director of the Company to handle all relevant matters in relation to the banking credit facility.

#### **SPECIAL RESOLUTION**

15. To consider and approve the proposed amendments to the articles of association of the Company, the details of which are set out in the circular of the Company dated 22 April 2021 and relevant authorisation.

By order of the Board  
**Taizhou Water Group Co., Ltd.\***  
**YANG Jun**  
*Chairman*

Taizhou, the PRC  
22 April 2021

*Notes:*

1. For details of the resolutions to be approved in this AGM, please refer to the circular of the Company dated 22 April 2021.
2. The register of members of the Company will be closed from Monday, 24 May 2021 to Wednesday, 23 June 2021 (both days inclusive), during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 21 May 2021.

The Board has recommended the payment of a final dividend of RMB0.17 (tax inclusive) per Share for the year ended 31 December 2020 to Shareholders whose names appear on the Company’s register of members on Sunday, 4 July 2021 (the “**Proposed Final Dividend**”).

For the purpose of determination of the list of Shareholders who shall be entitled to obtain the Proposed Final Dividend, subject to the approval of the Shareholders at the AGM, the register of members of the Company will be closed from Tuesday, 29 June 2021 to Sunday, 4 July 2021 (both days inclusive), during which period no transfer of Shares will be effected. In order to be qualified to obtain the Proposed Final Dividend, all transfers accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, 28 June 2021.

3. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy needs not be a Shareholder.
4. Shareholder shall entrust a proxy by a written form of proxy which shall be signed by such Shareholder or an agent entrusted by such Shareholder in writing under the hand of a Shareholder in writing. If the Shareholder is a legal person, the power of attorney shall be affixed with its official seal or signed by its director or an agent or other personnel officially entrusted thereby. Such power of attorney shall specify the number of Shares held by the Shareholder represented by each proxy.
5. In order to be valid, the form of proxy must be deposited, for the holders of H Shares, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong or, for the holders of Domestic Shares, to the Company’s registered office in the PRC, not less than 24 hours prior to the commencement of the AGM (i.e. before 2:30 p.m. on Tuesday, 22 June 2021). If the proxy form is signed by a person authorised by the Shareholder, the power of attorney or other authorisation documents shall be notarised. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
6. Shareholders shall show their identity papers when attending the AGM. A proxy, who is on behalf of a Shareholder, shall show his/her identity paper, proxy form and a copy of identity paper of the Shareholder.
7. Corporate Shareholder shall appoint its legal representative or authorised representative to attend the AGM. Such person shall show his/her identity paper and a copy of corporate’s business certificate affixed with its official seal. If corporate Shareholders appoint authorised representative to attend the AGM, the authorised representative shall show his/her identity paper, the original document of power of attorney issued by the such legal person and a copy of corporate’s business certificate affixed with its official seal (except for a clearing house or its proxy).
8. Shareholders who intend to attend the AGM should complete and return the reply slip in writing by hand or by post to the H Share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holders of H Shares) or the registered office of the Company in the PRC (for holders of Domestic Shares) before Thursday, 3 June 2021.

9. The AGM is expected to take less than half a day, Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.
10. The name and address of the Company's H Share registrar in Hong Kong is as follows:  
  
Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong
11. The registered office of the Company in the PRC is as follows:  
  
No. 308 Yin Quan Road  
Xicheng Street  
Huangyan District  
Taizhou, Zhejiang Province  
PRC
12. If more than one of joint Shareholders attend the meeting, whether 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 Shareholders 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.

*As at the date of this notice, the executive Directors are Mr. Yang Jun and Mr. Zhang Junzhou; the non-executive Directors are Mr. Wang Haiping, Mr. Wang Haibo, Ms. Fang Ya, Mr. Yu Yangbin, Ms. Huang Yuyan, Mr. Yang Yide, Mr. Guo Dingwen and Mr. Sun Hua; and the independent non-executive Directors are Mr. Zheng Jianzhuang, Ms. Hou Meiwen, Mr. Li Wai Chung, Ms. Lin Suyan and Mr. Wang Yongyue.*