



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)

FORM OF PROXY FOR 2021 SECOND EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 28 OCTOBER 2021

I/We ^(Note 1) _____
of (address) _____
being the holder(s) of _____ Domestic Shares/H Shares of Taizhou Water
Group Co., Ltd.* (台州市水務集團股份有限公司) (the "Company") ^(Note 2) hereby appoint the chairman of the meeting ^(Note 3),
or (name) _____
of (address) _____

as my/our proxy to attend the 2021 second extraordinary general meeting (the "EGM") to 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 3:00 p.m. on Thursday, 28 October 2021 or any of its adjourned meeting on my/our behalf, and to vote on the following resolutions as set out in the notice of EGM as hereunder indicated, or if no instruction is given, my/our proxy may vote at his/her own discretion. Unless the context otherwise requires, capitalised terms used in this form shall have the same meanings as defined in the circular dated 30 September 2021 (the "Circular").

Ordinary Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	(a) To approve and confirm the Huangyan Equity Transfer Agreement and the transactions contemplated thereunder; and (b) to authorise any one or more Director(s) to do all such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Huangyan Equity Transfer Agreement and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Huangyan Equity Transfer Agreement as he/she/they may in his/her/their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.			
2.	(a) To approve and confirm the Second Supplemental 2019 Huangyan Water Supply Framework Agreement, the Further Revised Huangyan Annual Cap and the transactions contemplated thereunder; and (b) to authorise any one or more Director(s) to do all such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Second Supplemental 2019 Huangyan Water Supply Framework Agreement and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Second Supplemental 2019 Huangyan Water Supply Framework Agreement as he/she/they may in his/her/their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.			

Ordinary Resolutions <i>(Note 4)</i>		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
3.	<p>(a) To approve and confirm the Supplemental 2019 Taizhou Luqiao Raw Water Supply Framework Agreement, the Revised Taizhou Luqiao Raw Water Annual Cap and the transactions contemplated thereunder; and</p> <p>(b) to authorise any one or more Director(s) to do all such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Supplemental 2019 Taizhou Luqiao Raw Water Supply Framework Agreement and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Supplemental 2019 Taizhou Luqiao Raw Water Supply Framework Agreement as he/she/they may in his/her/their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.</p>			
4.	<p>(a) To approve and confirm the 2021 Huangyan Water Supply Framework Agreement and the transactions contemplated thereunder; and</p> <p>(b) to authorise any one or more Director(s) to do all such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the 2021 Huangyan Water Supply Framework Agreement and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the 2021 Huangyan Water Supply Framework Agreement as he/she/they may in his/her/their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.</p>			
5.	To consider and approve the appointment of Mr. Lin Yang as a non-executive Director.			
6.	To consider and approve the appointment of Mr. Huang Chun as an independent non-executive Director and authorise the Board to determine his remuneration.			
7.	To consider and approve the injection of capital to Taizhou Binhai Water Co., Ltd.* (台州市濱海水務有限公司).			
8.	To consider and approve the provision of guarantee by the Company to Taizhou City Water Co., Ltd.* (台州城市水務有限公司) for an amount up to RMB675 million.			
9.	To consider and approve the proposed application by the Company to the Bank of Ningbo Co., Ltd., Taizhou Branch for a credit facility not exceeding RMB300 million, and approve any executive Director to handle all relevant matters in relation to the banking credit facility.			
10.	To consider and approve the proposed application by the Company to SPDB Financial Leasing Co., Ltd. for a credit facility not exceeding RMB150 million, and approve any executive Director to handle all relevant matters in relation to the credit facility.			
11.	To authorise the Board and the management of the Company, generally and unconditionally, to approve and determine the applications of working capital facilities to banks and handle all the matters in relation thereto, subject to the conditions that: (i) the single working capital facility shall not exceed RMB500 million; and (ii) at the time of the relevant application, the aggregate amount of working capital facilities taken out by the Group in that financial year shall not exceed RMB2 billion.			

Special Resolution ^(Note 4)		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
12.	<p>(a) To consider and approve the proposed issue of Bonds denominated in foreign currencies in an aggregate principal amount of not more than US\$200 million (or equivalent foreign currency); and</p> <p>(b) to approve and generally and unconditionally authorise the Board or the executive Directors to handle all matters relating to the issue of the Bonds.</p>			

Dated this _____ day _____ of 2021.

Signature ^(Note 6): _____

Notes:

- Please fill in your full name and address as shown on the register of members of the Company in **capital letters**.
- Please fill in the number of Shares registered under your name in respect of this proxy form. If the number of Shares is not filled, then the proxy form will be deemed to be related to all the Shares registered under your name.
- If a person other than the chairman of the EGM is intended to be appointed as a proxy, please strike off the words “**the chairman of the meeting or**” and fill in the name and address of the person whom you intend to appoint in the blank space. A Shareholder who is eligible to attend and vote shall be entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf, such proxy needs not be a Shareholder. Any one of the joint Shareholders may sign the proxy form. If more than one of the joint Shareholders attend the meeting in person or by proxy, the vote cast by the most senior joint Shareholder, whether in person or by proxy, shall be accepted as the sole vote cast on behalf of the remaining joint Shareholders. For this purpose, the order of seniority shall be determined by the listing order of the names of the joint Shareholders appearing in the register of members of the Company.
- Ordinary resolutions must be passed by more than half of the Shareholders (including proxies) who are holders (including proxies) of Shares with voting power and attending the EGM. Special resolution must be passed by more than two-thirds of the Shareholders (including proxies) who are holders (including proxies) of Shares with voting power and attending the EGM.
- If you wish to vote for any resolution, please add a “✓” in the box denoted as “**For**”; if you wish to vote against any resolution, please add a “✓” in the box denoted as “**Against**”; if you wish to abstain from voting on any resolution, please add a “✓” in the box denoted as “**Abstain**”. The abstention votes or abstention from voting will not be counted in the voting result when the votes of that item is counted by the Company. If no instruction is given, the proxy may vote at his/her own discretion. Any amendment to each of the items on this proxy form shall be signed by the signatory to confirm.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. If the Shareholder is a legal entity, then the relevant appointing document must be either under seal or under the hand of its director(s) or attorney duly authorised. If the instrument appointing a proxy is signed by a person duly authorised by the Shareholder, the powers of attorney or other instruments of authorisation shall be notarised.
- The proxy form together with the power of attorney or other authorisation documents, if any, or such notarised power of attorney or authorisation documents must be delivered to the Company’s H Share registrar in Hong Kong, 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 Company’s registered office in the PRC at No. 308 Yin Quan Road, Xicheng Street, Huangyan District, Taizhou, Zhejiang Province, the PRC (for holders of Domestic Shares) not later than 24 hours before the time appointed for the holding of the EGM or any adjourned meeting.
- The proxy who attend the EGM on behalf of a Shareholder shall produce his/her own identity documents and the proxy signed by the appointor or legal representative of the appointor, and the proxy shall be dated to indicate of date of issuance. If the legal representative of a legal entity which is a Shareholder is appointed to attend the meeting, the legal representative shall produce his/her personal identity certification and a notarised certified copy of the resolution of the board of directors or other institution of authority of the legal entity appointing the legal representative or other certified true copies permitted by the Company.
- After completion and return of the proxy form, you may still attend and vote at the EGM or any adjournment thereof in person if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the extraordinary general meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

* For identification purposes only