



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)

**SECOND FORM OF PROXY FOR 2020 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 24 SEPTEMBER 2020**

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 2020 first 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 2:30
p.m. on Thursday, 24 September 2020 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 (including the supplemental notice of the EGM, together the "Notices") 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 3 September 2020 (the
"First Circular") and the supplemental circular dated 3 September 2020 (the "Supplemental Circular") issued by the Company.

Ordinary Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the Supplemental Zhejiang Huangyan Water Supply Framework Agreement to supplement the Zhejiang Huangyan Water Supply Framework Agreement and the Revised Zhejiang Huangyan Annual Cap as set out in the First Circular.			
2.	To consider and approve the Supplemental Taizhou Luqiao Municipal Water Supply Framework Agreement to supplement the Taizhou Luqiao Municipal Water Supply Framework Agreement and the Revised Taizhou Luqiao Annual Cap as set out in the First Circular.			
3.	To consider and approve the injection of capital to Binhai Water.			
4.	To consider and approve the adoption of the revised rules of procedures of management of connected transactions.			
Special Resolutions ^(Note 4)				
5.	To consider and approve the proposed amendments to the Articles of Association.			
6.	To individually approve the proposed arrangements in respect of the proposed issue of the Corporate Bonds in the PRC.			
7.	To approve and generally and unconditionally authorise the Board or the executive Directors to handle all matters relating to the issue of the Corporate Bonds.			

Dated this _____ day _____ of 2020.

Signature ^(Note 6): _____

Notes:

1. Please fill in your full name and address as shown on the register of members of the Company in **capital letters**.
2. Please fill in the number of shares registered under your name in respect of this second form of proxy (the "**Second Form of Proxy**"). If the number of shares is not filled, then this Second Form of Proxy will be deemed to be related to all the Shares registered under your name.
3. 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 this Second Form of Proxy. 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.
4. 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 resolutions 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.
5. 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 Second Form of Proxy shall be signed by the signatory to confirm.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer 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.
7. This Second Form of Proxy 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.
8. **IMPORTANT: HOLDERS OF H SHARES WHO HAVE LODGED THE FIRST FORM OF PROXY, WHICH WAS DISPATCHED ON 3 SEPTEMBER 2020, SHOULD NOTE THAT:**
 - (i) If the Second Form of Proxy is lodged with the Company's H Share registrar 24 hours prior to the time designated for convening the EGM (the "**Closing Time**"), the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (ii) If no Second Form of Proxy is lodged with the Company's H Share registrar as at the Closing Time, the First Form of Proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed. The proxy so appointed by the holder of H Share(s) will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM including the resolutions in relation to the proposed issue of the Corporate Bonds as set out in the supplemental notice of EGM.
9. The proxy who attend the EGM on behalf of a Shareholder shall produce his/her own identity documents and the proxy signed by the appointer or legal representative of the appointer, 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.
10. After completion and return of this Second Form of Proxy, you may still attend and vote at the EGM or any adjournment thereof in person if you so wish.

* For identification purposes only.