



**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 2020 FIRST EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 24 SEPTEMBER 2020**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
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")<sup>(Note 2)</sup> hereby appoint the chairman of the  
meeting<sup>(Note 3)</sup>, 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 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 "Circular").

<b>Ordinary Resolutions</b> <sup>(Note 4)</sup>		<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>	<b>Abstain</b> <sup>(Note 5)</sup>
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 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 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.			
<b>Special Resolution</b> <sup>(Note 4)</sup>				
5.	To consider and approve the proposed amendments to the Articles of Association.			

Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2020.

Signature<sup>(Note 6)</sup>: \_\_\_\_\_

*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 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.
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 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.
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 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.
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 proxy form 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. 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.
8. 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.
9. 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.

\* *For identification purposes only.*