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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 THE 2021 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2021 Second Extraordinary General Meeting (the “EGM”) 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 3:00 p.m. on Thursday, 28 October 2021 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company.

**ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the equity transfer agreement dated 1 September 2021 (the “**Huangyan Equity Transfer Agreement**”) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) entered into between the Company, Taizhou Huangyan Water Conservancy Development Group Co., Ltd.\* (台州市黃岩水利發展集團有限公司) and Taizhou Huangyan Urban and Rural Water Supply Co., Ltd.\* (台州市黃岩城鄉自來水有限公司) (“**Huangyan Water Supply**”) in relation to, among other matters, the acquisition of 45% of the equity interest in Huangyan Water Supply by the Company and the transactions contemplated thereunder, be and are hereby confirmed and approved; and
- (b) any one or more director(s) of the Company be and is/are hereby authorised 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

\* *For identification purposes only*

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. “**THAT:**

- (a) the agreement dated 1 September 2021 (the “**Second Supplemental 2019 Huangyan Water Supply Framework Agreement**”) (a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose) entered into between the Company and Huangyan Water Supply in relation to, among others, the provision of raw water supply services by the Company to Huangyan Water Supply and the transactions contemplated thereunder, be and are hereby confirmed and approved;
- (b) the proposed revised annual cap amount for the year ending 31 December 2021 under the Second Supplemental 2019 Huangyan Water Supply Framework Agreement be and is hereby approved; and
- (c) any one or more director(s) of the Company be and is/are hereby authorised 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.”;

3. “**THAT:**

- (a) the agreement dated 1 September 2021 (the “**Supplemental 2019 Taizhou Luqiao Raw Water Supply Framework Agreement**”) (a copy of which is tabled at the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose) entered into between the Company and Taizhou Luqiao Water Supply Co., Ltd.\* (台州市路橋自來水有限公司) (“**Taizhou Luqiao Water Supply**”) in relation to, among others, the provision of raw water supply services by the Company to Taizhou Luqiao Water Supply and the transactions contemplated thereunder, be and are hereby confirmed and approved;
- (b) the proposed revised annual cap amount for the year ending 31 December 2021 under the Supplemental 2019 Taizhou Luqiao Raw Water Supply Framework Agreement be and is hereby approved; and
- (c) any one or more director(s) of the Company be and is/are hereby authorised 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.”;

4. **“THAT:**

- (a) the agreement dated 1 September 2021 (the **“2021 Huangyan Water Supply Framework Agreement”**) (a copy of which is tabled at the meeting and marked “D” and initialled by the chairman of the meeting for identification purpose) entered into between the Company and Huangyan Water Supply in relation to, among others, the provision of raw water supply services by the Company to Huangyan Water Supply and the transactions contemplated thereunder, be and are hereby confirmed and approved; and
- (b) any one or more director(s) of the Company be and is/are hereby authorised 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.”;

- 5. To consider and approve the appointment of Mr. Lin Yang as a non-executive director of the Company;
- 6. To consider and approve the appointment of Mr. Huang Chun as an independent non-executive director of the Company 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 of the Company 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 of the Company to handle all relevant matters in relation to the credit facility; and

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**

12. 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), the details of which are set out in the circular of the Company dated 30 September 2021 and relevant authorisation.

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

Taizhou, the PRC  
30 September 2021

*Notes:*

1. For details of the resolutions to be approved in this EGM, please refer to the circular.
2. The register of members of the Company will be closed from Monday, 25 October 2021 to Thursday, 28 October 2021 (both days inclusive), during which period no transfer of shares of the Company (the “Shares”) will be effected. In order to be qualified to attend and vote at the EGM, 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, 22 October 2021.
3. Shareholders of the Company (the “Shareholders”) who are entitled to attend and vote at the EGM 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 EGM (i.e. before 3:00 p.m. on Wednesday, 27 October 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 EGM or any adjourned meetings should you so wish.

6. Shareholders shall show their identity papers when attending the EGM. 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 EGM. 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 EGM, 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 EGM 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 Tuesday, 12 October 2021.
9. The EGM is expected to take less than half a day. Shareholders who attend the EGM 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  
The 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.*