



中國水務集團有限公司*

China Water Affairs Group Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 855)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
TO BE HELD AT 10:00 A.M. ON FRIDAY, 8 SEPTEMBER 2023
AT SUITE 6408, 64/F, CENTRAL PLAZA, 18 HARBOUR ROAD,
WANCHAI, HONG KONG (OR ANY ADJOURNMENT THEREOF)**

I/We¹ _____
of _____
being the registered holder(s) of² _____ share(s) of HK\$0.01 each in the capital of
the abovenamed company (the "Company") HEREBY APPOINT³ the Chairman of the meeting, or failing him
of _____

as my/our proxy to vote and act for me/us and on my/our behalf at the Annual General Meeting of the Company to be held
at Suite 6408, 64/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 8 September 2023 at 10:00 a.m. or at
any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice
convening the said meeting or at any adjournment thereof (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS ⁴	For ⁴	Against ⁴
1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditors of the Company for the year ended 31 March 2023.		
2. To declare a final dividend.		
3. (i) To re-elect Mr. Duan Jerry Linnan as executive director;		
(ii) To re-elect Mr. Makoto Inoue as non-executive director;		
(iii) To re-elect Ms. Ho Ping as independent non-executive director;		
(iv) To re-elect Ms. Zhou Nan as independent non-executive director; and		
(v) To authorise the Board of Directors to fix the Directors' remunerations.		
4. To re-appoint PricewaterhouseCoopers as auditors and to authorise the Board of Directors to fix their remuneration.		
5. To give a general mandate to the Board of Directors to issue and allot shares.		
6. To give a general mandate to the Board of Directors to repurchase the Company's own shares.		
7. To extend the general mandate given to the Board of Directors to issue, allot and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company.		
SPECIAL RESOLUTION ⁴	For ⁴	Against ⁴
8. To adopt the Amended and Restated Bye-laws.		

Dated _____, 2023

Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting, or failing him" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- PLEASE REFER TO THE NOTICE OF THE MEETING FOR THE FULL TEXT OF THE RESOLUTIONS. IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the meeting other than that referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the share registrar of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof.
- Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only