



Tibet Water Resources Ltd.

西藏水資源有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1115)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 30 JUNE 2023

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01
each in the share capital of Tibet Water Resources Ltd. (the “Company”) hereby appoint THE CHAIRMAN OF THE MEETING ^(Note 3)
or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the Company to
be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Friday, 30 June 2023 at 11:00 a.m. (and at any adjournment thereof).
Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Dr. ZHANG Chunlong as independent non-executive director.		
	(b) To re-elect Ms. LIN Ting as independent non-executive director.		
	(c) To re-elect Ms. JIANG Xiaohong as non-executive director.		
	(d) To re-elect Mr. CHOW Wai Kit as executive director.		
	(e) To re-elect Mr. WEI Zheming as non-executive director.		
	(f) To authorize the board of directors to fix the directors’ remuneration.		
3.	To re-appoint HLB Hodgson Impey Cheng Limited as auditor and to authorize the board of directors to fix its remuneration.		
4.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the number of issued shares of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the directors to issue additional shares of the Company not exceeding 20% of the number of issued shares of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the directors to issue additional shares of the Company by the aggregate number of shares repurchased by the Company.		
7.	To approve and adopt the 2023 Share Option Scheme (as defined in the circular of the Company dated 30 May 2023) with the Scheme Mandate Limit (as defined in the 2023 Share Option Scheme) and to authorise the directors of the Company to do all such acts as may be necessary or expedient as they think fit in order to give effect to the 2023 Share Option Scheme.		
8.	To approve and adopt the Service Provider Sublimit (as defined in the 2023 Share Option Scheme) under the 2023 Share Option Scheme.		
SPECIAL RESOLUTION		FOR	AGAINST
9.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the new amended and restated memorandum of association and articles of association of the Company.		

Dated this _____ day of _____ 2023 Signature(s) ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the proxy desired in the space provided. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- All resolutions will be put to vote by way of poll at the meeting. Every shareholder of the Company present in person (in case of a shareholder being a corporation, by its duly authorized representative), or by proxy shall have one vote for every fully paid-up share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her/its votes or cast all the votes he/she/it uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
- Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) 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 holding.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours (Hong Kong time) before the time fixed for holding the meeting (i.e. before 11:00 a.m. on Wednesday, 28 June 2023) or any adjourned meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the meeting and, in such event, this form of proxy shall be deemed to be revoked.
- Please refer to the notice of the AGM of the full text of the resolutions.