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Shenzhen Dongjiang Environmental Company Limited*
深圳市東江環保股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8230)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Shenzhen Dongjiang Environmental Company Limited (the “Company”) will be held at Units A, B, C, D and H, 16th Floor, Shenmao Commercial Center, 59 Xinwen Road, Futian District, Shenzhen, Guangdong Province, the People’s Republic of China (“PRC”) on Monday, 29 June 2009 at 2:00 p.m. for the purpose of considering, and if thought fit, passing the following:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (“the Board”) for the year ended 31 December 2008;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2008;
3. To consider and approve the audited consolidated financial statements and the report of the auditors for the year ended 31 December 2008;
4. To consider and approve the re-appointment of SHINEWING CERTIFIED PUBLIC ACCOUNTANTS as the Company’s PRC auditor and SHINEWING (HK) CPA Limited as the Company’s international auditor for the year 2009, and to authorise the Board to determine the auditors’ remunerations.
5. To consider and approve any proposal put forward by any shareholder of the Company holding 5% or more of the shares with voting rights at such meeting.

SPECIAL RESOLUTION

6. To approve the proposed grant of the following mandate to the Board,
 - (1) an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares (the “Issue Mandate”). The Issue Mandate can be exercised once or more than once during the Relevant Period, subject to the following conditions:

- (a) the Issue Mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the Relevant Period;
 - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to Issue Mandate, shall not exceed:
 - (i) 20 per cent of the aggregate nominal amount of Domestic Shares in issue; and
 - (ii) 20 per cent of the aggregate nominal amount of H Shares in issue,in each case as of the date of this resolution; and
 - (c) the Board shall only exercise its power under the Issue Mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute, and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation):
 - (i) determine the class and number of shares to be issued;
 - (ii) determine the issue price of the new shares;
 - (iii) determine the opening and closing dates of the new issue;
 - (iv) determine the use of proceeds of the new issue;
 - (v) determine the class and number of new shares (if any) to be issued to the existing shareholders;
 - (vi) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; and
 - (vii) in the case of an offer or allotment of shares to the shareholders of the Company, exclude shareholders of the Company who are resident outside the PRC or the Hong Kong Special Administrative Region of the PRC on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers expedient;

- (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the articles of associations of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (c) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.
- (d) For the purpose of this resolution:

“Board” means the board of directors of the Company;

“Domestic Shares” means domestic shares of nominal value of RMB0.10 each in the issued share capital of the Company, which are subscribed for in Renminbi

“H Shares” means the overseas listed foreign shares of the Company with a nominal value of RMB0.10 each;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next AGM of the Company following the passing of this resolution; or
- (ii) the expiration of the 12-month period following the passing of this resolution; or
- (iii) the date on which the authority set out this resolution is revoked or varied by a special resolution in a general meeting.

By order of the Board of
Shenzhen Dongjiang Environmental Company Limited*
Zhang Wei Yang
Chairman

Shenzhen, the PRC, 14 May 2009

** For identification purpose only*

As at the date of this notice, the executive directors of the Company are Mr. Zhang Wei Yang, Mr. Chen Shu Sheng and Mr. Li Yong Peng; the non-executive directors of the Company are Mr. Feng Tao, Mr. Wu Shui Qing and Ms. Sun Ji Ping; and the independent non-executive directors of the Company are Mr. Ye Ru Tang, Mr. Hao Ji Ming and Mr. Liu Xue Sheng.

Notes:

- (i) The register of members of the Company in Hong Kong will be closed from Friday, 29 May 2009 to Monday, 29 June 2009 (both days inclusive) during which period no transfer of shares can be effected. For the identification of Shareholders who are qualified to attend and vote at the AGM, all transfer document accompanied by the relevant share certificates must be lodged with the H Shares registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for holder of H Shares) and with the Company's registered office at Units A, B, C, D and H, 16th Floor, Shenmao Commercial Center, 59 Xinwen Road, Futian District, Shenzhen, Guangdong Province, PRC (for holders of Domestic Shares) not later than 4:00 p.m. on Wednesday, 27 May 2009.
- (ii) Holders of Domestic Shares and H Shares whose names appear on the register of members of the Company at 4:00 p.m. Wednesday, 27 May 2009 are entitled to attend and vote at the AGM. Holders of Domestic Shares and H Shares who intend to attend the AGM should complete the reply slip and return it to the Company's H Shares registrar (for H Shares) or to the registered office of the Company (for Domestic Shares) on or before 4:00 p.m. on Monday, 8 June 2009.
- (iii) Holders of Domestic Shares and H Shares may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy needs not be a member of the Company.
- (iv) A form of proxy for use at the meeting is enclosed herewith. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (v) In order to be valid, the proxy form must be deposited by hand or post, for holders of H Shares, to the Company's H Shares registrar of the Company at Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong and, for holders of Domestic Shares, to the registered address of the Company at Units A, B, C, D and H, 16th Floor, Shenmao Commercial Center, 59 Xinwen Road, Futian District, Shenzhen, Guangdong Province, PRC not less than 24 hours before the time for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
- (vi) Shareholders and their proxies should produce identity proof when attending the AGM.
- (vii) The AGM is not expected to last for more than half a day. Shareholders and their proxies shall be responsible for their own traveling and accommodation expenses for attending the meeting.