



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)

**FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 7 DECEMBER 2009**

I, We _____
of _____
(Note 1) being the registered holder(s) of _____
(Note 2) share(s) of RMB0.10 each in the capital of Shenzhen Dongjiang Environmental Company Limited* (the "Company") hereby appoint of _____

or the chairman of the Meeting to act as my/our proxies (Note 3) to attend, act and vote on my/our behalf at the extraordinary general meeting of the Company to 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 on Monday, 7 December 2009 at 2:00 p.m. and at any adjournment ("Meeting") thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) for the purposes of considering and, if thought fit, to vote on my/our behalf and in my/our name(s) in respect of the Resolutions set out in the notice of the Meeting as directed below:

	ORDINARY RESOLUTION (Note 5)	FOR (Note 4)	AGAINST (Note 4)
1.	To approve, ratify and confirm the Sales Agreement (as defined in the circular of the Company dated 20 October 2009 (the "Circular")) and the transactions contemplated thereunder and to approve the related annual caps under the Sales Agreement as set out in the Circular commencing from 1 December 2009 and ending on 31 November 2012.		

Dated the _____ day of _____ 2009 Shareholder's Signature _____ (Note 6)

Notes:

1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
2. Please insert the number of share(s) 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).
3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote (on a show of hands and on a poll if a proxy is appointed, however, if more than one proxy is appointed, by poll only) on his behalf. A proxy need not be a member of the Company. If any proxy other than the chairman of the Meeting is preferred, please delete the words "or the chairman of the Meeting" and insert the full name(s) and address(es) of the proxy/proxies desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person in order to represent you.
4. IMPORTANT: If you wish to vote for any resolution, please indicate with an "✓" in the appropriate space marked "For" beside the resolution. If you wish to vote against any resolution, please indicate with an "✓" in the appropriate space marked "Against" beside the resolution. In the absence of any such indication, your proxy will be entitled to vote for or against the resolution or to abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice convening the Extraordinary General Meeting.
5. Special Resolution shall be passed by an affirmative vote of more than two-thirds of the Company's total voting shares held by the shareholder who are present at the same meeting (including proxies). Ordinary Resolution shall be passed by an affirmative vote of more than half of the Company's total voting shares held by the shareholders who are present at the same meeting (including proxies).
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders(s). For this purpose, seniority shall be determined by the order in which the names stand in the register or shareholders in respect of the joint holding. Only one of the joint holders needs to sign.
7. The form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
8. To be valid, this form of proxy together with any power shares of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's H shares registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for holder of H shares) or 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, the People's Republic of China (for holder of Domestic Shares) not later than 24 hours before the time appointed for holding the Meeting or any adjourned thereof.
9. Any alteration made to this form of proxy must be initiated by the person who signs it.
10. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
11. The register of members of the Company will be closed from Saturday, 7 November 2009 to 7 December 2009 (both days inclusive), during which no transfer of shares will be effected. The holders of shares whose name appear on the register of members of the Company at 4:00 p.m. on Friday, 6 November 2009 will be entitled to attend and vote at the Meeting.

* For identification purpose only