
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shenzhen Dongjiang Environmental Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

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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)

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an EGM to be held at Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, Guangdong Province, the PRC at 2:00 p.m. on Monday, 18 January 2010 is set out on pages 6 to 7 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed reply slip and form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrars, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event for the reply slip, before 29 December 2009, and for the proxy form, not less than 24 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish.

This circular will remain on the GEM website of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

2 December 2009

* For identification purpose only

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	深圳東江環保股份有限公司(Shenzhen Dongjiang Environmental Company Limited*), a joint stock limited company incorporated in the PRC
“Directors”	directors of the Company
“Domestic Share(s)”	ordinary share(s) issued by the Company, with a Renminbi-denominated par value of RMB0.10 each, which are subscribed for and paid up in Renminbi
“EGM”	the extraordinary general meeting of the Company to be held on 18 January 2010
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company, with a Renminbi-denominated par value of RMB0.10 each, which are subscribed for and traded in Hong Kong dollars on the Stock Exchange
“Latest Practicable Date”	30 November 2009, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained herein

DEFINITIONS

“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	shares of the Company, including the Domestic Shares and the H Shares, unless specified otherwise
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Wei Yang (*Chairman*)

Mr. Chen Shu Sheng

Mr. Li Yong Peng

Non-executive Directors:

Mr. Feng Tao (*Vice Chairman*)

Mr. Wu Shui Qing

Ms. Sun Ji Ping

Independent non-executive Directors:

Mr. Ye Ru Tang

Mr. Hao Ji Ming

Mr. Liu Xue Sheng

Registered office:

Office Units A, B, C, D and H
16th Floor, Shenmao Commercial Center
59 Xinwen Road
Futian District, Shenzhen
Guangdong Province
The PRC

*Head office and principal place of
business in Hong Kong:*

Suites 06-12, 33rd Floor
Shui On Centre
Nos. 6-8 Harbour Road
Wanchai
Hong Kong

2 December 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the special resolution for the amendments to the Articles of Association to be proposed at the EGM.

* *For identification purpose only*

LETTER FROM THE BOARD

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

With the completion of Dongjiang Environmental Building, registered office of the Company in the PRC would be changed to Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, and the Company will commence the property leasing business inside Dongjiang Environmental Building.

In light of the above, certain amendments are proposed to be made to the Articles of Association to reflect the changes of the registered office and scope of business of the Company. A special resolution to consider and approve the marking of such amendments will be proposed at the EGM. The proposed amendments, if approved by Shareholders at the EGM, will also be subject to the necessary registration requirement with relevant PRC authorities.

The proposed amendments are as follows:

- (i) article 3 of the existing Article of Association shall be deleted in its entirety and replaced by the following:

“The registered office of the Company: Dongjiang Environmental Building, No.9 Langshan Road, Nanshan District, Shenzhen

Postal code: 518057

Telephone number: 86-755-86676186

Fax number: 86-755-86676006”

- (ii) the second paragraph in article 10 of the existing Article of Association shall be deleted in its entirety and replaced by the following:

“The business scope of the Company include: treatment and re-cycling of wastes (cirtificates are to be separately applied) ; treatment of water, air and noise pollutants; design, construction and operation of environmental protection facilities; production, sale and purchase of chemical products (only to be operated after obtaining operation permits in respect of hazardous products); environmental protection materials, environmental protection re-cycled products, environmental protection equipment; development, promotion, and application of new products and new technology for environmental protection; conducting businesses (actual projects are to be separately submitted); import and export of goods and technology (not including sub-distribution and state-operated & controlled products); and property leasing”

LETTER FROM THE BOARD

EGM

Set out in this circular is a notice convening the EGM which will be held at Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, Guangdong Province, the PRC at 2:00 p.m. on 18 January 2010 for the purpose of considering and, if thought fit, passing a special resolution to approve the amendments to the Articles of Association. The notice of the EGM is set out on pages 6 to 7 of this circular.

The voting of the Shareholders at the EGM must be taken by way of poll. The Company will announce the results of the poll in the manner as prescribed under Rule 17.47(5) of the GEM Listing Rules.

Reply slip and form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed reply slip and form of proxy in accordance with the instructions printed thereon to the Company's share registrars, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event for the reply slip, before 29 December 2009, and for the proxy form, not less than 24 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish.

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

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Shenzhen Dongjiang Environmental Company Limited (the "Company") will be held at Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, Guangdong Province, the PRC on 18 January 2010 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

“THAT the articles of association of the Company be and hereby amended as follows:

- (i) article 3 of the existing Article of Association shall be deleted in its entirety and replaced by the following:

The registered office of the Company: Dongjiang Environmental Building, No.9 Langshan Road, Nanshan District, Shenzhen, PRC

Postal code: 518057

Telephone number: 86-755-86676186

Fax number: 86-755-86676006

- (ii) the second paragraph in article 10 of the existing Article of Association shall be deleted in its entirety and replaced by the following:

“The business scope of the Company include: treatment and re-cycling of wastes (cirtificates are to be separately applied) ; treatment of water, air and noise pollutants; design, construction and operation of environmental protection facilities; production, sale and purchase of chemical products (only to be operated after obtaining operation permits in respect of hazardous products); environmental protection materials, environmental protection re-cycled products, environmental protection equipment; development, promotion, and application of new products and new technology for environmental protection; conducting businesses (actual projects are to be separately submitted); import and export of goods and technology (not including sub-distribution and state-operated & controlled products); and property leasing; and property leasing”

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

Shenzhen, the PRC, 2 December 2009

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (a) The register of members of the Company in Hong Kong will be closed from Saturday, 19 December 2009 to Monday, 18 January 2010 (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 EGM, 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 Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, Guangdong Province, PRC (for holders of Domestic Shares) not later than 4:00 p.m. on Friday, 18 December 2009.
- (b) 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.
- (c) 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 Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, Guangdong Province, PRC not less than 24 hours before the time for holding the EGM. 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.
- (d) Shareholders and their proxies should produce identity proof when attending the EGM.
- (e) The EGM 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.

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