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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

GENERAL MANDATE TO ISSUE SHARES, PROPOSED BONUS SHARE ISSUE AND DIVIDENDS, AMENDMENTS TO THE ARTICLES, NOTICE OF ANNUAL GENERAL MEETING AND NOTICES OF CLASS MEETINGS

The notices convening the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting on 31 May 2010 at 2:00 p.m., 2:30 p.m. (or immediately after the conclusion or adjournment of the AGM) and 2:45 p.m. (or immediately after the conclusion or adjournment of the H Shares Class Meeting) respectively at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the People's Republic of China (the "PRC") are set out on pages 11 to 20 of this circular. Whether or not you are able to attend the above meetings, please complete and return the enclosed proxy forms in accordance with the instructions printed thereon as soon as practicable and in any event by not less than 24 hours before the time appointed for the holding of the relevant meeting(s). Completion and return of the proxy forms will not preclude you from attending and voting in person at the above meetings or at any adjourned meetings should you so wish.

Reply slips for the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting have also been enclosed. You are reminded to complete and sign the reply slips and return the signed slips to the Company's address at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the PRC (for holders of Domestic Shares), or to the office of the Company's H Share share registrar, Tricor Tengis Limited, on the 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong (for holders of H Shares) on or before 10 May 2010 in accordance with the instructions printed thereon.

Warning

Holders of H Shares should note that the Shares have been dealt with on an ex-entitlement basis commencing from 28 April 2010 (Wednesday). The Bonus Share Issue is conditional upon the conditions set out in this circular under the heading of "Conditions of Bonus Share Issue". Any person dealing in the Shares on an ex-entitlement basis up to such conditions are fulfilled will accordingly bear the risk that the Bonus Share Issue may not become unconditional and may not proceed. Any person contemplating selling or purchasing Shares during such period who is in any doubt about his/her/its position is recommended to consult his/her/its own professional adviser.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days and on the Company's website at <http://www.dongjiang.com.cn> from the date of its posting.

CHARACTERISTICS OF GEM

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.

CONTENTS

	<i>Page</i>
Definitions	1
Expected Timetable	4
Letter from the Board	5
1. Introduction	5
2. Issue Mandate	6
3. Proposed Bonus Share Issue and Dividends	6
4. Change of Board Lot Size	8
5. Proposed Amendments to the Articles	8
6. AGM, CSM and Closure of Registers of Members	9
7. Warning of Risk of Dealings in Shares	10
8. Listing Rules Requirements	10
9. Responsibility Statement	10
10. Recommendation	10
Notice of the Annual General Meeting and Closure of Registers of Members	11
Notice of H Shares Class Meeting	17
Notice of the Domestic Shares Class Meeting	19

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 11th Floor, Dongjiang Environmental Building, No.9 Langshan Road, Nanshan District, Shenzhen, the PRC on 31 May 2010 at 2:00 p.m., the notice of which is set out on pages 11 to 16 of this circular
“Articles”	the current articles of association of the Company
“Board”	the board of Directors
“Bonus Domestic Shares”	new Domestic Shares proposed to be issued pursuant to the Bonus Share Issue
“Bonus H Shares”	new H Shares proposed to be issued pursuant to the Bonus Share Issue
“Bonus Share Issue”	the issue of one Bonus Share for each existing issued Share on the basis of 627,381,872 Shares in issue as at the Latest Practicable Date to the Shareholders on the Registers of Members as at the Record Date through (1) the capitalization of RMB31,369,093.60 in the capital reserve fund into share capital of the Company; and (2) the capitalization of RMB31,369,093.60 of Distributable Retained Profits into share capital of the Company
“Bonus Shares”	Bonus Domestic Shares and Bonus H Shares
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Company”	深圳市東江環保股份有限公司 Shenzhen Dongjiang Environmental Company Limited*), a joint stock limited company incorporated in the PRC and the issued H Shares of which are listed on GEM
“CSM”	the class shareholders meetings of the Company for the holders of H Shares and the holders of Domestic Shares to be held on 31 May 2010 at 11th Floor, Dongjiang Environmental Building, No.9 Langshan Road, Nanshan District, Shenzhen, the PRC
“Directors”	the directors of the Company

DEFINITIONS

“Distributable Retained Profits”	the Company’s audited distributable retained profits as at 31 December 2007 under PRC GAAP, amounting to RMB245,512,844.44
“Dividends”	the proposed dividend of RMB0.05 for every existing issued Share (including tax) or a total of RMB31,369,093.60 in cash from the Distributable Retained Profits on the basis of a total of 627,381,872 Shares in issue as at the Latest Practicable Date to the Shareholders on the Registers of Members as at the Record Date
“Domestic Shares”	domestic share(s) of nominal value of RMB0.10 each in the issued share capital of the Company, which are subscribed for in RMB
“Domestic Shares Class Meeting”	the class shareholders meeting of the holders of Domestic Shares to be held on 31 May 2010 at 2:45 p.m. at 11th Floor, Dongjiang Environmental Building, No.9 Langshan Road, Nanshan District, Shenzhen, the PRC
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign shares of the Company with a nominal value of RMB0.10 each
“H Shares Class Meeting”	the class shareholders meeting of the holders of H Shares to be held on 31 May 2010 at 2:30 p.m. at 11th Floor, Dongjiang Environmental Building, No.9 Langshan Road, Nanshan District, Shenzhen, the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchange and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot and issue Shares in the manner as stated in the notice of the AGM which set out on pages 11 to 16 of this circular

DEFINITIONS

“Latest Practicable Date”	12 April 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China and for the purpose of this circular, does not include the Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC GAAP”	generally accepted accounting principles in China
“Record Date”	the record date for determining the Shareholders’ entitlements to the Dividends and Bonus Shares on 30 April 2010
“Registers of Members”	the registers of members of the Company for H Shares and Domestic Shares
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of the Domestic Shares and H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

EXPECTED TIMETABLE

2010
(Note)

Last day of dealings in H Shares cum-entitlement to the Bonus H Shares and the Dividends.	27 April (Tuesday)
First day of dealings in H Shares ex-entitlement to the Bonus H Shares and the Dividends.	28 April (Wednesday)
Latest time for lodging transfer documents and share certificates of H Shares for share transfer registration (to qualify for entitlement to Bonus Shares and the Dividends).	4:00 p.m. 29 April (Thursday)
Registers of Members closes (for the purposes of attending the AGM, being qualified for entitlement to the Bonus Shares and the Dividends)	from 30 April (Friday) to 31 May (Monday) (both days inclusive)
Record Date for entitlement to the Bonus Shares and the Dividends	30 April (Friday)
Latest date for lodging reply slips for the AGM, H Shares Class Meeting and Domestic Shares Class Meeting	10 May (Monday)
Latest time for returning proxy forms for the AGM.	2:00 p.m. on 30 May (Sunday)
Latest time for returning proxy forms for the H Shares Class Meeting.	2:30 p.m. on 30 May (Sunday)
Latest time for returning proxy forms for the Domestic Shares Class Meeting	2:45 p.m. on 30 May (Sunday)
AGM	2:00 p.m. on 31 May (Monday)
H Shares Class Meeting	2:30 p.m. on 31 May (Monday) (or immediately after the conclusion or adjournment of the AGM)
Domestic Shares Class Meeting.	2:45 p.m. on 31 May (Monday) (or immediately after the conclusion or adjournment of the H Shares Class Meeting)
Registers of Members re-opens	1 June (Tuesday)

Note: Dates or deadlines specified in this circular for events in the timetable in relation to the issue of Bonus Shares are indicative only and may be varied by the agreement between the Company and the Stock Exchange. Any consequential changes to the expected timetable will be published by way of public announcement.

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:

1st Floor, 3rd Floor

North of 8th Floor, 9th Floor

10th Floor, 11th Floor, 12th Floor

Dongjiang Environmental Building

No. 9 Langshan Road

North Zone of Hi-tech Industrial Park

Nanshan District, Shenzhen

the PRC

Principal place of business in Hong Kong:

Suites 06-12, 33rd Floor

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

15 April 2010

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES,
PROPOSED BONUS SHARE ISSUE AND DIVIDENDS,
AMENDMENTS TO THE ARTICLES,
NOTICE OF ANNUAL GENERAL MEETING
AND NOTICES OF CLASS MEETINGS**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect (i) the Issue Mandate; (ii) the proposed Bonus Share Issue and Dividends; (iii) the change of board lot size; and (iv) the amendments to the Articles, to enable you to make a decision on whether to vote for or against the resolutions at the AGM and the CSM.

* *For identification purpose only*

LETTER FROM THE BOARD

2. ISSUE MANDATE

At the AGM, a special resolution will be proposed to grant the Issue Mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20 per cent of each of H Shares and Domestic Shares in issue on the date of the passing of the resolution. The Issue Mandate will be valid from the date of passing of the relevant special resolution approving the same up to the earliest of (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution; (b) the expiration of the 12-month period following the passing of the relevant special resolution; or (c) the date on which such authority is revoked or varied by a special resolution in a general meeting.

As at the Latest Practicable Date, there were in issue in aggregate of 449,481,872 Domestic Shares and 177,900,000 H Shares. Assuming no additional H Shares and/or Domestic Shares will be allotted or issued and no existing H Shares and/or Domestic Shares are repurchased by the Company after the Latest Practicable Date but prior to the date of the AGM, if the Issue Mandate is fully exercised, the Company will be authorized to issue an additional 89,896,374 Domestic Shares and 35,580,000 H Shares.

None of the Directors has any present intention to cause the Company to allot or issue any additional Shares under this Issue Mandate if this general mandate is approved by the Shareholders. However, the Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Directors to issue additional Shares.

3. PROPOSED BONUS SHARE ISSUE AND DIVIDENDS

In the annual results announcement for the year ended 31 December 2009 and the clarification announcement of the Company dated 25 and 26 March 2010 respectively, the Company announced that the Board has proposed the Bonus Share Issue and the Dividends.

A special resolution will be proposed at the AGM and the CSM to consider and, if thought fit, approve (i) the declaration and payment of the Dividends; and (ii) subject to fulfillment of conditions set out in the section headed "Conditions of the Proposed Bonus share Issue" below, the Bonus Share Issue will be made on the basis of one Bonus Share (in which 0.5 share through capitalization of the capital reserve fund of the Company and 0.5 share through capitalization of Distributable Retained Profits), credited as fully paid, for every existing issued Share held by the Shareholders whose names appear on the Registers of Members at the close of business on the Record Date for the Shareholders.

Based on a total of 627,381,872 Shares (comprising a total of 177,900,000 H Shares and a total of 449,481,872 Domestic Shares) in issue as at Latest Practicable Date and on the assumption that no new Shares will be allotted or issued prior to the Record Date, (i) the Dividends in the total amount of RMB31,369,093.60, namely, RMB0.05 for every existing issued Share (including tax), will be paid to, and (ii) subject to the fulfillment of the conditions set out in the section headed "Conditions of the Proposed Bonus Share Issue" below, a total of 627,381,872 Bonus Shares will be issued to the Shareholders whose names appear on the Registers of Members at the close of business on the Record Date.

LETTER FROM THE BOARD

The balances of the Distributable Retained Profits and the Company's capital reserve fund under PRC GAAP were RMB245,512,844.44 and RMB35,476,560.53 respectively before the completion of above proposed Dividends and capitalization and were RMB182,774,657.24 and RMB4,107,466.93 respectively after the completion of above proposed Dividend and capitalization.

1) Conditions of the Proposed Bonus Share Issue

The completion of proposed Bonus Share Issue is conditional upon the following:

- (i) the passing of the relevant special resolution of the Shareholders at each of the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting approving the Bonus Share Issue;
- (ii) the approval of the Bonus Share Issue by the relevant governmental authorities in the PRC (if necessary); and
- (iii) the GEM Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Bonus H Shares.

It is uncertain as to how prompt the approval of the Bonus Share Issue by the relevant authorities would be. Investors should exercise caution in their dealings in the securities of the Company.

2) Ranking of new Shares

The 449,481,872 Bonus Domestic Shares will rank *pari passu* in all aspects with the existing Domestic Shares, and the 177,900,000 Bonus H Shares will rank *pari passu* in all aspects with the existing H Shares, save and except for that holders of the Bonus Shares will not be entitled to the Bonus Share Issue and the Dividends.

3) Listing and Dealings

Application will be made to the GEM Listing Committee of the Stock Exchange for the listing of and permission to deal in the 177,900,000 Bonus H Shares. Upon completion of the Bonus Share Issue, the Bonus H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made for the Bonus H Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Upon satisfaction of the conditions for the Bonus Share Issue as set out in this circular, it is expected that certificates for the Bonus H Shares will be despatched by ordinary post to holders of H Shares entitled thereto at their own risk. In the case of joint shareholdings, the certificates for the Bonus H Shares will be posted to the address of the first named holders of H Shares on the H Share register of members of the Company in respect of such joint shareholdings.

LETTER FROM THE BOARD

All Bonus H Shares will be registered on the H Share register of members of the Company maintained in Hong Kong. No part of the share capital of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Further announcement would be made in relation to the commencement of dealings of Bonus H Shares.

4) Reasons for proposing the Bonus Share Issue

The Company is undergoing steady development. The Bonus Share Issue is proposed to reciprocate the support of the Company's Shareholders. In addition, these arrangements, if implemented, can increase the Company's registered share capital, promote trading activities and enhance the liquidity of the Shares. Therefore, these arrangements are favourable to the long-term interests of the Company and the Shareholders as a whole.

4. CHANGE OF BOARD LOT SIZE

The Board has also resolved that, upon the Bonus Share Issue becoming effective, the board lot size for trading in the H Shares will be changed from 10,000 H Shares to 2,000 H Shares. The Board expects that the reduced board lot size may improve the trading liquidity of the H Shares and enable the Company to attract more investors, thus broadening its shareholder base. The closing price per H Share as at the Latest Practicable Date was HK\$5.11. Based on such closing price, the value of each board lot of H Shares would be HK\$10,220. The Directors expect that there will not be odd lots of H Shares arising from the Bonus Share Issue and so odd lot matching services will not be provided.

5. PROPOSED AMENDMENTS TO THE ARTICLES

As a result of the implementation of the Bonus Share Issue, the Articles would need to be amended to take into account the increase in the Company's registered share capital and the number of issued Domestic Shares and H Shares.

Set out below are the details of the amendments to be made to the Articles:

1. the sentence "Upon the completion of the capitalization of capital reserve fund and distributable retained profits into share capital of the Company as approved at the annual general meeting of the Company held on 31 May 2010, the shareholding structure of the Company is as follows: the total number of issued ordinary shares is 1,254,763,744, comprising 898,963,744 domestic shares, representing approximately 71.6% of the total number of issued ordinary shares of the Company, and 355,800,000 overseas listed foreign shares, representing approximately 28.4% of the total number of issued ordinary shares of the Company." shall be inserted after paragraph 1 of Articles 16;
2. Article 19 "The registered capital of the Company is RMB62,738,187.2." shall be deleted in its entirety and replaced by "The registered capital of the Company is RMB125,476,374.4."

LETTER FROM THE BOARD

The coming into effect of such proposed amendments to the Articles is conditional upon:

- (i) the passing of a special resolution to approve the amendments to the Articles by the Shareholders at the AGM; and
- (ii) the completion of the Bonus Share Issue.

6. AGM, CSM AND CLOSURE OF REGISTERS OF MEMBERS

Included in this circular are the notices to convene and hold the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the PRC on 31 May 2010 at 2:00 p.m., 2:30 p.m. (or immediately after the conclusion or adjournment of the AGM) and 2:45 p.m. (or immediately after the conclusion or adjournment of the H Shares Class Meeting), respectively.

For the purposes of the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting, the Registers of Members will be closed from 30 April 2010 to 31 May 2010 (both days inclusive), during which no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM and the CSM and to qualify for the entitlement to the Dividends and the Bonus Shares, share transfer documents accompanied by relevant H Share certificates should be lodged with the Company's H Share share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 4:00 p.m. on 29 April 2010. Shareholders registered as at the Record Date will be entitled to attend and vote at the AGM, the H Shares Class Meeting (for holders of H Shares) and the Domestic Shares Class Meeting (for holders of H Shares) and to receive Dividends and Bonus Shares.

Each Shareholder who has the right to attend and vote at the AGM and the CSM, is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote on his behalf at the AGM and the CSM.

The proxy forms for the use in connection with the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting are enclosed with this circular. Whether or not you are able to attend these meetings, please complete and return the enclosed proxy forms in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for holding of the meetings. Completion and return of the proxy forms will not preclude you from attending and voting in person at the meetings or any adjourned meetings should you so wish.

Reply slips for the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting have also been enclosed. You are reminded to complete and sign the reply slips and return the signed slips to the Company's address at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the PRC (for holders of Domestic Shares), or to the office of the Company's H Share share registrar (for holders of H Shares) on or before 10 May 2010 in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

7. WARNING OF RISK OF DEALINGS IN SHARES

Shareholders for H Shares should note that the H Shares have been dealt with on an ex-entitlement basis commencing from 28 April 2010 (Wednesday). The Bonus Share Issue is subject to the satisfaction of the conditions for the proposed Bonus Share Issue as set out in this circular. Any person dealing in the H Shares on an ex-entitlement basis up to such conditions being fulfilled will accordingly bear the risk that such Bonus Share Issue may not become unconditional and may not proceed. Any person contemplating selling or purchasing H Shares during such period who is in any doubt about his/her/its position is recommended to consult his/her/its own professional adviser.

8. LISTING RULES REQUIREMENTS

According to rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumption that are fair and reasonable.

10. RECOMMENDATION

Having considered the reasons set out herein, the Directors consider that the Issue Mandate, the Bonus Share Issue and the Dividends and the amendments to the Articles are in the interests of the Company, the Group and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of relevant resolutions to be proposed at the AGM and the CSM.

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

* *For identification purpose only*

NOTICE OF AGM



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 AND CLOSURE OF REGISTERS OF MEMBERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Shenzhen Dongjiang Environmental Company Limited (the “Company”) will be held at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the People’s Republic of China (the “PRC”) on 31 May 2010 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 2009;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the report of the auditor of the Company for the year ended 31 December 2009;
4. To consider and approve the re-appointment of SHINEWING CERTIFIED PUBLIC ACCOUNTANTS as the Company’s the “PRC” auditor and SHINEWING (HK) CPA Limited as the Company’s international auditor for the year 2010, and to authorise the Board to determine the auditors’ remuneration.
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.

* *For identification purpose only*

NOTICE OF AGM

SPECIAL RESOLUTIONS

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 (as hereinafter defined), 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;

NOTICE OF AGM

- (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

NOTICE OF AGM

- (iii) the date on which the authority set out this resolution is revoked or varied by a special resolution in a general meeting.

7. **“THAT:**

The proposed dividend of RMB0.05 to the shareholders of the Company whose name appear on the registers of members of the Company as at 30 April 2010 for every existing issued share (including tax) or a total of RMB31,369,093.60 (including tax) in cash from the Company’s audited distributable retained profits as at 31 December 2007 under the generally accepted accounting policies in China (the “PRC GAAP”) (the “Distributable Retained Profits”), on the basis of a total of 627,381,872 shares in issue as at the date of the resolution be approved.

The bonus shares be issued to the shareholders of the Company whose names appear on the registers of members of the Company as at 30 April 2010 on the basis of one bonus share (including tax, in which 0.5 share through capitalization of the capital reserve fund and 0.5 share through capitalization of Distributable Retained Profit) for each existing issued share held by them by capitalizing RMB31,369,093.60 in the capital reserve fund of the Company and RMB31,369,093.60 of Distributable Retained Profits, on the basis of a total of 627,381,872 shares in issue as at the date of the resolution be approved and that the Directors be authorized to take any necessary actions required under the applicable laws and regulations in connection hereto. The balances of the Distributable Retained Profits and the Company’s capital reserve fund under PRC GAAP were RMB245,512,844.44 and RMB35,476,560.53 respectively before the completion of above proposed dividends and capitalization and were RMB182,774,657.24 and RMB4,107,466.93 respectively after the completion of above proposed dividends and capitalization.”

8. **“THAT** upon the passing of a special resolution at each of the AGM and separate class meetings for holders of domestic shares and H shares to approve the seventh motion in this notice, the Directors be authorized to make amendments to the articles of association of the Company based on the number of bonus shares that may be issued under the seventh motion:

- (a) the sentence “Upon the completion of the capitalization of capital reserve fund and distributable retained profits into share capital of the Company as approved at the annual general meeting of the Company held on 31 May 2010, the shareholding structure of the Company is as follows: the total number of issued ordinary shares is 1,254,763,744, comprising 898,963,744 domestic shares, representing approximately 71.6% of the total number of issued ordinary shares of the Company, and 355,800,000 overseas listed foreign shares, representing approximately 28.4% of the total number of issued ordinary shares of the Company.” shall be inserted after paragraph 1 of Article 16;
- (b) Article 19 “The registered capital of the Company is RMB62,738,187.2.” shall be deleted in its entirety and replaced by “The registered capital of the Company is RMB125,476,374.4.”.

NOTICE OF AGM

CLOSURE OF REGISTERS OF MEMBERS

The registers of members of the Company will be closed from Friday, 30 April 2010 to Monday, 31 May 2010 (both days inclusive), during which period no transfer of shares will be registered.

In order to be entitled to attend and vote at the AGM and to qualify for the proposed final dividend and bonus shares, holders of H Shares must lodge all share transfer documents (including the duly stamped instruments of transfer and the relevant share certificate(s)) to the H Share share registrar of the Company, Tricor Tengis Limited, for completion of the registration of the relevant share transfers no later than 4:00 p.m. on Thursday, 29 April 2010.

The address of the Company's H Share share registrar is as follows:

Tricor Tengis Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

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

Shenzhen, the PRC, 15 April 2010

As at the date of this notice, the executive directors of the Company are Mr. Zhang Wei Yang, Mr. Chen Shu Sheng, Mr. Li Yong Peng; the non-executive directors of the Company are Mr. Feng Tao, Mr. Wu Shui Qing, 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.

* *For identification purpose only*

NOTICE OF AGM

Notes:

- (i) The registers of members of the Company will be closed from Friday, 30 April 2010 to Monday, 31 May 2010 (both days inclusive) during which period no transfer of shares can be effected. For the identification of shareholders of the Company 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 share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) and with the Company's address at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the PRC (for holders of Domestic Shares) not later than 4:00 p.m. on Thursday, 29 April 2010.
- (ii) Holders of Domestic Shares and H Shares whose names appear on the registers of members of the Company at 4:00 p.m. on Friday, 30 April 2010 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 share registrar (for H Shares) or to the address of the Company (for Domestic Shares) on or before 4:00 p.m. on Monday, 10 May 2010.
- (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 registers of members of the Company 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 share registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong and, for holders of Domestic Shares, to the address of the Company at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the 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.

NOTICE OF H SHARES CLASS 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 H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting (the “H Shares Class Meeting”) of the holders of H Shares of Shenzhen Dongjiang Environmental Company Limited* (the “Company”) will be convened and held at 2:30 p.m. on 31 May 2010 (or immediately after the conclusion or adjournment of the annual general meeting of the Company) at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the People’s Republic of China (the “PRC”) to pass the following resolution:

SPECIAL RESOLUTION

“**THAT:**

The proposed dividend of RMB0.05 to the shareholders of the Company whose name appear on the registers of members of the Company as at 30 April 2010 for every existing issued share (including tax) or a total of RMB31,369,093.60 (including tax) in cash from the Company’s audited distributable retained profits as at 31 December 2007 under the generally accepted accounting policies in China (the “PRC GAAP”) (the “Distributable Retained Profits”), on the basis of a total of 627,381,872 shares in issue as at the date of the resolution be approved.

The bonus shares be issued to the shareholders of the Company whose names appear on the registers of members of the Company as at 30 April 2010 on the basis of one bonus share (including tax, in which 0.5 share through capitalization of the capital reserve fund and 0.5 share through capitalization of Distributable Retained Profit) for each existing issued share held by them by capitalizing RMB31,369,093.60 in the capital reserve fund of the Company and RMB31,369,093.60 of Distributable Retained Profits, on the basis of a total of 627,381,872 shares in issue as at the date of the resolution be approved and that the Directors be authorized to take any necessary actions required under the applicable laws and regulations in connection hereto. The balances of the Distributable Retained Profits and the Company’s capital reserve fund under PRC GAAP were RMB245,512,844.44 and RMB35,476,560.53 respectively before the completion of above proposed dividends and capitalization and were RMB182,774,657.24 and RMB4,107,466.93 respectively after the completion of above proposed dividends and capitalization.”

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

Shenzhen, the PRC, 15 April 2010

* *For identification purpose only*

NOTICE OF H SHARES CLASS MEETING

Notes:

- (A) The registers of members of the Company will be closed from Friday, 30 April 2010 to Monday, 31 May 2010 (both days inclusive) during which period no transfer of the Company's shares will be effected.

In order to be entitled to attend and vote at the H Shares Class Meeting, share transfer documents should be lodged with the Company's H Shares share registrar not later than 4:00 p.m. on 29 April 2010.

In order to qualify for entitlement to the proposed final dividend and bonus shares, share transfer documents accompanied by relevant H Share certificates should be lodged with the Company's H Shares share registrar, Tricor Tengis Limited, as soon as practicable and in any event not later than 4:00 p.m. on 29 April 2010.

The address of the share registrar for the Company's H Shares is as follows:

Tricor Tengis Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

- (B) Holders of H Shares, who intend to attend the H Shares Class Meeting, must complete the reply slips for attending the H Shares Class Meeting and return them to the Company's H Shares share registrar, Tricor Tengis Limited not later than 20 days before the date of the H Shares Class Meeting, i.e. no later than 10 May 2010.
- (C) Each holder of H Shares who has the right to attend and vote at the H Shares Class Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the H Shares Class Meeting.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
- (E) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Shares share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the H Shares Class Meeting or any adjournment thereof.
- (F) If a proxy attends the H Shares Class Meeting on behalf of a shareholder, he should indicate his identification and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share holder attends the H Shares Class Meeting, such legal representative should indicate his identification and valid documents evidencing his capacity as such legal representative. If a legal person share holder appoints a representative of a company other than its legal representative to attend the H Share Class Meeting, such representative should indicate his identification and an authorization instrument affixed with the seal of the legal person share holders and duly signed by its legal representative.
- (G) The H Shares Class Meeting is expected to last for about an hour. Shareholders attending the H Shares Class Meeting are responsible for their own transportation and accommodation expenses.

NOTICE OF DOMESTIC SHARES CLASS 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 DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting (the “Domestic Shares Class Meeting”) of the holders of domestic shares of Shenzhen Dongjiang Environmental Company Limited* (the “Company”) will be convened and held at 2:45 p.m. on 31 May 2010 (or immediately after the conclusion or adjournment of the H shares class meeting) at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the People’s Republic of China (the “PRC”) to pass the following resolution:

SPECIAL RESOLUTION

“THAT:

The proposed dividend of RMB0.05 to the shareholders of the Company whose name appear on the registers of members of the Company as at 30 April 2010 for every existing issued share (including tax) or a total of RMB31,369,093.60 (including tax) in cash from the Company’s audited distributable retained profits as at 31 December 2007 under the generally accepted accounting policies in China (the “PRC GAAP”) (the “Distributable Retained Profits”), on the basis of a total of 627,381,872 shares in issue as at the date of the resolution be approved.

The bonus shares be issued to the shareholders of the Company whose names appear on the registers of members of the Company as at 30 April 2010 on the basis of one bonus share (including tax, in which 0.5 share through capitalization of the capital reserve fund and 0.5 share through capitalization of Distributable Retained Profit) for each existing issued share held by them by capitalizing RMB31,369,093.60 in the capital reserve fund of the Company and RMB31,369,093.60 of Distributable Retained Profits, on the basis of a total of 627,381,872 shares in issue as at the date of the resolution be approved and that the Directors be authorized to take any necessary actions required under the applicable laws and regulations in connection hereto. The balances of the Distributable Retained Profits and the Company’s capital reserve fund under PRC GAAP were RMB245,512,844.44 and RMB35,476,560.53 respectively before the completion of above proposed dividends and capitalization and were RMB182,774,657.24 and RMB4,107,466.93 respectively after completion of the above proposed dividends and capitalization.”

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

Shenzhen, the PRC, 15 April 2010

* *For identification purpose only*

NOTICE OF DOMESTIC SHARES CLASS MEETING

Notes:

- (A) The registers of members of the Company will be closed from Friday, 30 April 2010 to Monday, 31 May 2010 (both days inclusive) during which period no transfer of the Company's shares will be effected. Any holders of domestic shares of the Company whose names appear on the Company's domestic shares share register at 30 April 2010 are entitled to attend and vote at the Domestic Shares Class Meeting and are qualified for entitlement to the proposed final dividend and bonus shares.
- (B) Holders of domestic shares who intend to attend the Domestic Shares Class Meeting, must complete the reply slips for attending the Domestic Shares Class Meeting and return them to the address of the Company not later than 20 days before the date of the Domestic Shares Class Meeting, i.e. no later than 10 May 2010.

Details of the address of the Company are as follows:

11th Floor
Dongjiang Environmental Building
No. 9 Langshan Road
Nanshan District, Shenzhen
the PRC

- (C) Each holder of Domestic Shares who has the right to attend and vote at the Domestic Shares Class Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Domestic Shares Class Meeting.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
- (E) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the address of the Company, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the Domestic Shares Class Meeting or any adjournment thereof.
- (F) If a proxy attends the Domestic Shares Class Meeting on behalf of a shareholder, he should indicate his identification and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share holder attends the Domestic Shares Class Meeting, such legal representative should indicate his identification and valid documents evidencing his capacity as such legal representative. If a legal person share holder appoints a representative of a company other than its legal representative to attend the Domestic Share Class Meeting, such representative should indicate his identification and an authorization instrument affixed with the seal of the legal person share holders and duly signed by its legal representative.
- (G) The Domestic Shares Class Meeting is expected to last for about an hour. Shareholders attending the Domestic Shares Class Meeting are responsible for their own transportation and accommodation expenses.