



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)

PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 31 MAY 2010

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 annual general meeting of the Company (the "Meeting") to act as my/our proxies (Note 3) to attend, act and vote on my/our behalf at the Meeting to be held at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the People's Republic of China (the "PRC") on Monday, 31 May 2010 at 2:00 p.m. and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) for the purposes of Meeting as directed below:

ORDINARY RESOLUTIONS (Note 5)		FOR (Note 4)	AGAINST (Note 4)
1.	To approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2009.		
2.	To approve the report of the supervisory committee of the Company for the year ended 31 December 2009.		
3.	To approve the audited consolidated financial statements and the report of auditor for the year ended 31 December 2009.		
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 2010, and authorised 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 RESOLUTIONS (Note 5)			
6.	To consider and approve the grant of a general mandate to the Board to allot, issue and deal in additional Domestic Shares and H Shares. (please refer to the full resolution set out in the Notice of the Meeting dated 15 April 2010)		
7.	To consider and approve the proposed dividends and bonus share issue (please refer to the full resolution set out in the Notice of the Meeting dated 15 April 2010)		
8.	THAT upon the passing of a special resolution at the AGM and separate class meetings to approve the 7th motion, the directors of the Company be authorized to make relevant amendments to the articles of association of the Company.		

Dated the _____ day of _____ 2010 Shareholder's Signature _____ (Note 6)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- 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).
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTIONS, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "AGAINST".** If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick ("3") in the relevant box. On a poll taken at the Meeting, a shareholder (including his proxy/proxies) entitled to two or more votes need not cast all his votes in the same way. Failure to tick ("✓") or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution (or amendment thereto) properly put to the Meeting other than those set out in the notice convening the Meeting.
- Special Resolution shall be passed by an affirmative vote of more than two-thirds of the Company's total voting shares held by shareholders 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).
- 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 registers of members of the Company or shareholders in respect of the joint holding. Only one of the joint holders needs to sign.
- 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.
- 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 shares registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) or 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 24 hours before the time appointed for holding the Meeting or any adjourned thereof.
- Any alteration made to this form of proxy must be initiated by the person who signs it.
- 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.
- 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 no transfer of shares will be effected. The holders of shares whose name appear on the registers of members of the Company at 4:00 p.m. on Friday, 30 April 2010 will be entitled to attend and vote at the Meeting.

* For identification purpose only