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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 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 names 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 Profits) 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,

\* *For identification purpose only*

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 board of directors of the Company 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

*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.

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

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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 notice 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 notice misleading; and (3) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This notice will remain on the GEM website <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting and on the Company’s website at <http://www.dongjiang.com.cn> from the date of publication.*

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