



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)

(Stock code: 08230)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 21 OCTOBER 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 extraordinary 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") at 2:00p.m. on Thursday, 21 October 2010 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:

	FOR (Note 4)	AGAINST (Note 4)
SPECIAL RESOLUTIONS (Note 5)		
(1) To consider and approve (i) the provision of guarantee by the Company to licensed bank(s) in the PRC against the entire facility amounting to RMB40,000,000 to be provided to Shenzhen Dongjiang Environmental Resource Recycling Co., Ltd. (深圳市東江環保再生資源有限公司), a wholly-owned subsidiary of the Company; (ii) the provision of guarantees by the Company to licensed bank(s) in the PRC against the entire facilities amounting to RMB120,000,000 to be provided to Shenzhen Dongjiang Environmental Renewable Energy Co., Ltd. (深圳市東江環保再生能源有限公司), a wholly-owned subsidiary of the Company; (iii) the provision of guarantee by the Company to licensed bank(s) in the PRC against the entire facility amounting to RMB66,000,000 to be provided to Qianyuan Dongjiang Environmental Technology Co., Ltd. (清遠市東江環保技術有限公司), a wholly-owned subsidiary of the Company; (iv) the provision of guarantee by the Company to licensed bank(s) in the PRC against the facility amounting to RMB50,000,000 to be provided to Shenzhen Longgang Dongjiang Industrial Waste Treatment Co., Ltd. (深圳市龍崗區東江工業廢物處置有限公司), a non-wholly owned subsidiary of the Company; (v) the provision of guarantee by the Company to licensed bank(s) in the PRC against the facility amounting to RMB150,000,000 provided to Shaoguan Green Resource Recycling Development Co. Ltd. (韶關綠然再生資源發展有限公司), a non-wholly owned subsidiary of the Company; (vi) the provision of guarantee by the Company to licensed bank(s) in Hong Kong against the entire facility amounting to RMB20,000,000 (or its Hong Kong dollars equivalent) to be provided to Lik Shun Services Limited (力信服務有限公司), a wholly-owned subsidiary of the Company; and (vii) the provision of guarantee by the Company to licensed bank(s) in the PRC against the entire facility amounting to RMB20,000,000 to be provided to Beijing Novel Environmental Protection Co., Ltd. (北京永新環保有限公司), a non-wholly owned subsidiary of the Company, be approved, and the board of directors of the Company be authorised to take all such actions and execute all such documents or instruments for and on behalf of the Company as necessary or expedient and make arrangement for all specific matters relating to, in connection with, or to effect, the provision of the guarantees set out in paragraphs (i) to (vii) above, so far as permitted by the applicable laws and regulations.		
(2) To consider and approve (i) the proposed issue of the short-term commercial papers (the "Commercial Papers") of the Company in the PRC with an aggregate principal amount not exceeding RMB300,000,000; and (ii) to consider and authorize, generally and unconditionally, the board of directors of the Company to deal with all matters relating to or in connection with the issue of the Commercial Papers.		

Dated the _____ day of _____ 2010

Shareholder's Signature _____ (Notes 6 and 7)

Notes:

- Please insert the full name(s) and address(es) as shown in the registers of members of the Company 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 ANY OF THE 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 ("✓") 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).
- 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 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 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 meeting 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 Tuesday, 21 September 2010 to Thursday, 21 October 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 Monday, 20 September 2010 will be entitled to attend and vote at the Meeting.
- The full text of each of the resolutions is set out in the notice of extraordinary general meeting of the Company dated 6 September 2010.

* For identification purpose only