



**北控水務集團有限公司**  
BEIJING ENTERPRISES WATER GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 371)

## Proxy Form

**Form of proxy for the special general meeting (the "Meeting") to be held on Thursday, 24 September 2009 at 3:00 p.m. (or any adjournment thereof)**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of Beijing Enterprises Water Group Limited, (the "Company") HEREBY APPOINT <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Meeting to be held at Room 4302, 43/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 24 September 2009 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting dated 18 August 2009 in the manner as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR (note 4)	AGAINST (note 4)
1. To approve, ratify and confirm the Equity Interests Change Agreement dated 30 June 2009 and all other transactions contemplated under the Equity Interests Change Agreement; and to authorise any one director of the company to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Equity Interests Change Agreement and the transactions contemplated thereunder, and, where required, any amendment of the terms of the Equity Interests Change Agreement and the transaction contemplated thereunder.		
2. To approve, ratify and confirm the Services and Facilities Agreement dated 30 June 2009 and all other transactions contemplated under the Services and Facilities Agreement; and to authorise any one director of the company to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Services and Facilities Agreement and the transactions contemplated thereunder, and, where required, any amendment of the terms of the Services and Facilities Agreement and the transaction contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ Signature<sup>(note 6)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK LETTERS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the capital of the Company registered in your name(s).
3. Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. Any member entitled to attend and vote at the Meeting shall be entitled to appoint not more than two proxies to attend and, on a poll, vote instead of him. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE "FOR" THE RESOLUTION, TICK IN THE BOX MARKED "FOR", IF YOU WISH TO VOTE "AGAINST" THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete any or all boxes will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting if you so wish.