



北控水務集團有限公司

BEIJING ENTERPRISES WATER GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 371)

Form of proxy for the special general meeting to be convened on Thursday, 17 February 2011 at 3:00 p.m. (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.10 each in the capital of Beijing Enterprises Water Group Limited, (the "Company"), HEREBY APPOINT ^(Note 3) _____ 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 special general meeting of the Company (the "Meeting") to be held at 66/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 17 February 2011 at 3:00 p.m. in respect of the resolutions set out in the notice convening the special general meeting 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.	"THAT subject to (i) resolution numbered 2 below being passed and (ii) the Underwriting Agreement (a copy of the Underwriting Agreement marked "A" has been produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification) becoming unconditional and not being terminated in accordance with its terms, (a) the Open Offer be and is hereby approved; (b) the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer as referred to in Rule 7.26A(2) of the Listing Rules be and the same are hereby approved, confirmed and ratified; and (c) the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the Open Offer."		
2.	"THAT the application for a waiver to the Executive for waiving the obligation of BE Environmental and parties acting in concert with it to extend a general offer to acquire all issued Shares (excluding the Shares which are owned or agreed to be acquired by any of them) under Rule 26 of the Takeovers Code as a result of the Open Offer and the Underwriting Agreement be and is hereby approved and that the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give full effect to any matters relating to or in connection with the Whitewash Waiver."		
3.	"THAT the Exclusivity Agreement be and is hereby approved and the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the Exclusivity Agreement."		
4.	"THAT the Directors be granted a general mandate to allot, issue, grant, distribute and deal with the Shares."		
5.	"THAT the Directors be granted a general mandate to repurchase the Shares."		
6.	"THAT, conditional upon the passing of resolutions numbered 4 and 5, the general mandate granted to the Directors to allot, issue or otherwise deal with the additional Shares be extended by the amount of Shares repurchased."		
7.	"THAT Mr. Hou Feng be re-elected as executive Director and that the Board be authorised to fix his remuneration."		

Dated this _____ day of _____, 2011

Signature(s) ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) to which the proxy relates. 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).
- 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PUT "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PUT "✓" IN THE BOX MARKED "AGAINST".** Failure to complete the box 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.
- 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, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event by not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of any officer or attorney or other person duly authorized to sign the same.
- 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 shares 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.