



DONGJIANG ENVIRONMENTAL COMPANY LIMITED*

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: 00895)

PROXY FORM FOR THE FIRST CLASS MEETING OF HOLDERS OF H SHARES IN 2015 TO BE HELD ON 5 JUNE 2015

I/We _____
of _____

(Note 1) being the registered holder(s) of _____

(Note 2) H shares of RMB1.00 each in the capital of Dongjiang Environmental Company Limited* hereby appoint
_____ of _____

or the chairman of the first class meeting of the holders of H shares of the Company in 2015 (the "Meeting") as my/our proxy/proxies 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 4:00 p.m. on Friday, 5 June 2015 (or immediately after the conclusion or adjournment of the first class meeting of the holders of A shares in 2015 of the Company to be held on the same date) and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) as directed below:

SPECIAL RESOLUTION (Note 5)		FOR	AGAINST
1	To consider and approve the issue of shares by conversion of capital reserve and the dividend distribution		

Date: _____ 2015 Shareholder's Signature: _____ (Note 6)

Notes:

- Please insert the full name(s) and address(es) as shown in the register of members of the Company in **BLOCK CAPITAL LETTERS**.
- Please insert the number of H share(s) of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the H 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. If any proxy other than the chairman of the Meeting is preferred, please delete the words "or the chairman of the first class meeting of the holders of H shares of the Company in 2015 (the "Meeting")" and insert the full name(s) and address(es) of the proxy 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 THE RESOLUTION, PLEASE TICK ("✓") THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") THE RELEVANT BOX MARKED "AGAINST".** If you wish to vote only part of the number of H shares in respect of which the proxy is so appointed, please state the exact number of H shares in lieu of tick ("✓") in the relevant box. On a poll taken at the Meeting, a shareholder (including his proxy) 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 H 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 H shares held by shareholders present at the 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 register of members of the Company in respect of the H shares.
- 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 or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's H share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- Completion and return of this form of proxy will not preclude you from attending and voting in person 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 register of members of the Company will be closed from Tuesday, 5 May 2015 to Friday, 5 June 2015 (both days inclusive), during which no transfer of shares will be effected. The holders of H shares whose name appear on the register of members of the Company at 4:30 p.m. on Monday, 4 May 2015 will be entitled to attend and vote at the Meeting.
- The full text of the resolution is set out in the notice of the first class meeting of holders of H shares of the Company in 2015 dated 20 April 2015.

* For identification purpose only