



# 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)

### REVISED PROXY FORM FOR THE FIRST CLASS MEETING OF HOLDERS OF H SHARES IN 2017 TO BE HELD ON 26 JUNE 2017

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\* (the "Company") hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or the chairman of the first class meeting of the holders of H shares of the Company in 2017 (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 Monday, 26 June 2017 (or immediately after the conclusion or adjournment of the first class meeting of the holders of A shares in 2017 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 RESOLUTIONS (Note 5)		FOR	AGAINST	ABSTAIN
1	The resolution on the repurchase and cancellation of restricted shares granted but not yet unlocked as held by retired incentive participants under the 2016 Restricted Share Incentive Scheme;			
2	The resolution on reduction of registered capital of the Company;			
3	The resolution on the grant of specific mandate at the general meeting to the Board for the issue of shares;			
4	The resolution on the proposal of the Non-public Issue of A Shares to specific target subscribers by the Company (to be considered separately);			
	4.01 Class of shares and the par value			
	4.02 Method of issue and time of issue			
	4.03 Pricing Benchmark Date, issue price and method of price determination			
	4.04 Number of shares to be issued			
	4.05 Target subscribers and subscription method			
	4.06 Lock-up arrangement			
	4.07 Place of listing of shares			
	4.08 Amount of proceeds raised and use of proceeds			
	4.09 Arrangement of retained profits accumulated before the Non-public Issue of A Shares			
	4.10 Validity of resolutions			
5	The resolution on the feasibility analysis report on the use of proceeds from the Non-Public Issue of A Shares of the Company;			
6	The resolution on the plan of the Non-Public Issue of A Shares of the Company;			
7	The resolution on the Conditional Share Subscription Agreements and connected transactions entered into between the Company and target subscribers;			
8	The resolution on the dilution of current returns and remedial measures upon the Non-public Issue of A Shares of the Company;			
9	The resolution on the "Undertakings on remedial measures for dilution of current returns upon the Non-public Issue of A Shares" given by the controlling shareholders (Note 12), all directors of the fifth session of the Board and senior management;			
10	The resolution on the grant of authorisation to the Board or its authorized persons at the general meeting to deal with all matters relating to the Non-public Issue of A Shares.			

Date: \_\_\_\_\_ 2017 Shareholder's Signature: \_\_\_\_\_ (Note 6)

*Notes:*

1. Please insert the full name(s) and address(es) as shown in the register of members of the Company in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of H share(s) of the Company registered in your name(s). If no number is inserted, this revised form of proxy will be deemed to relate to all the H shares in the capital of the Company registered in your name(s).
3. 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 2017 (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.
4. **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.
5. 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).
6. 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.
7. The revised 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.
8. 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).
9. Any alteration made to this revised form of proxy must be initialed by the person who signs it.
10. Completion and return of this revised 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 revised form of proxy, this revised form of proxy will be deemed to have been revoked.
11. The register of members of the Company will be closed from Friday, 26 May 2017 to Monday, 26 June 2017 (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 Thursday, 25 May 2017 will be entitled to attend and vote at the Meeting.
12. For the purpose of this revised form of proxy and as per the interpretation under the listing rules of Shenzhen Stock Exchange, the largest shareholder of the Company, Guangdong Rising Assets Management Co., Ltd. represents the controlling shareholder of the Company. Under the interpretation of the Listing Rules, it is the substantial shareholder of the Company.
13. The full text of the resolutions are set out in the notice of the first class meeting of holders of H shares of the Company in 2017 dated 10 May 2017.
14. This revised form of proxy supersedes the form of proxy uploaded to the website of The Stock Exchange of Hong Kong Limited on 11 May 2017. Please use the revised form of proxy instead of the form of proxy.

\* *For identification purpose only*