



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 Monday, 22 August 2011 at 11:00 a.m. (or any adjournment thereof)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in
the capital of Beijing Enterprise 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 Meeting to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 22 August 2011 at 11:00 a.m. and at any adjournment thereof in respect of the resolutions set out in the notice of the Meeting in the manner as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
To approve, confirm and ratify the Master Agreement entered into between the Company, BEWG Environmental Group Co., Ltd, a subsidiary of the Company, as the purchaser (“Purchaser”), 深圳市泰合環保有限公司 (Shenzhen City Taihe Huanbao Co., Ltd.*) as the vendor (“Vendor”) and Violet Passion Holdings Limited in relation to the acquisition by the Purchaser of an aggregate of 11.03% of the entire registered capital (paid up) of 深圳北控創新投資有限公司 (Shenzhen Bei Kong Chuang Xin Investment Co. Ltd.*) from the Vendor and all the transactions contemplated thereunder; and to authorise the directors of the Company to execute the documents relating thereto; and, where required, any amendments thereto as such director may consider necessary, desirable or expedient.		

Dated this _____ day of _____, 2011 Signature(s) ^(note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- 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).
- 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” 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.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or the adjourned meeting. These terms are defined in the notice convening the Meeting.
- 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.
- 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.
- 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.

* For identification purpose only