



China Water Industry Group Limited

中國水業集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1129)

**Form of proxy for use at the Extraordinary General Meeting of
the Company to be held at Boardroom 5, Ground Floor, Renaissance Harbour View Hotel,
1 Harbour Road, Wanchai, Hong Kong on Monday, 20 September 2010 at 9:30 a.m.
or at any adjournment thereof**

I/We¹ _____

of _____

being a member of China Water Industry Group Limited (the "Company") and the registered holder(s) of _____ shares²
of HK\$0.10 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or**³ _____

of _____
as my/our proxy to vote and act for me/us at the extraordinary general meeting (and at any adjournment thereof) of the Company (the "Meeting") to be held at Boardroom 5, Ground Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 September 2010 at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the resolution set out in the notice convening the Meeting (the "Notice") and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To unconditionally approve, and grant a specific mandate for, the issue of the New Bonds and the conversion rights attached thereto.		
2.	To unconditionally approve, and grant a specific mandate for, the issue and allotment of the Shares upon exercise of the conversion rights attaching to the New Bonds at the then prevailing conversion price (subject to adjustment).		
3.	To authorise any Director or the secretary of the Company, on behalf of the Company, to:		
	(A) Issue the New Bonds and the conversion rights attached thereto.		
	(B) Issue and allot such number of Shares as required upon exercise of the conversion rights attaching to the New Bonds at the then prevailing conversion price (subject to adjustment) in accordance with the terms and conditions of the New Bonds.		
	(C) Sign, seal, execute and/or deliver all such documents and do all such deeds, acts, matters and things as any of the Directors may in his discretion consider necessary or desirable for the purpose of or in connection with the issue of the New Bonds and allotment and/or issue of the Shares upon conversion of the New Bonds and/or all transactions contemplated thereunder.		

Dated this _____ day of _____ 2010 Signature⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar, Union Registrars Limited at 18/F., Fok Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong no later than 48 hours before the appointed time for the holding of the Meeting (or at any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.

* For identification purpose only