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**北控水務集團有限公司**  
BEIJING ENTERPRISES WATER GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 371)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of the shareholders of Beijing Enterprises Water Group Limited (the “**Company**”) will be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

“**THAT:**

1. (a) the second supplemental loan agreement (the “**2nd Supplemental Loan Agreement**”) dated 25 May 2011 by the Company to Meishi International Investment Group Limited, a copy of which has been produced to the meeting and marked “A”, and initialled by the chairman of the meeting for the purpose of identification, the terms thereof and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to take such actions and execute such documents to effect the 2nd Supplemental Loan Agreement and transactions contemplated under the 2nd Supplemental Loan Agreement and to sign or execute such other documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they may consider necessary or desirable for the purposes of giving effect to the 2nd Supplemental Loan Agreement, and where required, any amendment of the terms of the 2nd Supplemental Loan Agreement and the transactions contemplated thereunder.

2. (a) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of any options granted under the 2011 Share Option Scheme (a copy of which has been presented to the meeting marked “B” and initialled by the chairman of the meeting for identification purpose), the 2011 Share Option Scheme be and is hereby approved and adopted; and that the Directors be and are hereby authorised to grant options and allot, issue and deal with the Shares pursuant to the exercise of any options granted under the 2011 Share Option Scheme; and that the Directors be and are hereby authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the 2011 Share Option Scheme; and
- (b) conditional upon the 2011 Share Option Scheme becoming unconditional and effective, the 2002 Share Option Scheme be terminated with effect from the date on which the 2011 Share Options Scheme shall become unconditional and effective.
3. Mr. Ke Jian be re-elected as an executive Director and the board of Directors be authorised to fix his remuneration.”

By Order of the Board  
**Beijing Enterprises Water Group Limited**  
**Zhang Honghai**  
*Chairman*

Hong Kong, 10 June 2011

*Notes:*

- (i) A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote instead of him. In the case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited of 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (iii) As at the date of this notice of meeting, the board of directors of the Company comprises eleven executive directors, namely, Mr. Zhang Honghai (Chairman), Mr. E Meng, Mr. Jiang Xinhao, Mr. Hu Xiaoyong (Chief Executive Officer), Mr. Zhou Min, Mr. Li Haifeng, Mr. Zhang Tiefu, Mr. Hou Feng, Ms. Qi Xiaohong, Mr. Ke Jian and Mr. Ju Yadong and five independent non-executive directors, namely, Mr. Shea Chun Lok, Quadrant, Mr. Zhang Gaobo, Mr. Guo Rui, Ms. Hang Shijun and Mr. Wang Kaijun.