

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 a Special General Meeting (the “**Meeting**”) of the shareholders of Beijing Enterprise Water Group Limited (the “**Company**”) will be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on 22 August 2011 for the purpose of considering as special business and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the Acquisition (as defined in the Company’s circular (the “**Circular**”) dated 29 July 2011 of which this notice of special general meeting forms part) as provided under the master agreement dated 5 July 2011 (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 (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification), be and is hereby approved;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorized to issue up to 59,035,792 shares having a par value of HK\$0.10 each in the share capital of the Company (the “**Consideration Shares**”) at an issue price of HK\$2.134 per Consideration Shares and on the terms and conditions as set out in the Master Agreement and that the Directors be and are hereby authorized to do all such things and acts and sign all such documents which they consider desirable or expedient to implement and/or give effect to any matters in relation thereto or in connection therewith;

- (c) the Master Agreement and all relevant provisions in the Master Agreement and the transactions relating to the Acquisition contemplated under the Master Agreement, including the allotment and issue of the Consideration Shares (the “**Acquisition Transactions**”) be and are hereby approved, confirmed and ratified; and
- (d) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such further acts and things and execute all such further documents and take all steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Master Agreement and/or the Acquisition Transactions and to approve any changes and amendments thereto as such Director may consider necessary, desirable or expedient.”

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

Hong Kong, 29 July 2011

Notes:

1. 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 authorize 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.
2. 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.
3. As at the date of this notice of the 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.