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**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)**

## **NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2011**

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting (the “EGM” ) of Dongjiang Environmental Company Limited (the “Company” ) in 2011 will be held at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the People’s Republic of China (the “PRC” ) at 2:00 p.m. on Monday, 7 November 2011 for the purpose of considering and, if thought fit, passing the following resolution:

### **SPECIAL RESOLUTION**

**“THAT**

- (i) the provision of guarantee by the Company to licensed bank(s) in the PRC against the entire facility amounting to RMB30,000,000 to be provided to Yunnan Dongjiang Environmental Technology Co., Ltd. (雲南東江環保技術有限公司), a wholly-owned subsidiary of the Company, be approved;
- (ii) the provision of guarantee by the Company to licensed bank(s) in the PRC against RMB85,500,000 out of the entire facility amounting to RMB90,000,000 to be provided to Hunan Dongjiang Environmental Investment & Development Co., Ltd. (湖南東江環保投資發展有限公司), a non-wholly owned subsidiary of the Company, be approved;
- (iii) the provision of guarantee by the Company to licensed bank(s) in the PRC against RMB45,900,000 out of the entire facility amounting to RMB90,000,000 to be provided to Huizhou Dongjiang Veolia Environmental Services Co., Ltd. (惠州東江威立雅環境服務有限公司), a jointly controlled entity of the Company, be approved;

- (iv) the provision of guarantee by the Company to licensed bank(s) in the PRC against the entire facility amounting to RMB90,000,000 to be provided to Shenzhen Longgang Dongjiang Industrial Waste Treatment Co., Ltd. (深圳市龍崗區東江工業廢物處置有限公司), a non-wholly owned subsidiary of the Company, be approved;
- (v) the provision of guarantee by the Company to licensed bank(s) in the PRC against the entire facility amounting to RMB200,000,000 provided to Shaoguan Green Resource Recycling Development Co., Ltd. (韶關綠然再生資源發展有限公司), a non-wholly owned subsidiary of the Company, be approved; and
- (vi) the provision of guarantee by the Company to licensed bank(s) in Hong Kong against the entire facility amounting to RMB30,000,000 (or its Hong Kong dollars equivalent) to be provided to Lik Shun Services Limited (力信服務有限公司), a wholly-owned subsidiary of the Company, be approved,

and the board of directors of the Company be authorised to take all such actions and execute all such documents or instruments for and on behalf of the Company as necessary or expedient and make arrangement for all specific matters relating to, in connection with, or to effect, the provision of the guarantees set out in paragraphs (i) to (vi) above, so far as permitted by the applicable laws and regulations.”

By order of the Board  
**Dongjiang Environmental Company Limited\***  
**Zhang Wei Yang**  
*Chairman*

Shenzhen, the PRC, 22 September 2011

Notes:

- (a) The register of members of the Company will be closed from Friday, 7 October 2011 to Monday, 7 November 2011 (both days inclusive) during which no transfer of shares will be effected. For the identification of shareholders who are qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the PRC (for holders of domestic shares), or the Company's H shares registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for holder of H shares) not later than 4:00 p.m. on Thursday, 6 October 2011.
- (b) A form of proxy for use at the EGM is enclosed herewith. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (c) Whether or not you are able to attend the EGM, you are requested to complete the enclosed reply slip and form of proxy in accordance with the instructions printed thereon and return it to the Company at 11th Floor, Dongjiang Environmental Building, No.9 Langshan Road, Nanshan District, Shenzhen, the PRC (for holders of domestic shares), or to the Company's H shares registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) as soon as possible but in any event for the reply slip, before Monday, 17 October 2011, and for the proxy form, not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.
- (d) If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
- (e) Shareholders and their proxies should produce identity proof when attending the EGM.
- (f) The EGM is not expected to last for more than half a day. Shareholders and their proxies shall be responsible for their own traveling and accommodation expenses for attending the EGM.

*As at the date of this notice, the Board comprises three executive Directors, being Mr. Zhang Wei Yang, Mr. Chen Shu Sheng and Mr. Li Yong Peng; three non-executive Directors, being Mr. Feng Tao, Mr. Feng Bo and Ms. Sun Ji Ping; and three independent non-executive Directors, being Mr. Ye Ru Tang, Mr. Hao Ji Ming and Mr. Wang Ji De.*

*\* For identification purpose only*