



# 北控水務集團有限公司

BEIJING ENTERPRISES WATER GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 371)

## Form of proxy for the 2014 annual general meeting (the "Meeting") to be convened on Friday, 23 May 2014 at 3:00 p.m. (or any adjournment thereof)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of Beijing Enterprises Water Group Limited, ("the Company") HEREBY APPOINT <sup>(note 3)</sup> \_\_\_\_\_

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 of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 23 May 2014 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting dated 22 April 2014 in the manner as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1. To receive and adopt the audited financial statements of the Company and the reports of the directors and the auditors for the year ended 31 December 2013		
2. To make final distribution of HK2.7 cents per share out of the contributed surplus of the Company		
3. (i) To re-elect Mr. Zhou Min as an executive director of the Company	(i)	(i)
(ii) To re-elect Mr. Zhang Tiefu as an executive director of the Company	(ii)	(ii)
(iii) To re-elect Ms. Qi Xiaohong as an executive director of the Company	(iii)	(iii)
(iv) To re-elect Mr. Ke Jian as an executive director of the Company	(iv)	(iv)
(v) To re-elect Mr. Li Li as an executive director of the Company	(v)	(v)
(vi) To re-elect Mr. Shea Chun Lok Quadrant as an independent non-executive director of the Company	(vi)	(vi)
(vii) To re-elect Mr. Zhang Gaobo as an independent non-executive director of the Company	(vii)	(vii)
(viii) To authorise the board of directors to fix the directors' remuneration	(viii)	(viii)
4. To re-appoint Messrs. Ernst & Young as the auditors of the Company and to authorise the board of directors to fix their remuneration		
5. To grant a general mandate to the directors to repurchase shares of the Company		
6. To grant a general mandate to the directors to allot, issue or otherwise deal with additional shares of the Company		
7. To extend the general mandate to the directors to allot, issue or otherwise deal with additional shares of the Company by the amount of shares purchased		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Signature <sup>(Note 6)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK LETTERS**. The names 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE "FOR" ANY RESOLUTION, TICK IN THE BOX MARKED "FOR", IF YOU WISH TO VOTE "AGAINST" ANY 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 or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- 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 shares 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. In such event, the instrument appointing a proxy shall be deemed to be revoked.