



**中國水務地產集團有限公司**  
**CHINA WATER PROPERTY GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2349)**

**Proxy Form for use at the Extraordinary General Meeting  
to be held on 16 September 2011  
(or any adjournment thereof)**

I/We (*note a*) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (*note b*) Shares of HK\$0.01  
each of the share capital of China Water Property Group Limited (the “Company”) hereby appoint the Chairman of the Meeting or  
of \_\_\_\_\_  
as my/our proxy (*note c*) at the extraordinary general meeting (the “Meeting”) of the Company to be held at Suite 6208, 62nd Floor,  
Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on (Fri), 16 September 2011 at 10:30 a.m. or at any adjournment thereof and  
to vote on my/our behalf as directed below.

Please make a mark “√” in the appropriate boxes to indicate how you wish your vote(s) to be cast (*note d*).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To approve the Share Consolidation (as defined in the circular date 31 August 2011 issued by the Company (the “Circular”).		
2.	To consider and approve the Open Offer of 502,492,246 new Consolidated Shares as Offer Shares at a subscription price of HK\$0.50 per Offer Shares to the Qualifying Shareholders pursuant to the Underwriting Agreement dated 28 July 2011 entered into between the Company and China Water and the absence of excess arrangement under the Open Offer and the transactions contemplated thereunder.		
3.	To approve the Whitewash Waiver in favour of China Water and parties acting in concert with it from making a mandatory offer under the Takeovers Code as a result of the Open Offer of the Company on the basis on two (2) Offer Shares for every five (5) Consolidated Shares held on the Record Date at a subscription price of HK\$0.50 per Offer Share and the transactions contemplated thereunder.		
4.	To approve the Set Off against the Loan of HK\$112 million indebted by the Company to the Underwriter and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Signature(s) \_\_\_\_\_ (*notes e, f, g and h*)

*Notes:*

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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 in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“√”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“√”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder 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.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any 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 Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.