

**EXHIBIT A
CONVERSION NOTICE**

**CHINA WATER INDUSTRY GROUP LIMITED
HK\$337,000,000
0.25 per cent. Convertible Bonds due 2012 (the "Bonds")**

(Please read the notes overleaf before completing this Notice.)

Name: Date:

Address: Tel No:

*Euroclear/Clearstream Account No.: Fax No:

(*delete as appropriate)

Signature:

.....

To: [Conversion Agent]

Cc: [●]

Fax: [●]

Cc: China Water Industry Group Limited (the "Issuer")

I/We, being the holders of the Bonds specified below, hereby irrevocably elect to convert such Bonds into fully-paid ordinary shares of the Issuer (the "Shares") with a par value of HK\$0.10 each in accordance with the terms and conditions of the Bonds.

1 Total principal amount, number and identifying numbers of Bonds to be converted:

Total principal amount:

Total number of Bonds:

Identifying numbers of Bonds (if relevant)*:

Identifying numbers of Certificates deposited in respect of Bonds to be converted (if relevant)*:

N.B. If necessary, the identifying numbers of Bonds and Certificates can be attached separately.

* Not required for Bonds represented by a Global Certificate

2 Name(s) and address(es) of person(s) in whose name(s) the Shares required to be delivered on conversion are to be registered:

Name:

Address:

.....
Telephone Number:
Fax Number:

[In the case of Shares to be delivered through the Central Clearing and Settlement System of Hong Kong ("CCASS"), we attach a duly completed Delivery Instruction in the form correctly prescribed by CCASS.]

3 We certify that:

3.1 the amount of (if any) stamp, issue, registration or other similar taxes and duties ("**Duties**");

3.1.1 arising upon exercise of the Conversion Right in the country in which such Conversion Rights are exercised is:

Amount:

Country in which Conversion Rights are exercised:

and/or

3.1.2 payable in any jurisdiction consequent upon the issue or transfer of Shares to or to the order of a person other than the exercising Bondholder is:

Amount:

Country in which Duties are payable and have been paid:
.....

4 I/We hereby request that the certificates for the Shares (unless delivered through CCASS pursuant to the attached Delivery Instruction) together with any other securities, property or cash, including any Hong Kong dollar cheque in respect of payment of an Equivalent Amount pursuant to Condition 6(B)(iii) required to be delivered upon conversion, be despatched (at my/our risk and expense) to the person whose name, contact person, telephone numbers, fax number and address is given below and in the manner specified below:

Name:

Contact Person:

Address:

.....

.....

Account No.:

Account Name:

Telephone Number/Fax Number:

Manner of despatch:.....

The Certificate in respect of the Bonds converted hereby accompanies this Conversion Notice.*

* Not required for the Global Certificate.

N.B.

- (i) This Conversion Notice will be void unless the introductory details and Sections 1 to 4 are completed.
- (ii) Your attention is drawn to Condition 6(B)(ii) of the Bonds with respect to the conditions precedent which must be fulfilled before the Bonds specified above will be treated as effectively eligible for conversion.
- (iii) Despatch of share certificates or other securities or property will be made at the risk and expense of the converting Bondholder and the converting Bondholder will be required to submit any necessary documents required in order to effect despatch in the manner specified.
- (iv) If a retroactive adjustment contemplated by the terms and conditions of the Bonds is required in respect of a conversion of Bonds, certificates for the additional Shares deliverable pursuant to such retroactive adjustment (together with any other securities, property or cash) will be delivered or despatched in the same manner as the Shares, other securities, property and cash or, as the case may be, Equivalent Amount previously issued pursuant to the relevant Conversion Notice.

For Agent's use only:

- 1 The Issuer has notified the Conversion Agents that the Issuer's register of shareholders will be closed on the following dates:
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- 2 (A) Bond conversion identification reference: CHINAWATER/CITI00/HK\$337m 0.25 per cent. Convertible Bonds due 2012/[]
(B) Date Conversion Notice was deposited:
(C) Conversion Date:
- 3 (A) Aggregate principal amount of Bonds in respect of which Certificates have been deposited for conversion:
(B) Conversion Price on Conversion Date:
(C) Number of Shares issuable:
- 4 (if applicable) amount of cash payment due to converting Bondholder under Condition 6(A)(ii) in respect of fractions of Shares:

The Conversion Agent must complete items 1, 2, 3 and (if applicable) 4.