



# CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED

## 中國環境資源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1130)

### Form of Proxy for Annual General Meeting (the “Meeting”) to be held on Wednesday, 27 November 2013 (and at any adjournment thereof)

I/We <sup>Note 1</sup> \_\_\_\_\_

of \_\_\_\_\_

being a member of China Environmental Resources Group Limited 中國環境資源集團有限公司 (the “Company”) and the registered holder(s) of \_\_\_\_\_ shares <sup>Note 2</sup> of HK\$0.02 each in the capital of the Company, **HEREBY APPOINT**

**THE CHAIRMAN OF THE MEETING**, or <sup>Note 3</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the Meeting (and at any adjournment thereof) of the Company to be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 November 2013 at 10:30 a.m. as indicated below.

Ordinary Resolutions		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To received and adopt the audited consolidated financial statements for the year ended 30 June 2013 together with the report of the directors and the independent auditor’s report		
2.	(a) To re-elect the following as directors:		
	(i) Mr. Kwok Wai, Wilfred		
	(ii) Mr. Wong Kwai Sang		
	(iii) Mr. Chan Ka Yin		
	(iv) Mr. Wong Po Keung		
(b) To authorise the board of directors to fix the directors’ remuneration			
3.	To re-appoint Lau & Au Yeung C.P.A. Limited as auditor and to authorise the board of directors to fix the remuneration of auditor		
4.	To grant a general mandate to the directors to issue new ordinary shares of the Company (Ordinary Resolution No. 4 in the notice of the Meeting)		
5.	To grant a general mandate to the directors to repurchase ordinary shares of the Company (Ordinary Resolution No. 5 in the notice of the Meeting)		
6.	To extend the general mandate to be given to the directors to issue ordinary shares of the Company (Ordinary Resolution No. 6 in the notice of the Meeting)		

Date: \_\_\_\_\_, 2013 Shareholder’s Signature <sup>(Note 5)</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the appointed time for the holding of the Meeting (or at any adjournment thereof).
8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.