



# 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)

### PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 11:00 A.M. ON 2 JULY 2015 AT 35/F, CENTRAL PLAZA, 18 HARBOUR ROAD, WANCHAI, HONG KONG AND ANY ADJOURNMENT THEREOF

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
ordinary share(s)<sup>(2)</sup> of HK\$0.02 each in the capital of China Environmental Resources Group Limited (the "Company"),  
**HEREBY APPOINT**<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the Chairman of the meeting, as my/our proxy to vote and act for me/us at the extraordinary general meeting of the Company (the "EGM") (or any adjournment thereof), to be held at 11:00 a.m. on 2 July 2015 at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the notice dated 15 June 2015 convening the EGM (the "Notice") and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolution as indicated below<sup>(4)</sup>. Unless otherwise specified, capitalised terms used in this proxy form shall have the same meaning as those defined in the circular date 15 June 2015 despatched to the Shareholders of the Company.

| ORDINARY RESOLUTION |   | FOR <sup>(4)</sup> | AGAINST <sup>(4)</sup> |
|---------------------|---|--------------------|------------------------|
| 1.                  | To approve the SPA and all transactions contemplated thereunder as set out in the resolution of the notice convening the EGM including but not limited to the issue of the Promissory Note. |                    |                        |

Date: \_\_\_\_\_ 2015

Signature(s) <sup>(5)</sup>: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words 'the Chairman of the meeting' and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice convening the EGM.
5. This proxy form shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
6. Any shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder of the Company.
7. In order to be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the EGM (or any adjournment thereof).
8. Completion and delivery of this proxy form shall not preclude a shareholder from attending and voting in person at the EGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
9. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
10. Any voting at the EGM shall be taken by poll.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Union Registrars Limited (the address stated in note 7 above).