



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 EXTRAORDINARY GENERAL MEETING (THE "EGM") TO BE HELD ON FRIDAY, 29 JULY 2016 AND ANY ADJOURNMENT THEREOF

I/We ^{Note 1} _____
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 ^{Note 2} of HK\$0.02 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE EGM**, or ^{Note 3} _____
of _____

as my/our proxy to vote and act for me/us at the EGM (and at any adjournment thereof) of the Company to be held at 11:00 a.m. on Friday, 29 July 2016 at 35/F., Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice dated 12 July 2016 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 resolutions as indicated below.

Ordinary Resolutions		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve, ratified and confirmed the Tenancy Agreement (including the annual caps thereof)		
2.	To grant the Refreshed General Mandate to the Directors to allot, issue and deal with new shares not exceeding 20 per cent. of the issued share capital of the Company as at the date of the EGM		
3.	To approve the refreshment of the Scheme Mandate Limit under the Share Option Scheme		

Date: _____ 2016 Shareholder's Signature ^(Note 5): _____

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 EGM is preferred, strike out "THE CHAIRMAN OF THE EGM" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED 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 EGM other than those referred to the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
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 Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the appointed time for the holding of the EGM (or at any adjournment thereof).
8. A proxy need not be a member of the Company but must attend the EGM in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish.
10. Unless otherwise indicated in the context in this form of proxy, capitalised terms defined in this form of proxy shall have the same meanings as defined in the Notice.