



# 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 use at the Extraordinary General Meeting to be held on Friday, 18 October 2013 at 11:00 a.m. (or at any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being a member of China Environmental Resources Group Limited (the "Company") and the registered holder(s)  
of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.02 each in the capital of the Company, HEREBY  
APPOINT THE CHAIRMAN OF THE MEETING, or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the EGM (and at any adjournment thereof) to be held at 35/F, Central Plaza, 18  
Harbour Road, Wanchai, Hong Kong on Friday, 18 October 2013 at 11:00 a.m., for the purpose of considering and, if thought  
fit, passing, with or without modification, the resolution set out in the notice convening the EGM and at the EGM (and at any  
adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below, or if no such  
indication is given, as my/our proxy thinks fit.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 30 September  
2013 unless the context requires otherwise.

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
Subject to, among others, fulfilment of the conditions in the Underwriting Agreement, the Open Offer, details of which are set out in the notice of the EGM dated 30 September 2013, be and is hereby approved.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013 Signature<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 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 is preferred, strike out "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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his 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 authorized in writing or, in the case of a corporation, must be either 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 Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later 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.