



# CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED

(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 Thursday, 6 June 2013 at 10:30 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 Extraordinary General Meeting (and at any adjournment thereof) of the  
Company to be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 6 June 2013 at 10:30 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 said meeting and at such meeting (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.

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To refresh a general mandate to be given to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		

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 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 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 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.