



# 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 Monday, 3 April 2023 (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 Orchid Room, 2/F, The Royal  
Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 3 April 2023 at 11:00 a.m. as indicated below.

Ordinary Resolutions		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and adopt the audited consolidated financial statements for the year ended 30 June 2022 together with the report of the directors and the independent auditor’s report		
2.	(a) (i) To re-elect Mr. Yeung Chi Hang as director		
	(ii) To re-elect Mr. Chung Siu Wah as director		
	(iii) To re-elect Mr. Ong Chi King as director (who has served as an independent non-executive director of the Company for more than 9 years)		
	(b) To authorise the board of directors to fix the directors’ remuneration for the year ending 30 June 2023		
3.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the board of directors to fix the remuneration of auditor (Ordinary Resolution No. 3 in the notice of the Meeting)		
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 new ordinary shares of the Company (Ordinary Resolution No. 6 in the notice of the Meeting)		
Special Resolutions			
7.	To waive the requirement for the Company to hold a general meeting as its annual general meeting in each year; and not more than 15 months shall elapse (or such longer period as The Stock Exchange of Hong Kong Limited may authorize) between the date of one annual general meeting of the Company and that of the next pursuant to article 70 of the articles of association of the Company for 2022, such that the Company shall not be obliged to convene an annual general meeting in 2022, and that any annual general meeting convened in 2023 shall be deemed to be duly convened, notwithstanding that more than 15 months may have elapsed between the date of that meeting and the previous annual general meeting of the Company (Special Resolution No.7 in the notice of the Meeting)		
8.	To amend existing memorandum and articles of association of the Company (the “Memorandum and Articles of Association”) by the deletion in their entirety and the substitution in their place of the amended and restated Memorandum and Articles of Association (copies of which have been produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification) with immediate effect after the close of the Meeting (Special Resolution No. 8 in the notice of the Meeting)		

Date: \_\_\_\_\_, 2023 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**, or” 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 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 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 Hong Kong branch share registrar and transfer office, 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 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.

#### 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).