



NEW ENVIRONMENTAL ENERGY HOLDINGS LIMITED

新環保能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03989)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 18 OCTOBER 2010 OR ANY ADJOURNMENT THEREOF

I/We¹ _____
of _____
being holder(s) of _____² shares of HK\$0.10 each in the capital of
New Environmental Energy Holdings Limited (the "Company"), HEREBY APPOINT the Chairman of the meeting³ or _____
of _____
as my/our proxy to act for me/us at the extraordinary general meeting of the Company, to be held at 36th Floor, No. 1 Hung To Road, Kwun Tong,
Kowloon, Hong Kong, on Monday, 18 October 2010 at 11:00 a.m. (or at any adjournment thereof) and in particular (but without limitation) at such
meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution set out in the notice convening the said
meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ⁴	Against ⁴
<p>"THAT:</p> <p>(a) the conditional agreement dated 8 June 2010 entered into among the Company, Full Prosper Holdings Limited (the "Vendor") which is a wholly owned subsidiary of the Company, Bloom Origin Limited (the "Purchaser") and Bright King Investments Limited in relation to the disposal of the entire issued share capital of Full Charm Holdings Limited by the Vendor to the Purchaser at the consideration of HK\$450 million subject to the terms and conditions thereunder (the "Agreement"), a copy of which has been produced to the meeting for identification purpose, together with all the transactions contemplated under the Agreement be approved, confirmed and ratified; and</p> <p>(b) the directors of the Company be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as they in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement, or any of the transactions contemplated under the Agreement and to agree to such variations, amendments, waivers or matters relating to the Agreement (including any variations, amendments or waivers of such documents in connection with the Agreement) as are, in their opinion, appropriate."</p>		

Signature⁵ _____

Dated _____

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 those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words "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(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. The full text of the resolution is set out in the notice of meeting dated 24 September 2010.
6. 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 under your common seal or under the hand of an officer, attorney or other person duly authorised.
7. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof (as the case may be).
8. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the meeting, in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion 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 in respect of the joint holding. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having deposited a form or forms of proxy, your form or forms of proxy shall be deemed to be revoked.
11. Mr. Ngok Yan Yu, Bloom Origin Limited, Bright King Investments Limited and their respective associates have to abstain from voting on the resolution proposed at the meeting.