



# 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, 6 December 2010 (and at any adjournment thereof)

I/We<sup>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>2</sup> of HK\$0.01 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 Meeting (and at any adjournment thereof) of the Company to be held at 4th Floor, Opulent  
Building, 402-406 Hennessy Road, Wan Chai, Hong Kong on Monday, 6 December 2010 at 10:30 a.m. as indicated below.

	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 30 June 2010.		
2. (a) To re-elect the following directors:		
(i) Mr Kwok Wai, Wilfred		
(ii) Mr. Wong Kwai Sang		
(b) To authorise the Board of Directors to fix the remuneration of the directors.		
3. To re-appoint Zhonglei (HK) CPA Company Limited as auditors of the Company and authorise the Board of Directors to fix their remuneration.		
4. To grant a general mandate to the directors to issue securities.		
5. To grant a general mandate to the directors to repurchase shares.		
6. To extend the general mandate to the directors to issue shares by the number of shares of the Company repurchased.		
7. To refresh the 10 per cent. general limit on grant of options under the share option scheme of the Company.		
8. To approve the increase of the authorised share capital of the Company from HK100,000,000 to HK\$300,000,000 of HK\$0.01 each in the capital of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010

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 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" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED 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 authorized 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 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 branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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.