



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 Extraordinary General Meeting (the "Meeting") to be held on Thursday, 29 March 2012 (and at any adjournment thereof)

I/We^{Note 1} _____
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^{Note 2} of HK\$0.05 each in the capital of the Company,
HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or ^{Note 3} _____
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 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 29 March 2012 at 10:30 a.m. as indicated below.

| Ordinary Resolution | | FOR ^(Note 4) | AGAINST ^(Note 4) |
|---------------------|---|-------------------------|-----------------------------|
| 1. | To approve the share consolidation of every twenty (20) issued and unissued New Shares (as defined in the Circular dated 12 March 2012) of HK\$0.001 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.02 each. | | |

Date: _____, 2012 Shareholder's Signature ^(Note 5): _____

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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to complete the box 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, Wanchai, Hong Kong not less than 48 hours before the appointed time for 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.