



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 USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 5 APRIL 2024 (OR AT ANY ADJOURNMENT THEREOF)

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of _____
ordinary share(s) ⁽²⁾ of HK\$0.02 each in the capital of China Environmental Resources Group Limited (the “Company”),
HEREBY APPOINT ⁽³⁾ _____
of _____ or failing
him/her, the chairman of the meeting, as my/our proxy to vote and act for me/us at the extraordinary general meeting of the
Company (the “EGM”) (or at any adjournment thereof), to be held at Orchid Room, 2/F, The Royal Garden, 69 Mody Road,
Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 5 April 2024, at 11:00 a.m. for the purpose of considering and, if
thought fit, passing the ordinary resolution set out in the notice dated 14 March 2024 convening the EGM (the “Notice”) and
at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolution as
indicated below ⁽⁴⁾.

| ORDINARY RESOLUTION [#] | FOR ⁽⁴⁾ | AGAINST ⁽⁴⁾ |
|---|--------------------|------------------------|
| To approve the Share Consolidation (as defined in the Notice) and to authorise the directors of the Company to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in connection with the implementation of the Share Consolidation and to aggregate all fractional Consolidated Shares (as defined in the Notice) and sell them for the benefit of the Company. | | |

[#] Please refer to the Notice for the full text of the resolution.

Signature(s) ⁽⁵⁾ _____

Date _____, 2024

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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 in the Company registered in your name(s).
- If any proxy other than the chairman of the EGM is preferred, strike out the words ‘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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the Notice convening the EGM.
- This form of proxy must be in writing under the hand of the appointer or his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- Any shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a member of the Company but must attend the EGM in person to represent you.
- In order to be valid, this form of proxy together with the 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 Hong Kong branch share registrar and transfer office of the Company, 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 time appointed for the EGM (or any adjournment thereof).
- Completion and delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the EGM and in such case, the instrument appoint a proxy shall be deemed to be revoked.
- Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes 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.
- Any voting at the EGM shall be taken by poll.
- The Chinese translation of this form of proxy is for reference only and in case of any inconsistency, the English version shall prevail.

PERSONAL INFORMATION COLLECTION STATEMENT

- “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”).
- 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.
- 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.
- 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).