



# NEW ENVIRONMENTAL ENERGY HOLDINGS LIMITED

## 新環保能源控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 03989)

### PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

Form of proxy for use by the shareholders of New Environmental Energy Holdings Limited (the "Company") at the extraordinary general meeting (the "Meeting") to be convened at Unit 1613-1618, 16/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong at 11:00 a.m. on Monday, 16 January 2012 (or any adjournment thereof). Terms used in this form of proxy have the same meanings as defined in the notice convening the Meeting (the "Notice").

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note b) \_\_\_\_\_ shares  
of HK\$0.1 ("Shares") each of the Company **HEREBY APPOINT** the chairman (the "Chairman") of the Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting (or at any adjournment thereof) and to vote on my/our behalf as directed below.

Please make a tick ("√") in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

ORDINARY RESOLUTIONS	FOR (note d)	AGAINST (note d)
To approve:		
(a) the conditional sale and purchase agreement dated 2 December 2011 (the "Disposal Agreement") between Full Prosper Company Limited (a wholly-owned subsidiary of the Company) (the "Vendor"), Golden Prestige Investments Limited (the "Purchaser") and Mr. Wang Cheng Jun (the "Guarantor"), pursuant to which, inter alia, the Vendor agrees to sell and the Purchaser agrees to purchase the Sale Shares (as defined in the Disposal Agreement) on terms and conditions as set out in the Disposal Agreement, and the transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed; and		
(b) any one of the directors be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Disposal Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Disposal Agreement they may in their discretion consider to be desirable and in the interests of the Company and all the directors' acts as aforesaid be hereby approved, ratified and confirmed.		

Date \_\_\_\_\_

Shareholder's signature \_\_\_\_\_ (notes e, f, g, and h)

**Notes:**

- Full name(s) and address to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("√") the boxes marked "For". If you wish to vote against any resolutions, please tick ("√") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no special direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the Notice.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialed by the person who signs the form.
- A proxy need not be a member of the Company, but must attend the Meeting in person to represent you.