



# Enviro Energy International Holdings Limited

## 環能國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.enviro-energy.com.hk>

(Stock Code: 1102)

### PROXY FORM

**Form of proxy for use by shareholders at the annual general meeting of Enviro Energy International Holdings Limited (“Company”) (and at any adjournment thereof) to be held on 16 May 2013 (“AGM”)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.0025 each in the capital of the Company, **HEREBY APPOINT THE CHAIRPERSON OF THE MEETING** or<sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the AGM (and at any adjournment thereof) to be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Thursday, 16 May 2013, at 2:30 p.m. to consider and if thought fit, pass the resolutions set out in the notice convening the AGM (“Notice”) and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	(i)	To receive and consider the audited consolidated financial statements and reports of the directors and the independent auditor for the year ended 31 December 2012 of the Company.	
	(ii)	To re-elect Dr. Arthur Ross Gorrell as an executive director of the Company.	
	(iii)	To re-elect Mr. Lo Chi Kit as an independent non-executive director of the Company.	
	(iv)	To authorise the board of directors to fix the remuneration of the directors and any committee of directors of the Company.	
	(v)	To re-appoint PricewaterhouseCoopers as an independent auditor of the Company for the ensuing year and authorise the board of directors of the Company to fix its remuneration.	
2.	(i)	To grant a general mandate to the directors to allot, issue and deal with the Company’s shares, in terms as set out in ordinary resolution no. 2(i) in the Notice.	
	(ii)	To grant a general mandate to the directors to repurchase its own shares, in terms as set out in ordinary resolution no. 2(ii) in the Notice.	
	(iii)	To approve the extension of the general mandate to be granted to the directors to allot, issue and deal with the Company’s shares, in terms as set out in ordinary resolution no. 2(iii) in the Notice.	

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Signed<sup>5</sup>: \_\_\_\_\_

**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). 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).
3. If any proxy other than the Chairperson is preferred, strike out “the **CHAIRPERSON 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 WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his 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 those referred to in the Notice convening the Meeting.
5. 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 its common seal or under the hand of an officer or attorney duly authorised.
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 the purpose seniority will be determined by the order in which the names stand in the Register of Members.
7. This form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM, and in default the form of proxy shall not be treated as valid.
8. The completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.
9. The proxy need not be a member of the Company.