



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 extraordinary general meeting of Enviro Energy International Holdings Limited (“Company”) (and at any adjournment thereof) to be held on Monday, 13 October 2014 (“EGM”)

I/We¹ _____
of _____
being the registered holder(s) of _____ shares² of HK\$0.0025 each in the capital of the Company,
HEREBY APPOINT THE CHAIRPERSON OF THE MEETING or³ _____
of _____
as my/our proxy to vote and act for me/us at the EGM (and at any adjournment thereof) to be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Monday, 13 October 2014, at 12:00 noon to consider and if thought fit, pass the resolutions set out in the notice convening the EGM (“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 ⁴	AGAINST ⁴
1.	To approve the Open Offer with the Bonus Issue (as respectively defined in the Notice) and the transactions contemplated thereunder, including, among others, (i) the allotment and issue of Offer Shares; (ii) the allotment and issue of Warrants and Warrant Shares; (iii) the Underwriting Agreement; and (iv) the absence of excess application arrangement (being Resolution numbered 1 as set out in the Notice).		
2	To approve the Whitewash Waiver (as defined in the Notice) (being Resolution numbered 2 as set out in the Notice).		

Dated this _____ day of _____ 2014.

Signed⁵: _____

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 INITIALLED 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM, 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 EGM (or any adjourned meeting thereof) should you so wish.
9. The proxy need not be a member of the Company.