



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 Thursday, 3 March 2016 (“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 Units 1102–1103, 11th Floor, Nine Queen’s Road Central, Hong Kong on Thursday, 3 March 2016, at 3:00 p.m. to consider and if thought fit, pass the resolution 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 resolution as indicated below.

ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
1.	<p>(a) To approve, ratify and confirm an agreement dated 23 December 2015 (the “Agreement”) (a copy of which has been produced at the EGM and marked “A” and initialed by the chairman of this Meeting for the purpose of identification) entered into by between Fine Sources Limited (源尚有限公司), an indirect wholly-owned subsidiary of the Company, as the purchaser, and Dalian Taiyuan Real Estate Development Co., Ltd* (大連泰元房地產開發有限公司), as the vendor, in relation to the fourth and the fifth floors of Tower A, Bao Hua Wang Yuan (保華旺苑A座第4層及第5層) situated at Dalian city, Liaoning province in the PRC at a consideration of HK\$102,303,975.84 (the “Consideration”), which will be settled by 487,161,789 new shares in the Company to be issued and allotted (the “Consideration Shares”) and payment of HK\$0.15 in cash upon completion of the Agreement and the transactions contemplated thereunder or incidental to the Agreement;</p> <p>(b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, to authorize the directors of the Company (the “Directors”) to allot and issue the Consideration Shares at HK\$0.21 per Consideration Share in accordance with the terms and conditions of the Agreement, and that the Consideration Shares shall, when allotted and issued, be credited as fully paid and rank <i>pari passu</i> in all respects with all other shares of the Company in issue on the date of such allotments and issuances; and</p> <p>(c) To authorise the Directors to do all such further acts and things and execute such further documents which in their opinion may be necessary or expedient to give effect to the terms of the Agreement, including but not limit to amend the terms and conditions of the Agreement and the issue and allotment of the Consideration Shares or any of the transactions contemplated under the Agreement.</p>		

Dated this _____ day of _____ 2016. Signed⁵: _____

Notes:

- Full name(s) and address(es) 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 Company registered in your name(s).
- 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.**
- 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.
- 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.
- 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.
- 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.
- 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.
- The proxy need not be a member of the Company.

* For identification purposes only