



# NEW ENVIRONMENTAL ENERGY HOLDINGS LIMITED

## 新環保能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03989)

### PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 7 May 2013 (AND AT ANY ADJOURNMENT THEREOF)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s)<sup>2</sup> of HK\$0.10 each in the share capital of New Environmental Energy Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING (the "Meeting"), or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Unit 1613–1618, 16/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Tuesday, 7 May 2013 at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering, if thought fit, passing with or without modifications, the proposed resolutions as set out in the notice convening the Meeting (the "Notice") as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 19 April 2013 unless the context requires otherwise.

| ORDINARY RESOLUTIONS |   | For <sup>4</sup> | Against <sup>4</sup> |
|----------------------|---|------------------|----------------------|
| 1.                   | "THAT the Rights Issue be and is hereby approved and any director(s) of the Company be and is hereby authorised to do all things to give effect to the same."   |                  |                      |
| 2.                   | "THAT the Whitewash Waiver be and is hereby approved and any one director of the Company be and is hereby authorised to do all things to give effect to the same."  |                  |                      |
| 3.                   | "THAT the proposed Set-off Arrangement and the transactions contemplated thereunder, including but not limited to the necessary variation and alteration of the terms and conditions of the Convertible Note I, be and are hereby approved and any director(s) be and is hereby authorised to do all such things to give effect to the same." |                  |                      |

Dated \_\_\_\_\_

Shareholder's Signature: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.10 each in the share capital of the Company 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 Chairman of the Meeting is preferred, delete words "THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING" and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
5. The description of the resolutions is by way of summary only. The full text appears in the Notice.
6. To be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
7. This proxy form must be signed by you or your attorney duly authorised in writing or in the case of a corporation must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
8. Where there are joint holders of a share of the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting in person or by proxy, the one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall be accepted to the exclusion of the votes of the other joint holders, and such person alone be entitled to vote in respect of the joint holding thereof.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting or at any adjournment thereof if you so desire and, in such event, the appointed proxy shall be deemed to have been revoked.
11. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.