



China Environmental Energy Investment Limited

中國環保能源投資有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 986)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We ^(Note 1) _____ of _____ being the registered holder(s) (the "Shareholder(s)") of ^(Note 2) _____ ordinary share(s) (the "Shares") of HK\$0.01 each in the capital of China Environmental Energy Investment Limited (the "Company") hereby appoint the chairman of the meeting or ^(Note 4) _____ of _____ to act as my/our proxy to attend and act for me/us and on my/our behalf at the special general meeting (the "SGM") of the Company to be held at Falcon Room II, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 26 September 2012 at 10:00 a.m., or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the SGM and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the SGM in such manner as he/she thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 5 & 6)	AGAINST ^(Note 5 & 6)
"THAT (a) the subscription agreement dated 26 June 2012 (the "Subscription Agreement") and the supplemental agreement dated 4 September 2012 (the "Supplemental Agreement") entered into between the Company and Pacific Plywood Holdings Limited (the "Subscriber"), a copy of the Subscription Agreement and the Supplemental Agreement having been produced to the SGM marked "A" and signed by the chairman of the SGM for identification purpose, pursuant to which the Company has conditionally agreed to issue and the Subscriber has conditionally agreed to subscribe for the convertible notes in the aggregate principal amount of HK\$95 million in cash (the "Convertible Note(s)") and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; (b) the execution, delivery and performance of the Subscription Agreement (as supplemented by the Supplemental Agreement) by the Company be and are hereby approved, confirmed and ratified; (c) the execution, delivery and performance of the instrument by the Company by way of deed poll to create the Convertible Note(s) (the "Deed Poll") and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; (d) the issuance of the Convertible Note(s) by the Company subject to and upon the terms and conditions of the Subscription Agreement (as supplemented by the Supplemental Agreement) and all transactions contemplated under or incidental to the Subscription Agreement (as supplemented by the Supplemental Agreement) and all actions taken or to be taken by the Company pursuant to the Subscription Agreement (as supplemented by the Supplemental Agreement) be and are hereby approved, confirmed and ratified; (e) subject to the fulfillment or waiver of the conditions set out in the Subscription Agreement (as supplemented by the Supplemental Agreement), any director of the Company (the "Director") be and is hereby authorised to issue the Convertible Note(s) in accordance with the terms and conditions of the Subscription Agreement (as supplemented by the Supplemental Agreement) and the Deed Poll; (f) any Director be and is hereby authorised to allot and issue new shares of the Company which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Note(s) or part thereof to the relevant holder(s) of the Convertible Note(s); and (g) any Director be and is hereby authorised to do all such acts and things, including but without limitation to the execution of all such documents under seal where applicable, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the issuance of the Convertible Note(s), the Subscription Agreement (as supplemented by the Supplemental Agreement) and the transactions contemplated thereunder, including but without limitation, the exercise or enforcement of any of the Company's rights under the Subscription Agreement (as supplemented by the Supplemental Agreement) and to make and agree to such amendments, modifications or variations of the terms of the Subscription Agreement (as supplemented by the Supplemental Agreement) as he/she may consider to be appropriate and in the interests of the Company."		

Date: _____ day of _____ 2012

Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her, and the proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words **"THE CHAIRMAN OF THE MEETING"** here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Please refer to the notice of SGM for the full text of the resolution. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this meeting or the adjourned meeting.
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he is the holder.
- 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 votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

* For identification purposes only