



**泛亞環保集團有限公司**  
**Pan Asia Environmental Protection Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 556)**

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD ON FRIDAY, 3 JUNE 2016**

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of shares in the issued share capital of Pan Asia Environmental Protection Group Limited (the "Company") hereby appoint the Chairman of the meeting<sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company for the year 2016 to be held at Salao Nobre de Camoes, Club Lusitano, 27th Floor, 16 Ice House Street, Central, Hong Kong on Friday, 3 June 2016 at 2:30 p.m. (and at any adjournment thereof).

Name of proxy who is entitled to vote on the resolution on a show of hands at the AGM if more than one proxy are appointed <sup>(Note 3)</sup>	
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Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast<sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2015.		
2(a).	To re-elect Mr. Jiang Quanlong as executive director.		
2(b).	To re-elect Mr. Lai Wing Lee as independent non-executive director.		
2(c).	To authorize the board of directors to fix the respective directors' remuneration.		
3.	To re-appoint Crowe Horwath (HK) CPA Limited as auditor and to authorize the board of directors to fix their remuneration.		
4.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		

Date: \_\_\_\_\_ 2016

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- 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 of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or, if holding two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.  
On a show of hands, every shareholder who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative), or by proxy shall have one vote. If a shareholder appoints more than one proxy, only one of the proxies so appointed and specified in the form of proxy is entitled to vote on the resolution on a show of hands. In the case of a poll, every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In 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.
- In order to be valid, this form of proxy, together with the power of attorney 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 Investor Services 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 AGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.