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)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 5 JUNE 2015

I/We*(Note 1)*, _____

of _____,

being the registered holder(s) of _____ shares*(Note 2)* of HK$0.10 each in the share capital of Pan Asia Environmental Protection Group Limited (the "Company") **HEREBY APPOINT***(Note 3)* _____

of _____

or failing him, **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at Salao Nobre de Camoes, Club Lusitano, 27th Floor, 16 Ice House Street, Central, Hong Kong on Friday, 5 June 2015 at 2:30 p.m. (and at any adjournment thereof) in respect of the resolutions as set out in the notice convening the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit*(Note 4)*:

	RESOLUTIONS	**FOR***(Note 4)*	**AGAINST***(Note 4)*
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2014.		
2.	To declare a final dividend for the year ended 31 December 2014.		
3.	(a) To re-elect Mr. Fan Yajun as executive director;		
	(b) To re-elect Mr. Leung Shu Sun, Sunny as independent non-executive director;		
	(c) To authorise the board of directors to fix the remuneration of directors for the year ending 31 December 2015.		
4.	To re-appoint Crowe Horwath (HK) CPA Limited as independent auditor and to authorise the board of directors to fix the auditor's remuneration.		
5.	To grant 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 grant a general mandate to the directors to repurchase the Company's own shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares by the number of shares repurchased by the Company.		

Dated this _____ day of _____, 2015 Signed*(Note 5)* _____

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 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).
3. Please insert the name and address of the proxy desired in the space provided. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number 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 INITIALLED BY THE PERSON WHO SIGNS IT**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK ("√") THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK ("√") THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your votes 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 executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. On a poll every member present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he is the holder.
7. In the case of joint holders, the vote(s) of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) 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.
8. 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 Hong Kong branch share registrar, 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 Meeting or adjournment thereof.
9. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.