



China Dredging Environment Protection Holdings Limited

中國疏浚環保控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 871)

FORM OF PROXY

FOR USE AT EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 3 NOVEMBER 2017

I/We (Name) _____ (Block capitals, please)
of (Address) _____ being the holder(s)
of _____ (see Note 1) shares of HK\$0.1 each in the capital of China Dredging Environment Protection Holdings Limited (the "Company") hereby appoint (Name) _____
of (Address) _____
or failing him/her (Name) _____
of (Address) _____
or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 3:30 p.m. on Friday, 3 November 2017 at Room 3619, 36/F, China Merchants Tower, Shun Tak Centre, Sheung Wan, Hong Kong, and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolution:

| Ordinary Resolutions (see Note 3 and Note 4) | For (see Note 3) | Against (see Note 3) |
|--|---------------------|-------------------------|
| To approve, confirm and ratify the conditional placing agreement dated 21 September 2017 (the "Share Placing Agreement") entered into between the Company as issuer and Guotai Junan Securities (Hong Kong) Limited as placing agent in relation to the placing of up to 900,000,000 new shares (the "Placing Share(s)") of HK\$0.1 each in the share capital of the Company in accordance with the terms and conditions of the Share Placing Agreement at the placing price of HK\$0.39 per Placing Share and the transactions contemplated thereunder including the issue of the Placing Shares and the specific mandate to allot and issue the Placing Shares | | |

Dated this _____ day of _____, 2017

Signature(s) _____ (see Note 6)

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 in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, please strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her 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.
- The description of the resolution in this form of proxy is by way of summary only. Please refer to the notice convening the meeting for the full text of the resolution.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- 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 of such power of attorney authority, 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, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy needs not be a shareholder of the Company.