



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 EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2) shares
of HK\$0.10 each in the share capital of **China Dredging Environment Protection Holdings Limited** (the “**Company**”), hereby appoint the chairman of
the Meeting or _____
of _____
to act as my/our proxy ^(Note 3), to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the “**Meeting**”) of the Company to be held at
Rooms 1501–2, 15/F, Siu On Plaza, 482 Jaffe Road, Causeway Bay, Hong Kong on Friday, 5 March 2021 at 3:00 p.m. and at any adjournment thereof in respect of
the resolutions set out in the notice convening the Meeting (the “**Notice of EGM**”) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meanings as those stated in the Notice of EGM.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	<p>“THAT subject to the fulfilment of all the conditions set out in the section headed “Conditions of the Share Consolidation” (the “Conditions”) in the Circular (a copy of which is tabled at the meeting and marked “A” and initialled by the Chairman for purpose of identification), with effect immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is the later):</p> <p>(a) every two (2) issued and unissued Existing Shares of HK\$0.10 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.20 each (each a “Consolidated Share(s)”), such Consolidated Shares shall rank <i>pari passu</i> in all respects which each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company (the “Share Consolidation”); and</p> <p>(b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Share Consolidation and to aggregate all fractional Consolidated Shares (if any) and sell them for the benefits of the Company.”</p>		
2.	<p>“THAT subject to the fulfilment of the terms and conditions set out in the subscription agreement dated 14 January 2021 (the “Subscription Agreement”, copy of which have been produced to this meeting marked “B” and initialled by the Chairman for the purpose of identification) entered into between the Company and Mr. Liu Kaijin (the “Subscriber”) pursuant to which the Company has agreed to allot and issue and the Subscriber has agreed to subscribe for 508,240,000 new Consolidated Shares (the “Subscription Shares”) at the subscription price of HK\$0.20 per Subscription Share (the “Subscription Price”):</p> <p>(a) the Subscription Agreement and the matters contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) all the transactions contemplated under the Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscriber pursuant to the Subscription Agreement (the “Specific Mandate”), be and are hereby approved and the Directors be and are hereby authorised to allot and issue the Subscription Shares to the Subscriber pursuant to the Subscription Agreement; and</p> <p>(c) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.”</p>		
SPECIAL RESOLUTION			
3.	<p>“THAT, subject to and conditional upon the passing of ordinary resolutions no. 1 and 2 and the granting of the Whitewash Waiver (as defined below) by the executive director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the executive director and any conditions that may be imposed thereon, the waiver of obligation on the part of the Subscriber and any parties acting in concert with him to make a mandatory general offer to the Shareholders for all the issued shares of the Company not already owned or agreed to be acquired by the Subscriber and any parties acting in concert with him which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Subscription Agreement pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Whitewash Waiver”), be and is hereby approved, and that any one or more of the Directors be and is/are authorised to do all such acts and things and execute all such document as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”</p>		

Shareholder's signature: _____ (notes 5, 6, 7 and 8)

Dated the _____ day of _____ 2021

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. 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 Company registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, please delete the words “the chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. If you wish to vote for a resolution, tick in the box marked “**FOR**”. If you wish to vote against a resolution, tick in the box marked “**AGAINST**”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, must be either under its Common Seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
6. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a materially certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding any adjourned meeting (i.e. no later than Wednesday, 3 March 2021 at 3:00 p.m. (Hong Kong time)).
7. In the case of joint registered holders of any shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
8. A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
9. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, this form of proxy shall be deemed to be revoked.
10. The Notice of EGM is set out in the Company’s circular dated 3 February 2021.
11. **In view of the COVID-19 pandemic, Shareholders may consider appointing the Chairman of the Meeting as his/her proxy to vote on the resolutions, instead of attending the Meeting in person.**

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company or Tricor Investor Services Limited at the above address for the attention of Privacy Compliance Officer.