



KANGDA INTERNATIONAL ENVIRONMENTAL COMPANY LIMITED

康達國際環保有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6136)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 30 SEPTEMBER 2016

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2) ordinary share(s) (“Share(s)”) of HK\$ 0.01 each in the share capital of Kangda International Environmental Company Limited (康達國際環保有限公司) (the “Company”),
HEREBY APPOINT _____ ^(Note 3)
of _____
or failing him/her the Chairman of the extraordinary general meeting (the “EGM”) to act as my/our proxy ^(Note 4) at the EGM to be held at the meeting room of the Company on 6th Floor, Office Building of the Company at No. 72, Avenue of Stars, High-Tech Park, North New Zone, Chongqing, the PRC on 30 September 2016 (Friday) at 10:00 a.m. to vote for me/us and on my/our behalf in respect of the resolution set out in the notice convening the EGM as hereinafter indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		For ^(Note 5)	Against ^(Note 5)
1.	<p>“THAT</p> <p>(a) the equity transfer agreement dated 1 September 2016 (the “Equity Transfer Agreement”) entered into between Chongqing Kangda Investment Co., Ltd.* (重慶康達投資有限公司) as vendor and Chongqing Kangda Environmental Protection Industry (Group) Co., Ltd.* (重慶康達環保產業(集團)有限公司) as purchaser in relation to the acquisition of 15% equity interest in Zhongyuan Asset Management Co., Ltd* (中原資產管理有限公司) for an aggregate consideration of RMB450,000,000 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and</p> <p>(a) any one or more of the directors (the “Directors”) of the Company be and is/ are hereby authorised to 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 Equity Transfer Agreement and the transactions contemplated thereunder, as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”</p>		

Date: _____

Signed: ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all Share(s) registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.** The proxy need not be a shareholder of the Company.
- A member entitled to vote at the EGM is entitled to appoint one or more than one proxy to attend and vote in his stead. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each proxy is represented.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PUT A TICK (“√”) IN THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PUT A TICK (“√”) IN THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION.** If you wish to vote only part of the number of Shares in respect of which the proxy is so represented, please state the exact number of Shares in lieu of tick (“√”) in the relevant box. On a poll taken at the EGM, a shareholder (including his proxy/proxies) entitled to two or more votes need not cast all his votes in the same way. Failure to complete any or all of the boxes 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 which has been properly put to the EGM other than the resolution referred to in the notice convening the EGM.
- 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 duly authorised on that corporation’s behalf.
- Where they are joint registered holders of any Share(s), any one of such persons may vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- In order 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 certified copy thereof, must be deposited at the branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM or at any adjournment thereof (as the case may be) if you so wish. If you attend and vote at the EGM, the authority of your proxy will be deemed to have been revoked.
- Voting of the resolution at the EGM will be by poll.
- The above table provides a summary of the resolution only. Shareholders should refer to the notice convening the EGM as set out in a circular (the “**Circular**”) of the Company dated 14 September 2016. Capitalised terms used in this form of proxy shall have the same meanings as those defined in the Circular.

* For identification purpose only