



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 26 FEBRUARY 2015 (THURSDAY)

I/We _____
of _____ (Note 1)

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 _____
_____ of _____

_____ (Note 3) or failing him/her the Chairman of the extraordinary general meeting (the "Extraordinary General Meeting") to act as my/our proxy (Note 4) at the Extraordinary General Meeting 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 26 February 2015 (Thursday) 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 Extraordinary General Meeting as hereinunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ^(Note 5)	Against ^(Note 5)
1. To consider and approve the appointment of Mr. Peng Yongzhen (彭永臻) as an independent non-executive director of the Company, to authorise the board of directors of the Company (the "Board") to determine his remuneration and to authorise the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds necessary on behalf of the Company.		

Date: _____

Signed: ^(Note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** The proxy need not be a shareholder of the Company.
4. A member entitled to vote at the Extraordinary General Meeting 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.
5. **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 Extraordinary General Meeting, 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 Extraordinary General Meeting other than the resolution referred to in the notice convening the Extraordinary General Meeting.
6. 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.
7. Where they are joint registered holders of any Share(s), any one of such persons may vote at the Extraordinary General Meeting, 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 Extraordinary General Meeting 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.
8. 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be).
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or at any adjournment thereof (as the case may be) if you so wish. If you attend and vote at the Extraordinary General Meeting, the authority of your proxy will be deemed to have been revoked.
10. Voting of the resolution at the Extraordinary General Meeting will be by poll.
11. The above table provides a summary of the resolution only. Shareholders should refer to the notice convening the Extraordinary General Meeting as set out in a circular (the "Circular") of the Company dated 4 February 2015. Capitalised terms used in this form of proxy shall have the same meanings as those defined in the Circular.