



NewOcean Green Energy Holdings Limited

(新海環保能源集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 342)

Annual General Meeting PROXY FORM

Form for use by shareholders at the Annual General Meeting (“Meeting”) to be held on June 17, 2005 at 11:00 a.m.

I/We ^(note a) _____
of _____
being the holder(s) of ^(note b) _____ shares of HK\$0.10 each of NewOcean Green Energy Holdings Limited (the “Company”) hereby appoint the Chairman of the meeting or _____
of _____
to act as my/our proxy ^(note c) at the Meeting of the Company to be held at 20th Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong on June 17, 2005 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(notes d and e).

		FOR	AGAINST
1.	To receive and consider the audited financial statements and the reports of the Directors and Auditors for the 12 months ended December 31, 2004.		
2.	To declare a final dividend.		
3.	(a) To re-elect Mr Cheung Kwan Hung, Anthony as director.		
	(b) To re-elect Mr Young Wing Chun, Michael Frederick as director.		
4.	To re-appoint Deloitte Touche Tohmatsu as Auditors for the ensuing year and authorize the Board of Directors to fix their remuneration.		
5.	To pass Ordinary Resolution No. (1) set out in the Notice of Annual General Meeting.		
6.	To pass Ordinary Resolution No. (2) set out in the Notice of Annual General Meeting.		
7.	To pass Ordinary Resolution No. (3) set out in the Notice of Annual General Meeting.		

Dated this _____ day of _____

Shareholder's signature _____ ^(notes f to i)

Notes:

- Full name(s) and the address(es) to be inserted in **BLOCK CAPITALS**.
- 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 proxy need not be a member of the Company but must be present in person to represent the member. If you wish to appoint some person other than the Chairman of the meeting as your proxy, please delete the words “the Chairman of the meeting or” and insert the name(s) and address(es) of the person(s) appointed as proxy in the space provided.
- If you wish to vote for any of the resolution(s) set out above, please tick (“✓”) the appropriate box marked “For”. If you wish to vote against any resolution(s), please tick (“✓”) the appropriate box marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolution(s), the proxy will be entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, be entitled to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution(s) properly put to the meeting other than those set out in the notice convening the Meeting.
- In the case of joint holding, this form of proxy may be signed by any joint holder. If, however, more than one joint holder is present at the Meeting, whether in person or by proxy, the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the name stands first on the register of members of the Company.
- This form of proxy must be signed by a shareholder, or his attorney duly authorized in writing or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized.
- 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 notarially certified copy of such power or authority must be deposited at the share registrar of the Company, Secretaries Limited at G/F., BEA Harbour View Centre, 56 Gloucester Road, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* for identification purpose only