



# LO'S ENVIRO-PRO HOLDINGS LIMITED

## 勞氏環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 309)

### Form of proxy for use at the Extraordinary General Meeting to be held on 10 December 2008

I/We (Note 1) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of HK\$0.01 each in the share capital

of the above-named company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 3)

or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 10 December 2008, Wednesday at 2:30 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below (Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the Acquisition Agreement (as supplemented by the Supplemental Agreement).		
2.	To approve the Subscription Agreement and the issuance of the Convertible Notes for satisfaction of the Sale Shares Consideration.		
3.	To grant the Specific Mandate to the Directors to allot and issue up to 209,677,419 shares (or such number as adjusted as a result of the adjustment made in the conversion price under the Convertible Notes) of HK\$0.01 each in the share capital of the Company upon the exercise of the conversion rights attached to the Convertible Notes.		
4.	To approve the use of HK\$44,800,000 out of the Balance Net Proceeds (in the sum of approximately HK\$69,500,000) towards payment of the Allotment Shares Consideration and the use of the remaining amount of the Balance Net Proceeds as the working capital of the Company in addition to funding the project relating to the medical waste treatment in China.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2008 Signature(s) (Note 5): \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. A member of the Company may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each proxy is so appointed. **IF NO NAMES IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR", IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized 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 or other person duly authorised.
6. On a show of hands every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote. On a poll, every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in Register of Members of the Company.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding this Meeting or any adjournment thereof.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.