

# South West Eco Development Limited

## 西南環保發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8291)

### FORM OF PROXY OF ANNUAL GENERAL MEETING

(or any adjournment thereof)

I/We <sup>(Note a)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note b)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.10 each in the capital of South West Eco Development Limited (“Company”) hereby appoint the chairman of the annual general meeting of the Company (“Meeting”), or \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy <sup>(Note c)</sup> to attend and vote for me/us and on my/our behalf at the Meeting to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 3 May 2013 at 2:00 p.m. or at any adjournment thereof on the following resolutions.

Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS		FOR <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
1.	To receive and consider audited consolidated financial statements and the reports of the directors (the “ <b>Directors</b> ”) and auditors of the Company for the year ended 31 December 2012.		
2.	To approve a final dividend of HK4 cents per share for the year ended 31 December 2012.		
3.	(a) To re-elect Ms. Chan Koon Woon (also known as Mrs. Lee Chan Koon Woon) as an executive Director.		
	(b) To re-elect Mr. Cheng Bun as an executive Director.		
	(c) To re-elect Mr. Wong Chi Wai as an independent non-executive Director.		
	(d) To re-elect Mr. Wong Tat Yan, Paul as an independent non-executive Director.		
	(e) To re-elect Mr. Chan Chun Yee as an independent non-executive Director.		
4.	To authorize the board of Directors (the “ <b>Board</b> ”) of the Company to fix the Directors’ remuneration.		
5.	To re-appoint BDO Limited as auditors of the Company and authorize the Board to fix their remuneration.		
6.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company’s shares.		
7.	To grant a general mandate to the Directors to repurchase the Company’s own shares.		
8.	Conditional on the passing of Resolutions 6 and 7, to extend the general mandate granted by Resolution 6 by adding thereto the shares purchased pursuant to the general mandate granted by Resolution 7.		

Date: \_\_\_\_\_ Signature: <sup>(Notes e, f, g and h)</sup> \_\_\_\_\_

**Notes:**

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- b. 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).
- c. A proxy need not be a shareholder of the Company. 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 annual general meeting of the Company (“**Meeting**”) or” and insert the name and address of the person appointed as your proxy in the space provided.
- d. Please indicate with a tick (✓) in the relevant box the way you wish your vote to be cast. If this form of proxy when returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her/its discretion in respect of the proposed resolutions. A proxy will also be entitled to vote or abstain at his/her/its discretion on any amendment of a resolution put to the Meeting.
- e. In the case of joint registered holders of any share(s), this form of proxy may be signed by any joint registered holder, but if more than one joint registered holders are present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of shareholders of the Company in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- f. This form of proxy must be signed by a shareholder of the Company, or his/her/its attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g. 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 of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- h. Any alteration made to this form should be initiated by the person who signs the form.
- i. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.