



# 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 THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 8 APRIL 2011

I/We <sup>(Note a)</sup> \_\_\_\_\_ of <sup>(Note a)</sup> \_\_\_\_\_ being the registered holder(s) of <sup>(Notes b & d)</sup> \_\_\_\_\_ ordinary shares with a nominal value of HK\$0.01 each in the share capital of Lo's Enviro-Pro Holdings Limited (the "Company"), HEREBY APPOINT <sup>(Note c)</sup> \_\_\_\_\_ of <sup>(Note c)</sup> \_\_\_\_\_ or failing him/her or if no proxy is named above THE CHAIRMAN OF THE MEETING as my/our proxy to attend, act and vote on my/our behalf as directed below <sup>(Note e)</sup> at the extraordinary general meeting of the Company to be held at 11:00 a.m. on Friday, 8 April 2011 at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong (the "EGM") and any adjournment thereof. My/Our proxy is authorized and instructed to vote in manner as directed below (if no direction is given in manner as my/our proxy thinks fit) in so far as the resolutions set out in the notice of the EGM dated 11 March 2011 are concerned and to vote in manners as he/she deems fit in respect of any resolution or motion proposed at the EGM (including any adjournment thereof):

ORDINARY RESOLUTION		FOR <i>(Notes d &amp; e)</i>	AGAINST <i>(Notes d &amp; e)</i>
1	<p><b>THAT</b></p> <p>(a) the entering into by the Company with Xinhua News Agency Asia-Pacific Regional Bureau Limited ("Asia-Pacific Regional Bureau") of the Cooperation Agreement (as defined in the circular dated 11 March 2011 issued by the Company and despatched to its shareholders (the "Circular")), which comprises the following documents collectively:</p> <p>(i) the Principal Agreement (as defined in the Circular), a copy of which has been produced to the meeting and marked "A" and initialed by the chairman of the meeting for the purpose of identification;</p> <p>(ii) the Supplemental Agreement (as defined in the Circular), a copy of which has been produced to the meeting and marked "B" and initialed by the chairman of the meeting for the purpose of identification, and</p> <p>(iii) the Clarification Memorandum (as defined in the Circular), a copy of which has been produced to the meeting and marked "C" and initialed by the chairman of the meeting for the purpose of identification,</p> <p>the terms thereof and the performance by the Company of the Cooperation Agreement be and are hereby approved, confirmed and ratified;</p> <p>(b) specifically, subject to and conditional upon the grant by The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the Consideration Shares (as defined below), the directors of the Company (the "Directors" and each a "Director") be and are hereby generally and specifically authorized to allot and issue at completion under the Cooperation Agreement 214,681,040 ordinary shares of the Company with a nominal value of HK\$0.01 each (the "Consideration Shares") to Asia-Pacific Regional Bureau at the issue price of HK\$0.7047 per Consideration Share to be satisfied by the grant by Asia-Pacific Regional Bureau of the Free Right (as defined in the Circular) to the Company for a term of 10 years with power to the Media Subsidiary (as defined in the Circular) to use the same for the running of the Company's Television Screen Broadcast Business (as defined in the Circular); and</p> <p>(c) any Director be and is hereby authorized to handle any matter in connection with implementing, performing and giving effect to the Cooperation Agreement and the transactions thereunder and for compliance with the related legal and regulatory requirements and to do all acts and things which he/she deems necessary, desirable or expedient for such purpose, including signing for and on behalf of the Company any related document, notice and correspondence provided that where such document, notice and/or correspondence requires the common seal of the Company to be affixed thereto, the same shall be signed for and on behalf of the Company by any two Directors or any one Director and the Secretary of the Company and any such signatory shall be authorized to affix or arrange for the affixing of such common seal to any such document, notice and/or correspondence.</p>		

SPECIAL RESOLUTION		FOR (Notes d & e)	AGAINST (Notes d & e)
2	<b>THAT</b> subject to and conditional upon the taking place of completion under the Cooperation Agreement, the names of the Company be changed with effect from the date of such completion from “Lo’s Enviro-Pro Holdings Limited (勞氏環保控股有限公司)” to “Xinhua News Media Holdings Limited (新華通訊頻媒控股有限公司)”.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011 Signature <sup>(Note f)</sup> \_\_\_\_\_

Notes:

- (a) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (b) Please insert the number of shares in the Company (“Shares” or each a “Share”) registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to be related to all the Shares registered in your name(s).
- (c) **Any member of the Company entitled to attend and vote at the EGM (or any adjournment thereof) shall be entitled to appoint another person (who must be an individual) of his/her/its own choice to attend and vote instead of him/her/it.** If any proxy other than the Chairman of the meeting is preferred, insert the name and address of the proxy desired in the space provided. If no name is inserted, the duly appointed Chairman of the meeting will act as your proxy.
- (d) 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 for every fully paid Share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her/its votes or cast all the votes in the same way. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her/its behalf at the EGM (including any adjournment thereof) provided that if more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
- (e) **IMPORTANT: For each resolution, if you wish to vote for or against it, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box or conflicting instructions as indicated herein will entitle your proxy to cast your vote(s) or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the EGM.**
- (f) 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 under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same. Any alteration made to this form of proxy must be initialed by the person who signs it.
- (g) Where there are joint registered holders of any Share, any one of such persons may vote at the EGM (including any adjournment), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders is present at the EGM (including any adjournment thereof) personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- (h) In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with the Company’s branch share registrar in Hong Kong, namely Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish. In the event that you attend the meeting and vote thereat, this form of proxy will be deemed to be revoked.
- (i) A proxy need not be a member of the Company and can only represent you by attending the EGM (or any adjournment thereof) in person.
- (j) The notice of the EGM is set out in the Company’s circular dated 11 March 2011.