



PetroAsian Energy Holdings Limited

中亞能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 850)

Proxy form for use at the Annual General Meeting of PETROASIAN ENERGY HOLDINGS LIMITED (the "Company") convened at 11:00 a.m. on Friday, the 11th day of September 2015 and at any adjournment thereof.

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ shares ^(note 2)
of HK\$0.01 each in the capital of the Company, hereby appoint the Chairman of the meeting or ^(note 3) _____
of _____
or failing him _____
of _____
to act as my/our proxy at the Annual General Meeting of the Company to be held at Xiamen Suites I-II, 3/F Prince Hotel, Harbour City, 23 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, the 11th day of September 2015 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as indicated below ^(note 4).

	ORDINARY RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and consider the audited consolidated financial statements for the year ended 31 March 2015 together with the report of the directors and the independent auditor's report.		
2.	(1) To re-elect Mr. Poon Sum as director.		
	(2) To re-elect Mr. Poon Wai Kong as director.		
	(3) To authorise the directors to fix the remuneration of the directors.		
3.	To re-appoint Messrs. PricewaterhouseCoopers as auditor and authorise the directors to fix their remuneration.		
4.	To give a general mandate to the directors to repurchase shares of the Company (Ordinary Resolution in item No.4 of the Notice of Annual General Meeting).		
5.	To give a general mandate to the directors to issue new shares of the Company (Ordinary Resolution in item No.5 of the Notice of Annual General Meeting).		
6.	To extend the general mandate to be given to the directors to issue new shares (Ordinary Resolution in item No.6 of the Notice of Annual General Meeting).		

Dated this _____ Shareholder's signature: ^(notes 5 to 9) _____

- Notes:
1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 2. Please insert the number of shares of HK\$0.01 each 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 Company registered in your name(s).
 3. If any proxy other than the Chairman is preferred, strike out "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **IF YOU DO NOT STRIKE OUT "THE CHAIRMAN OF THE MEETING OR" AND YOUR PROXY HAS NOT ATTENDED THE MEETING, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
 4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution 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 authorised 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 authorised.
 6. Where there are joint holders of any share in the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
 7. To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
 8. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint more than one proxy to represent him and vote on his behalf at the meeting. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
 9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish and in such event, the instruction appointing a proxy should be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the branch share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the branch share registrar.