



PNG Resources
PNG Resources Holdings Limited
PNG 資源控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 221)

**Form of Proxy for use by shareholders at the Special General Meeting
to be held on Monday, 17 August 2015**

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.01 each
(the “Shares”) in the capital of PNG Resources Holdings Limited PNG 資源控股有限公司 (the “Company”) **HEREBY APPOINT** ^(note 3)
the chairman of the Meeting, or failing him _____
of _____
as my/our proxy to attend the Special General Meeting (and at any adjournment thereof) (as the case may be) (the “Meeting”) of the Company
to be held at 32/F., 9 Queen’s Road Central, Hong Kong on Monday, 17 August 2015 at 3:00 p.m. for the purposes of considering and, if
thought fit, passing the resolution as set out in the notice convening the Meeting (the “Notice”) and at the Meeting to vote for me/us and in my/
our name(s) in respect of the resolution as indicated below.

ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
To approve the Rights Issue and the transactions contemplated thereunder, details of which are set out in the circular of the Company dated 31 July 2015		

Dated this _____ day of _____ 2015 Shareholder’s signature _____ ^(notes 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 in the capital of the Company registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, strike out the words “the chairman of the Meeting, or failing him” and insert the name and address of the proxy desired in the space provided. A member of the Company who is a holder of two or more shares 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 such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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.
5. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member could exercise.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. The instrument appointing a 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 branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the Meeting, or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. Where there are joint holders of any share 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.
9. The above resolution will be voted by way of a poll at the Meeting.