

SINO ENERGY INTERNATIONAL HOLDINGS GROUP LIMITED

中能國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1096)

Proxy form for use at the Extraordinary General Meeting of the Company to be held at 10:30 a.m. on Wednesday, 9 November 2016 at Tactic Room, Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Hong Kong (or any adjournment thereof)

Capitalised terms shall have the same meanings as those defined in the circular of Sino Energy International Holdings Group Limited (the “Company”) dated 25 October 2016.

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each in the capital of the Company, hereby appoint the Chairman of the meeting or ^(Notes 3 and 4) _____
of _____
as my/our proxy to vote for me/us on my/our behalf as directed below at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at 10:30 a.m. on Wednesday, 9 November 2016 at Tactic Room, Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Hong Kong and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as directed below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ^(Note 7)		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To approve, ratify and confirm the First Subscription Agreement and to approve the transactions contemplated thereunder and the grant of the First Specific Mandate and to authorise any one Director to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the First Subscription Agreement and all transactions contemplated thereunder including but not limited to the creation and issue of the First Convertible Bonds and the allotment and issue of the First Conversion Shares.		
2.	To approve, ratify and confirm the Second Subscription Agreement and to approve the transactions contemplated thereunder and the grant of the Second Specific Mandate and to authorise any one Director to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Second Subscription Agreement and all transactions contemplated thereunder including but not limited to the creation and issue of the Second Convertible Bonds and the allotment and issue of the Second Conversion Shares.		

Dated _____ 2016 Shareholder's signature ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a Shareholder.
- If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to abstain or vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice convening the Extraordinary General Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney or other person duly authorised.
- The full text of the resolution is set out in the notice of the Extraordinary General Meeting contained in the circular of the Company dated 25 October 2016 which is sent to the Shareholders together with this proxy form.
- Where there are joint registered holders of any share, any one of such persons may vote at the Extraordinary General Meeting, 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 be present at the Extraordinary General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
- In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of 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.
- The resolution will be determined by way of a poll.
- Any alterations made in this form should be initialled by the person who signs it.