



中國油氣控股有限公司

SINO OIL AND GAS HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 702)

FORM OF PROXY

I/We² _____ of _____ being the registered holder(s) of³ _____ share(s) (the “Share(s)”) of HK\$0.01 each in the share capital of Sino Oil and Gas Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING⁴, or _____ of _____, as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the “Meeting”) of the Company to be held at Capital Conference Services Limited, Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on 6 June 2017 at 11 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR ⁵	AGAINST ⁵
1.	To adopt the audited financial statements and the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2016		
2.	(A) (i) To re-elect Mr. Wan Tze Fan Terence as Executive Director		
	(ii) To re-elect Mr. Huang Shaowu as Non-executive Director		
	(iii) To re-elect Mr. He Lin Feng as Non-executive Director		
	(iv) To re-elect Mr. Wong Kwok Chuen Peter as Independent Non-executive Director		
	(B) To authorise the board of directors to determine the directors' remuneration		
3.	To re-appoint BDO Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration		
4.	To grant a general mandate to the directors to repurchase the Company's shares		
5.	To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares		
6.	To add the number of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 5		

Signature(s)⁶ _____

Date _____

Notes:

- In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 1 June 2017 to 6 June 2017, both days inclusive, during which period the registration of transfers of Shares will be suspended. In order to qualify to attend and vote at the AGM, completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 31 May 2017.
- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out “THE CHAIRMAN OF THE MEETING, or” and insert the name and address of the proxy desired in the space provided. **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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- The 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 seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (if the member is a holder of two or more shares) to attend and vote in his stead. A proxy need not be a member of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be duly completed, signed and deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof. Completion and return of this form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.