



中油港燃能源集團控股有限公司

CHINA OIL GANGRAN ENERGY GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8132

**Form of proxy for use of
CHINA OIL GANGRAN ENERGY GROUP HOLDINGS LIMITED (the “Company”)
at the annual general meeting to be held on Thursday 30 July 2015 at 10:00 a.m.
at Fung Shui Rooms I and II, Marco Polo Hong Kong Hotel, Harbour City,
3 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.0001
each in the issued share capital of the company hereby appoint the Chairman of the annual general meeting of the Company (the “**Annual General Meeting**”), or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (and at any adjournment thereof) to be held at Fung Shui Rooms I and II, Marco Polo Hong Kong Hotel, Harbour City, 3 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 30 July 2015, at 10:00 a.m. and to vote in respect of the following resolutions as indicated:

ORDINARY RESOLUTIONS			FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and the Group and the reports of the Directors and the auditors of the Company for the year ended 31 March 2015;			
2.	(A)	(i) To re-elect Mr. Zou Donghai as an Executive Director;		
		(ii) To re-elect Mr. Rong Changjun as an Executive Director;		
		(iii) To re-elect Mr. Zhang Xueming as an Executive Director;		
		(iv) To re-elect Ms. Eugenia Yang as an Independent Non-Executive Director;		
		(v) To re-elect Mr. Ng Ka Chung as an Independent Non-Executive Director;		
		(vi) To re-elect Mr. Lau Sung Tat, Vincent as an Independent Non-Executive Director;		
	(B)	To authorize the board of Directors to fix the remuneration of the Directors;		
3.	To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorize the Board to fix their remuneration;			
4.	To grant a general mandate to the Directors to repurchase the shares of the Company (the “ Repurchase Mandate ”) ^(Note 5) ;			
5.	To grant a general mandate to the Directors to allot, issue and/or deal with the shares of the Company (the “ Issuance Mandate ”) ^(Note 5) ;			
6.	To approve the extension to the Issuance Mandate of the number of the shares of the Company repurchased by the Company under the Repurchase Mandate ^(Note 5) ;			
7.	To approve the refreshment of scheme mandate limit ^(Note 5) .			

Dated _____

Signature ^(Notes 6, 7, 8) _____

Notes:

1. Full name(s) and address(es) to be inserted in **block capitals**.
2. Please insert the number of shares 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 you wish to appoint a proxy other than the Chairman of the Annual General Meeting, please strike out “the Chairman of the Annual General Meeting” and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy needs not be a member of the Company.
4. **IMPORTANT:** If you wish to vote for any resolution, please indicate with a “✓” in the appropriate space marked “For” beside the resolution. If you wish to vote against any resolution, please indicate with a “✓” in the appropriate space marked “Against” beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the Notice convening the Annual General Meeting.
5. The full text of these resolutions appears in the notice of the Annual General Meeting dated 7 July 2015.
6. In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
7. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
8. 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 notarially certified copy thereof must be deposited at the Company’s branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.