



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 by shareholders of China Oil Gangran Energy Group Holdings Limited (the “Company”) at the extraordinary general meeting (“Meeting”) to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 22 October 2015 at 11:30 a.m., and any adjournment thereof.

I/We (note a) _____
of _____

being the registered holder(s) of (note b) _____

shares of HK\$0.0001 each (“Shares”) in the share capital of the Company **HEREBY APPOINT the Chairman of the Meeting**, or (notes c and h) _____

of _____

as my/our proxy to attend and to act for me/us at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions set out in the notice convening the Meeting (the “Notice”) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate box to indicate how you wish your vote(s) in respect of the resolution to be cast (note d).

ORDINARY RESOLUTION		For (note d)	Against (note d)
1.	To approve the Increase in Authorised Share Capital.		
SPECIAL RESOLUTIONS			
2.	To approve the Amendments to the Memorandum and Articles of Association.		
3.	To approve and adopt the new memorandum of association and articles of association of the Company and to authorize the Board be and is hereby authorised to do all such acts and things and to sign, execute and deliver all documents as it may deem necessary, appropriate or expedient to give effect to or otherwise in connection with the proposed amendments and the adoption of the new memorandum of association and articles of association of the Company.		

Dated this _____ day of _____ 2015

Shareholder’s signature: _____ (notes e, f and g)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this form of 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).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person(s) other than the Chairman of the Meeting as your proxy, please strike out the words “the Chairman of the Meeting, or” and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that set out in the notice convening the Meeting.
- In the case of a joint holding of any Shares, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding of the Shares shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs it.
- Completion and return of this form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting (or any adjournment thereof) and in such event, this form of proxy shall be deemed to have been revoked.