



Ming Kei Energy Holdings Limited

明基能源控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8239)

Form of proxy for use by shareholders at the extraordinary general meeting ("EGM") of Ming Kei Energy Holdings Limited (the "Company") to be held at Room 3308-3309, The Center, 99 Queen's Road Central, Hong Kong on Wednesday, 30 April 2008 at 11:00 a.m.

I/We ^(note a) _____ of _____

being the registered holder(s) of ^(note b) _____ ordinary shares of HK\$0.01 each in the share capital of the Company, hereby appoint the chairman of the EGM or _____ of _____ or _____ of _____

to act as my/our proxy ^(note c) at the EGM to be held at Room 3308-3309, The Center, 99 Queen's Road Central, Hong Kong on Wednesday, 30 April 2008 at 11:00 a.m. (and at any adjournment thereof) and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote to be casted ^(note d).

| ORDINARY RESOLUTIONS | | FOR | AGAINST |
|----------------------|---|-----|---------|
| 1. | To consider and approve the refreshment of a general mandate to directors of the Company (the "Directors") to allot, issue and otherwise deal with the Company's shares (the "Shares"). | | |
| 2. | To consider and approve the refreshment of a general mandate to the Directors to repurchase the Shares. | | |
| 3. | To add the nominal amount of Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 2. | | |
| 4. | To consider and approve the refreshment of the 10% scheme mandate limit on the grant of options of the Company under the share option scheme of the Company. | | |
| 5. | To approve the resignation of Messrs. Grant Thornton as auditors of the Company and the appointment of Shu Lun Pan Horwath Hong Kong CPA Limited as the auditors of the Company. | | |

Dated this _____ day of _____ 2008

Signature: _____ ^(notes e, f and g)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint holders should be stated.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares in the capital of the Company registered in your name(s).
- Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company. If you wish to appoint a person other than the chairman of the meeting as your proxy, please delete the words "the chairman of the EGM" and insert the name and address of the person appointed as your proxy in the space provided.
- IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✓") THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK ("✓") THE BOXES MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by the appointer, or his/her attorney duly authorised in writing, or if such appointer be a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorised.
- In the case of a joint registered holders, 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, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 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 certified copy of such power or authority must be deposited at the share registrars of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.

* For identification purpose only