



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

Form of proxy for use by shareholders of Ming Kei Energy Holdings Limited (the "Company") at the extraordinary general meeting to be held at Room 3308-3309, The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 29 January 2009 at 11:00 a.m. and at any adjournment thereof.

I/We ^(note a) _____
of _____
being the registered holder(s) of _____ ^(note b) share(s) of
HK\$0.01 each in the capital of the Company hereby appoint the chairman of the extraordinary general meeting
or _____
of _____
to act as my/our proxy ^(note c) to attend and vote on my/our behalf at the extraordinary general meeting of the Company to be
held at Room 3308-3309, The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 29 January 2009 at 11:00 a.m.
and at any adjournment thereof.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(note d).

| Ordinary Resolution | For | Against |
|---|-----|---------|
| To approve the transfer of the promissory note in the principle sum of HK\$56,400,000 executed by the Company in favour of Mr. Wong Wai Sing to Mr. Wong Wai Ngok for settlement of the consideration for the transfer of 80,000,000 ordinary shares of HK\$0.01 each in the issued share capital of the Company and one ordinary share of HK\$1.00 in the issued share capital of Ming Kei International Holding Co. Limited by Mr. Wong Wai Ngok to Mr. Wong Wai Sing, and all the transactions contemplated thereunder | | |

Dated the _____ day of _____ 2009

Shareholder's signature _____ ^(notes e to h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) 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 share capital of the Company registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the chairman of the extraordinary general meeting as your proxy, please delete the words "the chairman of the extraordinary general meeting or" and insert the full name and address of the proxy desired in the space provided. Any changes should be initialled.
- If you wish to vote for the resolution set out above, please tick ("✓") in the box marked "For". If you wish to vote against the resolution set out above, please tick ("✓") in the box marked "Against". If this form of proxy returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his/her discretion on any resolution (or amendment thereto) properly put to the extraordinary general meeting other than those set out in the notice convening the extraordinary general meeting.
- In the case of joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the extraordinary general meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his/her attorney duly authorised in writing, or if the shareholder is 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 offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.

* for identification purpose only