



# 山東墨龍石油機械股份有限公司

## Shandong Molong Petroleum Machinery Company Limited\*

(a Sino-foreign joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8261)

### Class Meeting of Holders of the Domestic Shares FORM OF PROXY

Form of proxy for the class meeting of holders of the Domestic Shares ("Meeting") of Shandong Molong Petroleum Machinery Company Limited to be held at No. 99 Beihai Road, Shouguang City, Shandong Province, the People's Republic of China (the "PRC") on 30 December 2005 (Friday) at 11:00 am and at any adjournment thereof.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> shares(s) of RMB0.10 each in the capital of Shandong Molong Petroleum Machinery Company Limited (the "Company") hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_

or the chairman of the Meeting to act as my/our proxies in respect of <sup>(Note 4)</sup> \_\_\_\_\_  
Domestic Shares in the capital of the Company held by us to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at No. 99 Beihai Road, Shouguang City, Shandong Province, the PRC on 30 December 2005 (Friday) at 11:00am (or immediately after the class meeting of the holders of H Shares in the Company to be convened and held on the same date and at the same place) or at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) for the purposes of considering and, if thought fit, to vote on my/our behalf and in my/our name(s) in respect of the Resolution set out in the Notice of the Domestic Shares Class Meeting as directed below:

| AS SPECIAL RESOLUTION <sup>(Note 6)</sup>  | FOR <sup>(Note 5)</sup> | AGAINST <sup>(Note 5)</sup> |
|--|-------------------------|-----------------------------|
| (a) the proposed listing of the H shares (the "H Shares") of the Company on the Main Board (the "Main Board") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Main Board Migration") and subject to the completion of the Main Board Migration, the proposed voluntary withdrawal of the listing of the H Shares from the Growth Enterprise Market of the Stock Exchange (the "Voluntary Withdrawal") be and are hereby approved; and<br><br>(b) the directors of the Company (the "Directors") be and are hereby authorised to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Main Board Migration and/or the Voluntary Withdrawal, and the transactions contemplated thereunder, with such changes as the Directors may consider necessary desirable or expedient, which include but are not limited to those as set out in the Notice of the Domestic Shares Class Meeting of the Company dated 14 November 2005. |                         |                             |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2005. Shareholders signature: \_\_\_\_\_ <sup>(Note 7)</sup>

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of all the Domestic Share(s) in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Domestic Shares in the capital of the Company registered in your name(s).
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote (on show of hand and on a poll if a proxy is appointed, however, if more than one proxy is appointed, by poll only) on his behalf. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** If any proxy other than the chairman of the Meeting is preferred, please delete the words "or the chairman of the Meeting" and insert the full name(s) and address(es) of the proxy/proxies desired in the space provided. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Please indicate clearly the number of the Domestic Shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the Domestic Shares in the Company registered in your name(s).
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF A RESOLUTION, PLEASE TICK ("✓") THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "AGAINST".** If you wish to vote only part of the number of the Domestic Shares in respect of which the proxy is so appointed, please state the exact number of the Domestic Shares in lieu of tick ("✓") in the relevant box. On a poll taken at the Meeting, a holder of Domestic Shares (including his proxy/proxies) is entitled to two or more votes need not cast all his votes in the same way. Failure to tick ("✓") or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion. Your proxy/proxies will also be entitled to vote at his discretion on any resolution (or amendment thereto) properly put to the Meeting other than those set out in the notice convening the Meeting.
- Special Resolution shall be passed by an affirmative vote of more than two-thirds of the total Domestic Shares of the Company held by the holders of Domestic Shares who are present at the same meeting (including proxies).
- This form of proxy must be signed by you or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorized. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Only one of the joint holders needs to sign.
- To be valid, this form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's registered address at No. 99 Beihai Road, Shouguang City, Shandong Province, the PRC not less than 24 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

\* For identification purpose only