



中國基礎能源控股有限公司

China Primary Energy Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8117)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (THE "EGM") TO BE CONVENED ON 3 MARCH 2020 (OR AT ANY ADJOURNMENT THEREOF)

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of
HK\$0.0625 each in the capital of China Primary Energy Holdings Limited (the "Company") **HEREBY APPOINT**^(Note 3)
_____ of _____

or failing him, the Chairman of the EGM as my/our proxy to act for me/us and on my/our behalf at the EGM to be held at Suite 701, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 3 March 2020 at 11:00 a.m. and at any adjournment thereof and to vote for me/us and in my/our name(s) as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve, confirm and ratify the Sale and Purchase Agreement dated 27 December 2019 and entered into the Vendor and the Purchaser in relation to the sale and purchase of 83% of the registered and paid-up capital of the Target Company and the transactions contemplated thereunder; and to authorise the Directors to carry out and implement the Sale and Purchase Agreement and the transactions contemplated thereunder and to agree with such variation, amendments or waiver as are in the reasonable opinion of the Directors in the interests of the Company and its shareholders as a whole provided that such variation, amendments or waiver shall not be fundamentally different from the terms as provided in the Sale and Purchase Agreement.*		

* The full text of the ordinary resolution appears in the notice of the EGM dated 13 February 2020.

Signature^(Note 5) _____

Dated this _____ day of _____ 2020

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.0625 each 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 capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the EGM will act as your proxy. A proxy need not be a member of the Company.
- Important: If you wish to vote for the resolution, tick in the appropriate box marked "For". If you wish to vote against the resolution, tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint holders of any share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM, 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 holders. 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.
- To be valid, the form of proxy, together with the 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 by 11:00 a.m. (Hong Kong time) on Sunday, 1 March 2020 or not less than 48 hours before the time for holding the EGM or adjourned meeting at the offices of the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so desire and in such event, this form of proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.