



**Asia Coal Limited**  
**亞洲煤業有限公司**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 835)**

**PROXY FORM FOR ANNUAL GENERAL MEETING**

**Proxy Form for use at the Annual General Meeting (the "Meeting") to be held on Wednesday, 28 September 2016 at 10:30 a.m. (or any adjournment thereof)**

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.01 each (the "Shares") in the capital of the Company hereby appoint the Chairman of the Meeting, or <sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (and at any adjournment thereof) to be held at Unit A, 60/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Wednesday, 28 September 2016 at 10:30 a.m. and to vote in respect of the following resolutions as indicated and on any other business that may properly come before the annual general meeting, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors (the "Directors") and the independent auditor for the year ended 31 March 2016.		
2.	(a) To re-elect Mr. Zhu Xinjiang as an Executive Director.		
	(b) To re-elect Mr. Cheung Siu Fai as an Executive Director.		
	(c) To re-elect Mr. Yeung Ting Lap, Derek Emory as an Executive Director.		
	(d) To authorise the Board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix the auditor's remuneration.		
4.	To grant a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the total number of Shares in issue at the date of the passing of this resolution.		
5.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue at the date of the passing of this resolution.		
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional Shares in the capital of the Company by adding to it the aggregate number of Shares repurchased by the Company.		
7.	To approve the termination of the existing share option scheme and the adoption of the new share option scheme (details of which are described in the circular of the Company dated 22 July 2016).		

Dated \_\_\_\_\_ Signature <sup>(6)</sup> \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting, or" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company. Please note that according to the bye-laws of the Company, a member of the Company who is the holder of two or more Shares may appoint more than one proxies to attend and vote at a general meeting of the Company.
- IMPORTANT:** If you wish to vote for any resolution, please tick (✓) the appropriate box(es) marked "For". If you wish to vote against any resolution, please tick (✓) the appropriate box(es) marked "Against". Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
- The full text of the resolutions number 4 to 7 is set out in the notice of annual general meeting of the Company dated 22 July 2016.
- This proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this proxy form must be executed either under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
- To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the annual general meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish. In such event, this proxy form shall be deemed to be revoked.