



STATE ENERGY GROUP INTERNATIONAL ASSETS HOLDINGS LIMITED
國能集團國際資產控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 918)

Form of proxy for use by shareholders at the Annual General Meeting to be convened on 21 August 2020 at 10:00 a.m.

I/We (note 1), _____ of _____ being the registered holder(s) of _____ shares (note 2) of HK\$0.10 (the “Shares”) each of State Energy Group International Assets Holdings Limited (the “Company”) HEREBY APPOINT (Note 3) _____

of _____ or failing him, the Chairman of at the annual general meeting of the Company (the “Meeting”) as my/our proxy to attend on my/our behalf at the Meeting (and at any adjournment thereof) to be held at Room 6808, 68/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 21 August 2020 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below (Note 4):

| Ordinary Resolutions (Note 5) | | FOR (note 4) | AGAINST (note 4) |
|-------------------------------|--|-----------------|---------------------|
| 1. | To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditor of the Company for the year ended 31 March 2020 | | |
| 2. | (a) To re-elect Mr. Tian Wenxi as executive Director | | |
| | (b) To re-elect Mr. Wu Tingjun as executive Director | | |
| | (c) To re-elect Ms. Yang Yanli as independent non-executive Director | | |
| | (d) To re-elect Mr. Zhao Hangen as independent non-executive Director | | |
| | (e) To authorise the board of Directors to fix the Directors’ remuneration | | |
| 3. | To re-appoint Cheng & Cheng Limited as the Company’s auditor and to authorise the board of Directors to fix their remuneration. | | |
| 4. | (A) To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company’s shares | | |
| | (B) To grant a general mandate to the Directors to repurchase the Company’s shares | | |
| | (C) To extend the general mandate granted to the Directors to issue shares in the capital of the Company by an additional amount representing the aggregate nominal amount of the share capital of the Company repurchased pursuant to the foregoing resolution no. 4 (B). | | |

Dated the _____ day of _____ 2020

Shareholder’s signature _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”. Failure to complete any of the boxes will entitle your proxy to cast his vote 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 in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with the 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 branch share registrars in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Abacus Limited at the above address.