



# 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 Special General Meeting to be convened at 10:00 a.m. on Tuesday, 13 July 2021

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 the special general meeting of the Company (the “SGM”) as my/our proxy to attend on my/our behalf the SGM (and at any adjournment thereof) to be held at Unit 13, 5/F, Tower 1, Harbour Centre, 1 Hok Cheung Street, Hung Hom, Kowloon, Hong Kong at 10:00 a.m. on Tuesday, 13 July 2021 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice dated 21 June 2021 (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) (unless otherwise stated, capitalised terms used in this proxy form shall have the same meanings as those defined in the Notice):

Ordinary Resolutions <sup>#</sup>		FOR (Note 4)	AGAINST (Note 4)
(1)	To approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.		
(2)	To approve the Underwriting Agreement and the transactions contemplated thereunder.		
Special Resolutions <sup>#</sup>			
(3)	To approve the Capital Reorganisation.		
(4)	To approve the Whitewash Waiver and the transactions contemplated thereunder.		

<sup>#</sup> Please refer to the Notice for the full text of the resolutions.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2021

Shareholder's signature (Note 5) \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.
4. 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.
5. This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
6. 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.
7. 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.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. 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.