



福 山 國 際 能 源 集 團 有 限 公 司

FUSHAN INTERNATIONAL ENERGY GROUP LIMITED

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

(Stock Code: 639)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 18 JULY 2008 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note 1)
of
being the registered holder(s) of ^(note 2) shares of HK\$0.10 each in the capital of Fushan International Energy Group Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(note 3)
of
to act as my/our proxy at the Extraordinary General Meeting of the Company to be held at the Falcon Room Basement Luk Kwok Hotel, No. 72 Gloucester Road, Wanchai, Hong Kong on Friday, 18 July 2008 at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) in the event of a poll to vote on my/our behalf in respect of the said resolutions proposed in the notice of Extraordinary General Meeting of the Company dated 30 June 2008 (the "Notice") as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	Ordinary resolutions	For <i>(note 4)</i>	Against <i>(note 4)</i>
1.	To approve the Second Placing Agreement and to approve the special mandate to allot and issue 310,000,000 of the Placing Shares, and in case the Mr. Wong Placing fails to proceed or to be consummated or Mr. Wong Placing Shares fails to be allotted or issued for whatever reasons, to allot and issue of an additional 100,000,000 of the Placing Shares, to placee(s) (other than any connected persons) and the transaction contemplated thereunder as more particularly set out in the Notice.		
2.	To approve the special mandate to allot and issue of Mr. Wong Placing Shares in relation to the Second Placing Agreement and the transaction contemplated thereunder as more particularly set out in the Notice. <i>(note 9)</i>		

Dated 2008 Signature ^(note 5)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of HK\$0.10 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 Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE "FOR" ANY OF THE MATTERS, TICK IN THE BOX MARKED "FOR", IF YOU WISH TO VOTE "AGAINST" ANY OF THE MATTERS, TICK IN THE BOX MARKED "AGAINST". FAILURE TO TICK EITHER 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 meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be in writing under your hand or of your attorney duly authorised in writing or, in the case of a corporation either under its common seal or under the hand of an officer or attorney so authorised.
- If more than one of the joint holders of any share in the Company be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of any share jointly held shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy and 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 with the Company's share registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, No. 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or, any adjourned meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Mr. Wong Lik Ping (the controlling shareholder, executive director and Chairman of the Company), China Merit Limited and their respective associates are required to abstain from voting on Resolution 2 set out in the notice convening the meeting.