



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 SPECIAL GENERAL MEETING OF THE COMPANY
 TO BE HELD ON 4 FEBRUARY 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 Special General Meeting of the Company to be held at the Falcon Room I Basement
 Luk Kwok Hotel, No. 72 Gloucester Road, Wanchai, Hong Kong on Monday, 4 February 2008 at 10:30 a.m. (or at
 any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without the resolution
 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 resolution proposed in the notice of Special
 General Meeting as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

		For <small>(note 4)</small>	Against <small>(note 4)</small>
1.	Ordinary resolution To approve the Coal Supply Contract and the transaction contemplated thereunder.		

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 INITIALED 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 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.