



**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 THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 30 SEPTEMBER 2009  
AND ANY ADJOURNMENT THEREOF**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (“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<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Falcon Room I Luk Kwok Hotel at 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 30 September 2009 at 11:00 a.m. and at any adjournment thereof (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of the resolutions as indicated hereunder, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
(1)	To approve the refreshment of General Mandate (as defined in the circular dated 14 September 2009 (the “Circular”)) to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution with the extension of any Share repurchased by the Company under the repurchase mandate.		
(2)	To approve the proposed increase in the authorised share capital of the Company from HK\$500,000,000 to HK\$1,000,000,000 by the creation of additional 5,000,000,000 unissued Shares (as defined in the Circular).		

Signature<sup>5</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, please 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.**
4. **IMPORTANT:** If you wish to vote for a resolution, please tick in the boxes marked “For”. If you wish to vote against a resolution, please tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or 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 duly authorised to sign the same.
6. In order to be valid, this form of proxy together with 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 share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting.
7. In the case of joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of such Shares shall alone be entitled to vote in respect thereof.
8. The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.