



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 13 NOVEMBER 2009 AND ANY ADJOURNMENT THEREOF

I/We¹ _____
of _____
being the registered holder(s) of ² _____ 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, or³ _____ 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 II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 13 November 2009 at 10:30 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 (the "Notice") 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 ⁴	AGAINST ⁴
1.	To confirm, approve and ratify the Second Revised Supply Contract (as defined in the Notice and the cap amounts in respect of the Second Revised Supply Contract for each of the two financial years ending 31 December 2010;		
2.	To confirm, approve and ratify the Intra-group Advances Master Contract (as defined in the Notice and the cap amounts in respect of the Intra-group Advances Master Contract for each of the two financial years ending 31 December 2010; and		
3.	To confirm and approve the Guarantee (as defined in the Notice) to PRC Subsidiary A (as defined in the Notice) to be provided by the Company to the Bank (as defined in the Notice) and the Maximum Guarantee Amount (as defined in the Notice).		

Signature⁵: _____

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 box 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 registrars 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.