



福山國際能源集團有限公司
FUSHAN INTERNATIONAL ENERGY GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 639)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 17 DECEMBER 2010
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 Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 17 December 2010 at 11:00 a.m. and at any adjournment thereof (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolution 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 resolution 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 RESOLUTION	FOR ⁴	AGAINST ⁴
To approve, confirm and ratify the Master Agreement (as defined in the circular of the Company dated 1 December 2010 (the “Circular”)) entered into between Mr. Xing Libin and the Company; to approve the cap amounts as set out in the Circular for each of the three financial years ending 31 December 2013; and to authorize any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her/they to be incidental to, ancillary to or in connection with the matters contemplated in the Master Agreement and to give effect to the transactions contemplated under the Master Agreement.		

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, attorney or other person 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 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 in person 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.