KUNLUN ENERGY COMPANY LIMITED
(incorporated in Bermuda with limited liability)
昆侖能源有限公司

(Stock Code: 00135)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 1 DECEMBER 2011 (THURSDAY)

I/We *(Note 1)* ....
of ....
being the registered holder(s) of *(Note 2)* .... shares of HK$0.01 each in the capital of Kunlun Energy Company Limited ("the Company") hereby appoint *(Note 3)* the Chairman of the Meeting
or ....
of ....
as my/our proxy to vote for me/us on my/our behalf at the special general meeting ("Meeting") of the Company to be held at the Harbour View Room III, 3/F., The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on 1 December 2011 (Thursday) at 11:00 a.m. and at any adjournment thereof on the resolution as hereunder indicated:

	ORDINARY RESOLUTION	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
1.	To approve, ratify and confirm the entering into of the Fourth Supplemental Agreement and the transactions contemplated under the Fourth Supplemental Agreement, details of which are more particularly described in the circular regarding continuing connected transactions of the Company dated 16 November 2011 (the "**Circular**"); and		
2.	To approve (i) continuing connected transactions under Categories (a), (b), (d) and (e) between the Group and the CNPC Group and (ii)_ the proposed annual caps in respect of such continuing connected transactions for the three financial years ending 31 December 2014, details of which are more particularly described in the Circular.		

Dated this .... day of .... 2011 Signature *(Note 5)*: ....

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares 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 capital of the Company registered in your name(s).
3. Any member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. The proxy need not be a member of the Company but must attend the Meeting in person to represent the appointor. If you wish to appoint a proxy other than the Chairman of the Meeting, strike out the words "Chairman of the Meeting" and insert the name and address of the person desired in the spaces provided. In the case of joint holders, if more than one of such joint holders be present, personally or by proxy, one of the persons so present whose name stands first in the Register of Members in respect of the relevant joint holding shall alone be entitled to vote.
4. Please indicate with an "X" in the space provided how you wish your vote(s) to be cast on a poll. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
5. The form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the principal office of the Company at 39/F., 118 Connaught Road West, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
7. Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the Meeting if you so wish.
8. Any alteration made to this Form of Proxy must be initialled by the person(s) signing it.