



HAO TIAN RESOURCES GROUP LIMITED

昊天能源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00474)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON 10 FEBRUARY 2012

I/We¹ _____
of _____
being the registered holder(s) of _____ share(s)² of HK\$0.05 each in the share capital of
HAO TIAN RESOURCES GROUP LIMITED (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE
MEETING or³ _____
of _____
as my/our proxy to attend and vote for me/us at the extraordinary general meeting of the Company to be held at
10:00 a.m. on 10 February 2012 (and at any adjournment thereof) at Falcon Room I, Gloucester Luk Kwok Hong Kong,
72 Gloucester Road, Wanchai, Hong Kong as indicated below:

ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1. (a) To approve the S&P Agreement (as defined in the circular of the Company dated 26 January 2012); and (b) To authorise the directors of the Company to take all steps to implement and/or give effect to the terms of the S&P Agreement.		

Dated this _____ day of _____ 2012 Signature⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.05 each in the share capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Full name and address of the proxy desired to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his vote at his discretion. Your proxy will be entitled to vote or abstain at his 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, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
7. 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 true copy thereof, must be deposited at the branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you at the meeting or any adjournment thereof.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
10. Any alteration made to this form of proxy must be initialled by the person who signs it.