



中聯能源投資集團有限公司

SINO UNION ENERGY INVESTMENT GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 346)

**SECOND FORM OF PROXY
FOR THE 2010 ANNUAL GENERAL MEETING**

I/We¹ _____
of _____
being the registered holder(s) of _____
ordinary shares of HK\$0.02 each in the share capital of Sino Union Energy Investment Group Limited (the "Company") hereby:
i) revoke all proxy(ies) previously granted by me/us (if any) in respect of the annual general meeting of the Company (the "Meeting"); and
ii) appoint the Chairman of the Meeting or³ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Units 10-12, 19/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 3 September 2010 at 11:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated and if no such indication is given as my/our proxy thinks fit.

Capitalised items used herein shall have the same meanings as ascribed to them in the circular of the Company dated 30 July 2010.

Shareholders should read the contents of the relevant resolutions contained in the Circular carefully before exercising your vote on the below resolutions.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 March 2010.		
2.	2.1 To re-elect Mr. Cheung Shing as Director;		
	2.2 To re-elect Dr. Chui Say Hoe as Director;		
	2.3 To re-elect Mr. Feng Da Wei as Director;		
	2.4 To re-elect Mr. Shen Hao as Director;		
	2.5 To re-elect Mr. Leung Ting Yuk as Director;		
	2.6 To re-elect Dr. Zhuo Ze Fan as Director;		
	2.7 To re-elect Dr. William Rakotoarisaina as Director;		
	2.8 To authorise the Board to fix the remuneration of the Directors.		
3.	To appoint Messrs. HLB Hodgson Impey Cheng as the auditors of the Company and authorise the Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital as at the date of passing of this resolution.		
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital as at the date of passing of this resolution.		
6.	Subject to the passing of ordinary resolutions 4 and 5, to grant a general mandate to the directors to add the shares repurchased pursuant to ordinary resolution 5 to the general mandate to allot, issue and deal with additional shares capital pursuant to ordinary resolution 4.		

Signature _____

Date: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
3. If a proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting or" and insert the name and address of the person proposed to be appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. Please indicate with an "X" in the relevant box how you wish the proxy to vote on behalf. If this second form of proxy is returned without any indication, you will be deemed to have authorised your proxy to vote or abstain from voting as he thinks fit.
5. Any alteration made to this second form of proxy should be initialled.
6. Any member entitled to attend and vote is entitled to appoint a proxy(ies) to attend instead of him and to vote on a poll. A proxy need not be a member of the Company.
7. If the appointor is a corporation, this second form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised on that behalf.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
9. To be valid, this second form of proxy together with the power of attorney or other authority, if any, under which it is signed must be completed and deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight hours before the time appointed for holding the meeting.
10. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM (THE "FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 30 JULY 2010 AND 2010 ANNUAL REPORT OF THE COMPANY, SHOULD NOTE THAT:**
 - (a) If no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting (other than those referred to in the notice convening the Meeting and the First Proxy Form) including a resolution for the re-election of Director set out in the supplemental circular of the Company dated 18 August 2010 as a Director.
 - (b) If the Second Proxy Form is lodged with the Company's branch share registrar 48 hours prior to the time appointed for holding the Meeting (the "Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
 - (c) If the Second Proxy Form is lodged with the Company's branch share registrar after the Closing Time, the proxy appointment under the Second Proxy Form will be invalid. However, provided that the Second Proxy Form is lodged with the Company's branch share registrar within 2 hours prior to the time appointed for holding the Meeting, it will revoke the First Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.
11. If a shareholder has any queries about the validity of his/her proxy form deposited, he/she may contact the Company's branch share registrar at (2980-1333).