



ENERGY INTERNATIONAL INVESTMENTS HOLDINGS LIMITED

能源國際投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 353)

FORM OF PROXY

For the Extraordinary General Meeting (and at any adjournment thereof) to be held at Conference Room, Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 17 August 2015 at 3:00 p.m.

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of _____ shares ⁽²⁾ of HK\$0.10 each in the capital of Energy International Investments Holdings Limited (the “**Company**”) hereby appoint⁽³⁾ the Chairman of the Meeting, or _____
of _____
to act as my/our proxy to attend, act and vote on my/our behalf at the Extraordinary General Meeting of the Company (the “**Meeting**”) to be held at Conference Room, Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 17 August 2015 at 3:00 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTION	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
To approve, confirm and ratify the CB Placing Agreement and the transactions contemplated thereunder; to approve the issue of the Convertible Bonds in accordance with the terms and conditions of the CB Placing Agreement; to approve the allotment and issue of the Conversion Shares and to grant the Directors a specific mandate to allot and issue the Conversion Shares; and to authorise the Directors to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the above ^		

Dated: this day of _____ 2015

Signature ^(5,6,7): _____

Notes:

1. Full name(s) and address(es) are to 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). 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. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided. **IF NO NAME IS GIVEN, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. A proxy need not be a member of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“✓”) THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK (“✓”) THE BOXES MARKED “AGAINST”**. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the and of an officer or attorney so authorized.
7. To be valid, this form of proxy together with any 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 at the offices of the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
8. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
9. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**

* For identification purpose only

^ The full text of the resolution is set out in the Notice of the Meeting.