



智富能源金融(集團)有限公司*
Smart Rich Energy Finance (Holdings) Ltd.

(Incorporated in Bermuda with limited liability)

(Stock Code: 1051)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, 23 JULY 2008 AT 11:00 A.M.

I/We ^(Note 1) _____
of _____

being the registered holder(s) of ^(Note 2) _____ Share(s) of HK\$0.01 each in
the capital of **SMART RICH ENERGY FINANCE (HOLDINGS) LIMITED** (the "Company") hereby appoint

of _____

or failing him/her, the Chairman of the Meeting ^(Note 3) as my/our proxy to act and vote for me/us at the special general meeting of the Company ("Meeting") to be held at Suite 1606-7, 16/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 23 July 2008 at 11:00 a.m. and at any adjournment(s) thereof on the undermentioned resolutions as indicated:

		For ^(Note 4)	Against ^(Note 4)
1.	The Ordinary Resolution no. 1 set out in the notice convening the Meeting.		
2.	The Ordinary Resolution no. 2 set out in the notice convening the Meeting.		

Dated this _____ day of _____ 2008

Signed ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. Any alteration made to this form must be initialled by the person who signs it.
- IMPORTANT:** If you wish to vote for any resolutions, tick the appropriate boxes marked "FOR". If you wish to vote against any resolutions, tick the appropriate boxes marked "AGAINST". Failure to complete the box will entitle your proxy to cast his votes at his discretion.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register or members in respect of the joint holding, the first named being the senior.
- To be valid, this proxy form, together with power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar, Union Registrars Ltd. at Rooms 1901-2, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or adjourned meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting (or any adjourned meeting thereof) if you wish to do so. In the event that you attend the Meeting after having lodged this proxy form as indicated above, this proxy form will be deemed to have been revoked.

* For identification purpose only