



中油燃氣集團有限公司 *

CHINA OIL AND GAS GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 603)

Form of Proxy for 2014 Annual General Meeting

I/We ^(Note 1), _____
of, _____
being the registered holder(s) of _____ shares ^(Note 2)
of HK\$0.01 each in the capital of China Oil And Gas Group Limited ("Company") hereby appoint the Chairman of the
Meeting or ^(Note 3) _____
of _____
as my/our proxy to attend and act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company
to be held at World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road Causeway Bay, Hong
Kong on Thursday, 29 May 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following
resolutions as set out in the notice convening the meeting and at the meeting (or at any adjournment thereof) to vote for me/
us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our
proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2013.		
2.	(a) To re-elect Mr. Xu Tie-liang as Director.	(a)	(a)
	(b) To re-elect Mr. Zhu Yuan as Director.	(b)	(b)
	(c) To re-elect Mr. Li Yunlong as Director.	(c)	(c)
	(d) To authorise the Directors to fix their remuneration.	(d)	(d)
3.	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Directors to fix its remuneration.		
4.	To grant a general mandate to the Directors to issue new shares in the Company.		
5.	To grant a general mandate to the Directors to repurchase shares of the Company.		
6.	To extend the general mandate to issue new shares by adding the number of shares repurchased.		
7.	To declare a final dividend for the year ended 31 December 2013.		
SPECIAL RESOLUTION			
8.	To approve the Share Premium Reduction.		

Dated the _____ day of _____ 2014 Shareholder's Signature ^(Note 5) _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- (2) Please insert the number of shares of HK\$0.01 each registered in your name(s) and to which this form of proxy relates; if no such 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 any proxy other than the chairman of the meeting is desired, you must delete the words "the Chairman of the meeting or" 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.
- (4) If you wish to vote for a resolution, please tick appropriate box marked "For". If you wish to vote against a resolution, please tick appropriate box marked "Against". Failure to complete the boxes will entitle your proxy to cast his/her votes at his/her discretion.
- (5) This form of proxy must be signed and dated by you or your attorney duly authorised in writing, or, if you are a corporation, this form of proxy must either be executed under common seal or under the hand of an officer or attorney so authorised.
- (6) In the case of joint holders of a share, any one of such holders may vote at the meeting either in person or by proxy in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (7) Any alteration made to this form of proxy must be initialled by the shareholder who signs it.
- (8) In order to be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or certified copy thereof, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or any adjourned thereof.
- (9) Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting and, in such event, this form of proxy will be deemed to have been revoked.