



福 山 國 際 能 源 集 團 有 限 公 司

FUSHAN INTERNATIONAL ENERGY GROUP LIMITED

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

(Stock Code : 639)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
OF THE COMPANY TO BE HELD ON 2 JUNE 2009
(OR AT ANY ADJOURNMENT THEREOF)**

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ shares of HK\$0.10 each in the capital of
Fushan International Energy Group Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING
or (note 3) _____
of _____

to act as my/our proxy at the Annual General Meeting of the Company to be held at the Taishan Room, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road Central, Hong Kong on Tuesday, 2 June, 2009 at 10:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing (with or without modification) the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) in the event of a poll to vote on my/our behalf in respect of the said resolutions proposed under the numbered items in the notice of Annual General Meeting dated 30 April 2009 (the "Notice") as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

		For (note 4)	Against (note 4)
1.	Ordinary business To receive, consider and adopt the audited financial statements and reports of the directors and auditors for the year ended 31 December 2008		
2.	Ordinary business		
	(i) To re-elect Mr. Kee Wah Sze as director;		
	(ii) To re-elect Mr. Choi Wai Yin as director;		
	(iii) To re-elect Mr. Chan Pat Lam as director;		
	(iv) To re-elect Mr. Xue Kang as director; and		
	(v) To authorize the board of directors to fix their remuneration		
3.	Ordinary business To re-appoint Grant Thornton as auditors and authorize the board of directors to fix their remuneration		
4.	Special business Ordinary resolution – to grant general mandate to issue securities of the Company as more particularly set out in the Notice		
5.	Special business Ordinary resolution – to grant general mandate to repurchase securities of the Company as more particularly set out in the Notice		
6.	Special business Ordinary resolution – to extend the general mandate to issue securities as repurchased pursuant to above Resolution 5 as more particularly set out in the Notice		
7.	Special business Ordinary resolution – to refresh the Scheme Mandate Limit of the Share Option Scheme and the transaction contemplated thereunder as more particularly set out in the Notice		

Dated _____ 2009 Signature (note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK\$0.10 each 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 Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE "FOR" ANY OF THE MATTERS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE "AGAINST" ANY OF THE MATTERS, TICK IN THE BOX MARKED "AGAINST". FAILURE TO TICK EITHER BOX WILL ENTITLE YOUR PROXY TO CAST YOUR VOTE AT HIS DISCRETION. Your proxy will also be entitled to vote 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 in writing under your hand or of your attorney duly authorised in writing or, in the case of a corporation either under its common seal or under the hand of an officer or attorney so authorised.
6. If more than one of the joint holders of any share in the Company be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of any share jointly held shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy and the 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 with the Company's share registrars, Trico Tengis Limited at 26th Floor Tesbury Centre No.28 Queen's Road East Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or, any adjourned meeting. Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof should you so wish.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Document of evidence must be shown by shareholder(s) or proxies to attend the meeting.