



中國地能產業集團有限公司

CHINA GROUND SOURCE ENERGY INDUSTRY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8128)

EXTRAORDINARY GENERAL MEETING FORM OF PROXY

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ (Note 2) shares of US\$0.01 each
in the share capital of China Ground Source Energy Industry Group Limited (the "Company"), **HEREBY APPOINT**
(Note 3) _____
of _____
or (Note 4) the Chairman of the Extraordinary General Meeting (the "EGM") to act as my/our proxy at the EGM (and at any adjournment thereof) to be held at Units 3709-10, 37/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Tuesday, 13 June 2017 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the EGM and at such EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated).

ORDINARY RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
1.	(i) To re-elect Mr. An Yi as executive Director and to authorise the Board to fix his remuneration		
	(ii) To re-elect Mr. Wu Qiang as independent non-executive Director and to authorise the board of Directors to fix his remuneration		
	(iii) To re-elect Mr. Guo Qingui as independent non-executive Director and to authorise the board of Directors to fix his remuneration		
2.	THAT the Whitewash Waiver (as defined in the circular dated 19 May 2017 of the Company (the "Circular")) granted by the Executive (as defined in the Circular) pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) waiving any obligation (either unconditionally or subject to such conditions as may be required by the Executive) on the part of CECEP (Hong Kong), to make a mandatory general offer (arising as a result of the subscription of Underwritten Shares (as defined in the Circular) pursuant to the Underwriting Agreement (as defined in the Circular) and/or pursuant to any application for any excess Rights Shares accepted by the Company) for all the issued shares of the Company and cancel all outstanding options of the Company not already owned, controlled or agreed to be acquired by CECEP (Hong Kong) and the parties acting in concert with it, be and is hereby approved, and any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/she/they may, in his/her/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Whitewash Waiver and the transactions contemplated thereunder.		

Signature (Note 8) _____

Dated this _____ 2017

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated. Only one of the joint holders needs to sign (but see note 7 below).
2. Please insert the number of shares of the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A member entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and, on poll, vote on his behalf. A proxy need not be a member of the Company.
4. If any proxy other than the Chairman of the EGM is preferred, strike out "or the Chairman of the Extraordinary General Meeting" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the duly appointed Chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast his votes at his discretion. A proxy will also be entitled to vote at his direction on any resolution properly put to the EGM other than those set out in the notice convening the EGM.
6. 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 of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the EGM or any adjournment thereof.
7. Where there are joint holders of any shares of the Company, any one of such persons may vote at the EGM either personally, or by proxy, in respect of such shares of the Company as if he were solely entitled thereto, and if more than one of such joint holders are present at the EGM personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote.
8. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
9. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.