



# KAISUN ENERGY GROUP LIMITED

## 凱順能源集團有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8203)

### PROXY FORM

#### Proxy form for use at the Extraordinary General Meeting to be held on Monday, 24 October 2011

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (note 2) of HK\$0.01 each in the capital of  
**Kaisun Energy Group Limited** 凱順能源集團有限公司\* (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING  
or (note 3) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Extraordinary General Meeting of the Company (or at any adjournment thereof) to be held at 27th Floor, Two Exchange  
Square, 8 Connaught Place, Central, Hong Kong on Monday, 24 October 2011 at 10:30 a.m. and to vote for me/us and in my/our name(s) as indicated  
below (note 4).

ORDINARY RESOLUTION	For (note 4)	Against (note 4)
<p>(a) the transaction contemplated under the equity transfer agreement dated 15 June 2011 (the "Equity Transfer Agreement") entered into between Joy Harvest Holdings Limited ("Vendor") and (Otog Banner Xin Ya Coking Coal Co., Ltd*) 鄂托克旗新亞煤焦有限責任公司 ("Purchaser") in relation to the 70% of the registered capital in (Inner Mongolia Mengxi Minerals Co., Ltd.*) 內蒙古蒙西礦業有限公司 at a cash consideration of RMB810 million (equivalent to approximately HK\$976 million) as shown in the Company's circular dated 6 October 2011 be and the same is hereby approved, confirmed and ratified;</p> <p>(b) the board of directors ("Board") of Kaisun Energy Group Limited ("Company") be and is hereby authorised to take any step and execute whether under Common Seal of the Company or otherwise all such acts, matters, deeds, documents and to do all such acts or things as the Board consider necessary, appropriate, desirable or expedient in connection with:</p> <p>(i) the Equity Transfer, the Equity Transfer Agreement and all other transactions contemplated thereunder, and the closing and implementation thereof;</p> <p>(ii) securing the fulfilment of the conditions precedent of completion of the Equity Transfer Agreement; and</p> <p>(iii) the approval of any amendments or variations to any of the documents tabled or the granting of waivers of any matters contemplated thereby that are, in the Board's opinion, not fundamental to the transactions contemplated thereby and are in the best interests of the Company, including without limitation the signing (under the Common Seal of the Company where required or expedient) of any supplemental or ancillary agreements and instruments and the giving of any undertakings and confirmations for any such purposes."</p>		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2011

Shareholder's  
Signature (note 6) \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- 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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution 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.
- This proxy form must be in writing under your hand or the hand of your attorney duly authorized 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 or other person authorised to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders 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 of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

\* For identification purpose only