

IDG Energy

IDG ENERGY INVESTMENT GROUP LIMITED

IDG 能源投資集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 650)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD AT 10:00 A.M. ON 11 JANUARY 2018.

I/We, ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.01 each
in the capital of IDG Energy Investment Group Limited (the "Company"), HEREBY APPOINT ^(note 3) the Chairman of the SGM or _____
of _____
as my/our proxy to act for me/us and on my/our behalf at the special general meeting (the "SGM") (or at any adjournment thereof) of the Company to be held at United Conference Centre Limited — Room 4, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 11 January 2018 at 10:00 a.m. to consider and, if thought fit, pass the resolutions set out in the notice convening the SGM (the "Notice") and at such SGM (or at any adjournment thereof) to vote for me/us in my/our name(s) in respects of the said resolutions specified below in the manner indicated, and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
1.	<p>(a) to approve, confirm and ratify the Subscription Agreement entered into between the Company (as issuer) and the Subscribers on 13 December 2017, pursuant to which, the Company has conditionally agreed to allot and issue a total of 1,485,000,000 Subscription Shares at an aggregate Subscription Price of HK\$1,485 million to the Subscribers, and each of the Subscribers shall subscribe for 297,000,000 Subscription Shares at an aggregate Subscription Price of HK\$297 million, and the transactions contemplated thereunder;</p> <p>(b) to approve the allotment and issue of the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement, subject to fulfilment (or waiver, if applicable) of the conditions precedent set out in the Subscription Agreement;</p> <p>(c) to grant the Directors the Specific Mandate to exercise the powers of the Company to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement, where such Subscription Shares shall rank pari passu in all respects with the Ordinary Shares in issue as at the date of the allotment and issue of the Subscription Shares. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(d) to authorise any one or more of the Directors for and on behalf of the Company to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by one Director and one company secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.</p>		
2.	<p>(a) to approve the increase in the authorised share capital of the Company from HK\$130,000,000 to HK\$160,000,000 by the creation of an additional 3,000,000,000 unissued Ordinary Shares of HK\$0.01 each, which upon issue shall rank pari passu in all respects with the existing Ordinary Shares; and</p> <p>(b) to authorise any one or more of the Directors for and on behalf of the Company to execute all such documents, instruments and agreements (in case of execution of documents under seal, to do so by one Director and one company secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the increase in authorised share capital.</p>		

Dated _____

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) to which the proxy relates. 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).
- If any proxy other than the Chairman of the SGM is preferred, please strike out "the Chairman of the SGM 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
- You are requested to lodge this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof.
- In the case of joint holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the SGM, 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.
- The proxy need not be a member of the Company but must attend the SGM in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the SGM if you so wish, and in such event, this form of proxy will be deemed to be revoked.
- Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 23 December 2017.

* For identification purposes only