



# 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 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/proxies at the EGM (and at any adjournment thereof) to be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 30 May 2016 at 11:30 a.m. (or immediately following the conclusion of the annual general meeting of the Company at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 30 May 2016 at 11:00 a.m. (the “AGM”), whichever is later) 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)
<p><b>“THAT:</b></p> <p>(a) the agreement (the “<b>Financial Services Agreement</b>”) dated 24 March 2016 entered into between the Company (on behalf of its subsidiaries) and China Energy Finance Company Limited* (the “<b>Finance Company</b>”) (as service provider) pursuant to which the Finance Company agreed to provide the Company and its subsidiaries (the “<b>Group</b>”) the following services:</p> <p>(i) the provision of deposit services, inter alia, demand deposit, saving deposit, notice deposit and agreed deposit services, by the Finance Company to member(s) of the Group (the “<b>Deposit Services</b>”); and</p> <p>(ii) the provision of guarantee services and the granting of loans by the Finance Company to member(s) of the Group (the “<b>Loan and Guarantee Services</b>”)</p> <p>for the term commencing from the date of the approval of the shareholders of the Company (excluding CECEP (HK) and its associates) of the Financial Services Agreement or 1 May 2016, whichever is later (the “<b>Effective Date</b>”), to 31 December 2018, and the transactions thereunder be and are hereby confirmed, approved and ratified, and any one director of the Company be and is hereby authorised to take such actions and execute such documents (to be countersigned by another director of the Company if the common seal of the Company is required to be affixed thereto) as he may consider necessary or desirable to carry out and complete the transactions thereunder;</p> <p>(b) the proposed aggregate annual caps for the service fees payable (including interests payable, where applicable) by the Group to the Finance Company in relation to the Loan and Guarantee Services under the Financial Services Agreement for each of the three periods: (1) from the Effective Date to 31 December 2016; (2) from 1 January 2017 to 31 December 2017; and (3) from 1 January 2018 to 31 December 2018 are RMB1,070,000,000, RMB1,070,000,000 and RMB1,070,000,000, respectively, be and are hereby approved; and</p> <p>(c) the proposed maximum daily deposit amount (including the corresponding interests accrued thereon) by member(s) of the Group with the Finance Company in relation to the Deposit Services under the Financial Services Agreement for each of the three periods: (1) from the Effective Date to 31 December 2016; (2) from 1 January 2017 to 31 December 2017; and (3) from 1 January 2018 to 31 December 2018 are RMB250,000,000, RMB250,000,000 and RMB250,000,000, respectively, be and are hereby approved.”</p>		

Signature (note 8) \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

*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 INITIALED 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.