

# China CBM Group Company Limited

## 中國煤層氣集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8270)

### FORM OF PROXY

**Form of proxy for use by shareholders at the special general meeting (the “Meeting”) of China CBM Group Company Limited (the “Company”) to be held at Conference Room, Yixian Scientific and Industrial Zone, 2 Cuiming Road, Wuqing Development Area, Tianjin, PRC on 3 December 2015 (Thursday) at 11:00 a.m. and at any adjournment thereof.**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares of HK\$0.01 each in the Company  
hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the Meeting to be held on 3 December 2015 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box(es) to indicate how you wish your vote(s) <sup>(note d)</sup>.

Ordinary Resolution	For	Against
To approve, confirm and ratify the Agreement involving the Acquisition of the Target Company and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares and the issue of the Convertible Bonds <sup>(note i)</sup>		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2015

Shareholder's signature x \_\_\_\_\_ x <sup>(notes e, f, g and h)</sup>

#### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares 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 capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against any resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- 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 or authority must be deposited with Tricolor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- The description of the resolution in this form is by way of summary only. The full text of the resolution appears in the notice of the Meeting of the Company dated 17 November 2015.