

# 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, No. 2, Tsui Ming Road, Yixian Industrial Zone, Wuqing Development Zone, Tianjin, the People's Republic of China on Monday, 18 April 2016 at 9:30 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 Monday, 18 April 2016 at 9:30 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 Resolutions		For	Against
1.	To approve and confirm the Share Consolidation of every ten Existing Shares of HK\$0.01 each into one Consolidated Share of HK\$0.10 <sup>(note i)</sup>		
2.	To approve, confirm and ratify the Open Offer on the basis of every three Offer Shares for every one share held on the record date and the transactions contemplated thereunder <sup>(note i)</sup>		
3.	To approve, confirm and ratify the Set-off Arrangement and the transactions contemplated thereunder <sup>(note i)</sup>		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2016

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 any of the resolution(s) set out above, please tick ("✓") the box(es) marked "For". If you wish to vote against any of the resolution(s), please tick ("✓") the box(es) marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution(s), 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 Tricor 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 resolutions in this form is by way of summary only. The full text of the resolutions appears in the notice of the special general meeting of the Company dated 29 March 2016.