

CHINA UNIENERGY GROUP LIMITED

中国优质能源集团有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1573)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting to be held at Protop Financial Press Limited, Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Thursday, 29 November 2018 at 2:00 p.m.

I/We,^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ share(s) of US\$0.01 each in the capital of CHINA UNIENERGY GROUP LIMITED (the "Company"), **HEREBY APPOINT** the Chairman of the meeting^(Note 3) or _____
of _____
as my/ our proxy to act for me/us and on my/our behalf at the extraordinary general meeting to be held at Protop Financial Press Limited, Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Thursday, 29 November 2018 at 2:00 p.m. ("Meeting") and at any adjournment of such meeting. I/We direct that my/our vote(s) be casted on the specified resolutions as indicated by a "✓" in the appropriate boxes, or if no indication is given, as my/ our proxy thinks fit.

	ORDINARY RESOLUTION ^(Note 5)	FOR ^(Note 4)	AGAINST ^(Note 4)
1(a)	To approve, confirm and ratify the subscription agreement dated 27 June 2018 (as supplemented by the supplemental agreements dated 31 July 2018 and 28 September 2018) (the "Subscription Agreement") entered into between the Company and Mr. Yang Wei and the transactions contemplated thereunder, including the issue of 5,000,000 warrants at the issue price of HK\$2.32 per warrant and the allotment and issue of up to 5,000,000 shares of US\$0.01 each in the share capital of the Company at the initial subscription price of HK\$12 per warrant share (subject to adjustments) pursuant to the exercise of the subscription rights attaching to the warrants.		
1(b)	To authorise any one or more of the directors of the Company to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the Subscription Agreement and the transactions contemplated thereunder.		
	SPECIAL RESOLUTION ^(Note 5)		
2(a)	Subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, to approve the English name of the Company be changed from "China Unienergy Group Limited" to "Southern Energy Holdings Group Limited" and the dual foreign name in Chinese of the Company be changed from "中国优质能源集团有限公司" to "南方能源控股集团有限公司" (the "Proposed Change of Company Name").		
2(b)	To authorise any one or more of the directors of the Company to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the implementation of the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company in respect of such change.		

Dated this _____ day of _____ 2018 Signature^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) 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 in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the meeting or" herein inserted 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.** A member entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company, but must attend the Meeting to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the resolution.
- The full text of the resolutions appears in the notice of the Meeting contained in the circular to the shareholders of the Company dated 9 November 2018.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly 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 at the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for the Meeting (i.e. not later than 2:00 p.m. on Tuesday, 27 November 2018).
- Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
- Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person at the Meeting or any adjournment meetings if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

"PERSONAL INFORMATION COLLECTION STATEMENT"

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company / Tricor Investor Services Limited at the above address."