



STATE ENERGY GROUP INTERNATIONAL ASSETS HOLDINGS LIMITED

國能集團國際資產控股有限公司

(formerly known as “Takson Holdings Limited 第一德勝控股有限公司”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 918)

Form of proxy for use by shareholders at the Annual General Meeting to be convened on 22 August 2017 at 3:00 p.m.

I/We (note 1), _____ of _____
being the registered holder(s) of _____ shares (note 2) of HK\$0.10 (the “Shares”) each of State Energy Group International Assets Holdings Limited (the “Company”) HEREBY APPOINT (note 3) _____
of _____

or failing him, the Chairman of at the annual general meeting of the Company (the “Meeting”) as my/our proxy to attend on my/our behalf at the Meeting (and at any adjournment thereof) to be held at Room 2307-2310, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 22 August 2017 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below (Note 4):

Ordinary Resolutions (Note 5)		FOR (note 4)	AGAINST (note 4)
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2017		
2.	(a) To re-elect Mr. Ren Qingxin as executive director		
	(b) To re-elect Mr. Zhou Xinyu as executive director		
	(c) To re-elect Ms. Niu Fang as executive director		
	(d) To re-elect Ms. Ni Lijun as independent non-executive director		
	(e) To re-elect Mr. Shen Guoquan as independent non-executive director		
	(f) To re-elect Ms. Meng Rongfang as independent non-executive director		
	(g) To authorise the board of directors to fix the directors' remuneration		
3.	To re-appoint Cheng & Cheng Limited as the Company's Auditor and to authorise the Board of Directors to fix their remuneration.		
4.	(A) To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares		
	(B) To grant a general mandate to the directors to repurchase the Company's shares		
	(C) To extend the general mandate granted to the directors to issue shares in the capital of the Company by an additional amount representing the aggregate nominal amount of the share capital of the Company repurchased pursuant to the foregoing resolution no. 4(B)		

Dated the _____ day of _____ 2017

Shareholder's signature _____

Notes:

- Full name(s) and address(es) are to be inserted 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).
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”. Failure to complete any of the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The full text of each resolution referred to above appears in the notice of the meeting dated 19 July 2017.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, 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, must be deposited at the Company's branch share registrars in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* for identification purpose only