



# SOUTH SEA PETROLEUM HOLDINGS LIMITED

## 南海石油控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 076)

### Form of Proxy for the Extraordinary General Meeting

convened on 7 March 2012 at 11:00 a.m. at

Level 16, Man Yee Building, 68 Des Voeux Road Central, Hong Kong

(or any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of<sup>1</sup> \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of US\$0.001  
each in the capital of South Sea Petroleum Holdings Limited (the "Company") HEREBY APPOINT<sup>3</sup> the Chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Level  
16, Man Yee Building, 68 Des Voeux Road Central, Hong Kong on 7 March 2012 at 11:00 a.m. (the "Meeting") (or at any adjournment thereof)  
in respect of the resolution set out in the notice convening the Meeting (the "Notice") as hereunder indicated, and, if no such indication is given,  
as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
<p>1. "THAT</p> <p>(a) the Amendment Agreement A (as defined in the circular of the Company dated 16 February 2012 (the "Circular") dispatched to shareholders of the Company) dated 6 January 2012 in relation to the amended terms of an aggregate of US\$100,000,000 convertible debentures due 9 December 2015, together with the terms set out in the Supplementary Documents (as defined in the Circular) dated 26 January 2012, be and is hereby approved, confirmed and ratified; and</p> <p>(b) the directors of the Company be and are hereby authorized to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Amendment Agreement A and the Supplementary Documents including (without limitations) the issue of not exceeding 3,000,000,000 conversion shares (for the whole US\$100,000,000 convertible debentures in the subscription agreement dated 9 December 2009)."</p>		
<p>2. "THAT</p> <p>(a) the Amendment Agreement B (as defined in the Circular) dated 6 January 2012 in relation to the amended terms of an aggregate of US\$250,000,000 convertible debentures due 4 April 2021, together with the terms set out in the Supplementary Documents (as defined in the Circular) dated 26 January 2012, be and is hereby approved, confirmed and ratified; and</p> <p>(b) the directors of the Company be and are hereby authorized to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Amendment Agreement B and the Supplementary Documents including (without limitations) the issue of not exceeding 7,500,000,000 conversion shares (for the whole US\$250,000,000 convertible debentures in the subscription agreement dated 4 April 2011)."</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature(s)<sup>6</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) 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).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the meeting" 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your 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.
- To be valid, this Form of Proxy together with the 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 with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at 46/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjourned meeting.
- This Form of Proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. If more than one of such joint holders is present at the Meeting, personally or by proxy, then one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this Form of Proxy will not preclude you from attending and voting at the Meeting if you wish to do so.