



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 20 November 2012 at 11:00 a.m. at Level 16, Man Yee Building, 68 Des Voeux Road Central, Hong Kong (or any adjournment thereof)

I/We¹ _____
of¹ _____
being the registered holder(s) of² _____ shares of US\$0.001
each in the capital of South Sea Petroleum Holdings Limited (the "Company") HEREBY APPOINT³ 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 20 November 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 RESOLUTION | FOR ⁴ | AGAINST ⁴ |
|--|------------------|----------------------|
| <p>"THAT</p> <p>(a) the Amendment Agreement C (dated 3 October 2012) together with the Supplementary Document (dated 24 October 2012) (as defined in the circular of the Company dated 5 November 2012 dispatched to shareholders of the Company) in relation to an aggregate of US\$250,000,000 convertible debentures due 4 April 2021 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 C and the Supplementary Document."</p> | | |

Dated this _____ day of _____ 2012 Signature(s)⁶ _____

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 notorially 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.