



CHINA SONANGOL RESOURCES ENTERPRISE LIMITED

安中資源實業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1229)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON 11 MARCH 2011 (OR ANY ADJOURNMENT THEREOF)

I/We ¹ _____
of _____
being the registered holder(s) of ² _____
shares of HK\$0.10 each in the capital of China Sonangol Resources Enterprise Limited (the "Company") HEREBY APPOINT ³
THE CHAIRPERSON OF THE SGM (as defined below) or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting (the "SGM") of the Company to
be held at Suites 1003-1006, 10/F., Two Pacific Place, 88 Queensway, Hong Kong on Friday, 11 March 2011 at 11:00 a.m. (or any
adjournment thereof) in respect of the ordinary resolution set out in the notice of SGM as hereunder indicated, and, if no such indication
is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ⁴	Against ⁴
<p>the entry into of the Deed of Amendment (as defined in the circular to the shareholders of the Company dated 21 February 2011), a copy of which has been produced to this meeting marked "A" and signed by the chairman of this meeting for identification purpose, the transactions contemplated thereunder and the execution of the Deed of Amendment and any documents and agreements incidental thereto under the common seal of the Company by any two directors of the Company on behalf of the Company be and are hereby confirmed, approved, authorised and ratified in all respect; and</p> <p>any one director of the Company or, if the affixation of the common seal of the Company is necessary, any two directors of the Company be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such other documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or incidental to, ancillary to or in connection with the matters contemplated in the Deed of Amendment and the transactions contemplated thereunder or otherwise in relation to the Deed of Amendment and the matters and the transactions contemplated thereunder.</p>		

Dated this _____ day of _____ 2011. Signature(s) ⁵: _____

Notes:

- 1 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 2 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).
- 3 If any proxy other than the chairperson of the SGM is preferred, please strike out the words "**THE CHAIRPERSON OF THE SGM** or" 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.** The proxy needs not be a member of the Company but must attend the SGM (or any adjournment thereof) to represent you.
- 4 **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
- 5 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 certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding the SGM or any adjourned meeting thereof (as the case may be).
- 6 In the case of joint registered holders, any one of such holders may attend and vote at the SGM either personally or by proxy, but if more than one of such joint holders be present at the SGM personally or by proxy, the vote of the said persons so present whose name stands first in the register of members of the Company in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
- 7 Completion and deposit of this form of proxy will not preclude you from attending and voting at the SGM if you so wish.