



遠東化聚工業股份有限公司*
Far Eastern Polychem Industries Limited
(incorporated in Bermuda with limited liability)
(Stock Code: 8012)

**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION**

**FORM OF PROXY
FOR THE MEETING OF THE HOLDERS OF THE SCHEME SHARES
(as defined below)
DUE TO BE HELD ON 31ST OCTOBER, 2005
(OR AT ANY ADJOURNMENT THEREOF)**

Form of Proxy for use at the Court Meeting (as defined below), or at any adjournment thereof convened by direction of the Supreme Court of Bermuda of the holders of the Scheme Shares as defined in the Scheme of Arrangement referred to in the Notice convening such Meeting (the "Scheme").

I/We¹, _____
of, _____,
being the registered holder(s) of² _____
ordinary shares of HK\$1.00 each in the capital of Far Eastern Polychem Industries Limited (the "Company"), HEREBY APPOINT the Chairman
of the Court Meeting or³ _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the meeting of the aforesaid holders of ordinary shares of HK\$1.00 each in the capital of the Company convened by direction of the Supreme Court of Bermuda (or at any adjournment thereof) (the "Court Meeting") to be held at the Bamboo Peacock Room, 1st Floor, Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong on 31st October, 2005 at 10:30 a.m. for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme⁴	AGAINST the Scheme⁴

Dated this _____ day of _____ 2005 Signature(s)⁵ _____

- Notes:
1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 2. Please insert the number of the ordinary shares of HK\$1.00 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all of such shares registered in your name(s).
 3. If any proxy other than the Chairman of the Court Meeting is preferred, strike out the words "the Chairman of the Court Meeting or" and insert the name and address of the proxy desired in the space provided. You are entitled to appoint one or more proxies (who must be an individual) to attend and vote in your stead. Your proxy need not be a member of the Company, but your proxy must attend the Court Meeting to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
 4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK IN THE BOX MARKED "FOR the Scheme", IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK IN THE BOX MARKED "AGAINST the Scheme"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than that referred to in the Notice convening the Court Meeting or abstain.
 5. This Form of Proxy must be signed by you or your attorney authorised in writing or, if the appointor is a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised by it to sign the same.
 6. You are requested to lodge 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, with Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company, by hand or by post, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Court Meeting or adjourned Court Meeting at which the person named in this Form of Proxy proposes to vote, or, in the case of a poll taken subsequently to the date of the Court Meeting or adjourned Court Meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default this Form of Proxy shall not be treated as valid. However, if this Form of Proxy is not so lodged, it may be handed to the Chairman of the Court Meeting at the Court Meeting. Completion and delivery of this Form of Proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting if you so wish, but in the event of your attending the Court Meeting after having lodged this Form of Proxy, this Form of Proxy will be deemed to have been revoked.
 7. Where there are joint registered holders of any share in the Company, any one of such joint holders may vote at the Court Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Court Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

* For identification purpose only