



JILIN CHEMICAL INDUSTRIAL COMPANY LIMITED
吉林化學工業股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0368)

Proxy Form for the Annual General Meeting to be held on 20 May 2005⁽¹⁾

I/We⁽²⁾ _____
of _____
being the registered holder(s) of⁽³⁾ _____ shares
of RMB1.00 each in the registered share capital of Jilin Chemical Industrial Company Limited (the "Company"), hereby appoint the Chairman of the meeting
or⁽⁴⁾ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 9:00 a.m. on Friday, 20 May 2005 at No. 9 Longtan Street, Longtan District, Jilin City, Jilin Province, the People's Republic of China (the "PRC") or any adjournment thereof to vote for me/us and in my/our name(s) as indicated below in respect of the resolutions as set out in the Notice of Annual General Meeting of the Company dated 31 March 2005 (the "Notice of Annual General Meeting") and the circular of the Company dated 26 April 2005 (the "Circular"):

		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
1.	To consider and approve the 2004 report of the board of directors of the Company;		
2.	To consider and approve the 2004 report of the supervisory committee of the Company;		
3.	To consider and approve the 2004 audited financial statements of the Company;		
4.	To consider and approve the proposed profit appropriation plan for 2004 of the Company;		
5.	To determine the remuneration of the directors and the supervisors for 2005; and		
6.	To consider and approve the re-appointment of PricewaterhouseCoopers (certified public accountants in Hong Kong) and PricewaterhouseCoopers Zhong Tian CPAs Company Limited (registered accountants in the PRC) as the Company's international and domestic auditors, respectively, to hold offices until the conclusion of the 2005 Annual General Meeting, and to authorize the directors of the Company to determine their remuneration;		
7.	To consider and approve the proposed amendment to the articles of association of the Company;		
8.	To consider and approve the amendments to the rules of procedure for the general meetings of the shareholders of the Company and to adopt the amended rules of procedure for the general meetings of the shareholders as an appendix to the articles of association of the Company;		
9.	To consider, approve and adopt the proposed rules of procedure for the meetings of the board of directors of the Company as an appendix to the articles of association of the Company;		
10.	To consider, approve and adopt the proposed rules of procedure for the meetings of the supervisory committee of the Company as an appendix to the articles of association of the Company;		
11.	To consider and approve other matters, if any.		

Signed: _____

Date: _____ 2005

Notes:

- Important: This proxy form is to replace the proxy form delivered to you together with the Notice of Annual General Meeting. Please refer to the Notice of Annual General Meeting and the Circular for the details of the revised proposed resolutions to be considered at the Annual General Meeting.**
- Please insert your full name and address in **BLOCK CAPITALS** in the space provided.
- Please insert the number of shares registered in your name to which this proxy form relates in the space provided. If not, this proxy form will be deemed to relate to all the shares registered in your name (whether alone or jointly with others).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "**the Chairman of the Meeting**" and insert the name and address of proxy desired in **BLOCK CAPITALS** in the space provided. The proxy need not be a member of the Company. If a proxy is attending the Annual General Meeting on your behalf, such proxy shall produce his own identity paper.
- Important: If you wish to vote for a resolution, place a tick "✓" in the column marked "For". If you wish to vote against a resolution, place a cross "X" in the column marked "Against".** If no indication is given, the proxy will vote or abstain at his discretion.
- Corporations must execute this proxy form under common seal or by an attorney or a duly authorised officer. If a legal representative is appointed to attend the Annual General Meeting, such legal representative shall produce his own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- If this proxy form is signed by a person under a power of attorney or any other authority on your behalf, a notarially certified copy of that power of attorney or other authority must be deposited as mentioned in paragraph 8 below.
- In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed must be delivered to the Company's registrar, HKSCC Registrars Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 9:00 a.m. on 19 May 2005 or not less than 24 hours before the time appointed for the holding of any adjournment of the Annual General Meeting.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the Annual General Meeting should you so wish.