



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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON 12 AUGUST 2005

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ 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⁽³⁾ _____
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 9:00 a.m. on Friday,
12 August 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 following resolutions and other matters required to be dealt with at the
Extraordinary General Meeting:

		For ⁽⁴⁾	Against ⁽⁴⁾
1. To elect the following individuals as the directors of the Company:			
Order	Name		
A	Yang Dongyan		
B	Xiang Ze		
C	Li Chongjie		
2. To elect the following individuals as the supervisors (representative of the shareholders) of the Company:			
Order	Name		
A	Wang Jianrong		
B	Xue Feng		

Signed: _____

Date: _____ 2005

Notes:

- 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 Extraordinary General Meeting on your behalf, such proxy shall produce his own identity paper.
- Each of the shares held by you shall carry the same number of votes corresponding to the number of the directors or supervisors to be elected. You may exercise your voting rights by casting all your votes represented by each of your shares as mentioned above on each director or supervisor candidate in equal numbers; or casting all your votes represented by each of your shares as mentioned above on one director or supervisor candidate; or casting your votes represented by each of your shares as mentioned above on some (one, two or three, the same hereinafter) of the director or supervisor candidates.
For example, if you hold 100 shares and there shall be three directors to be herein elected, you will be entitled to a total of 300 votes in respect of resolution 1. Out of the 300 votes, you can either cast 100 votes, either for or against, on each director candidate; or cast all your 300 votes, for or against, on one of the director candidates; or cast 200 votes, either for or against, on candidate A, 50 votes, either for or against, on candidate B and 50 votes on candidate C; or cast 100 votes, either for or against, on candidate A and 50 votes, either for or against, on candidate B, and on the analogy of this.
If you have cast all your votes represented by each of your shares corresponding to the number of the directors or supervisors to be elected on one or some of the director or supervisor candidate(s), you shall have no right to vote on other director or supervisor candidates, i.e., the total number of the votes, either for or against, cast on some of the director or supervisor candidates, shall not exceed the total number of the votes represented by all the shares held by you.
Please note with particular attention that, if the total number of votes cast by you on one or some of the director or supervisor candidate(s) exceeds the total number of the votes carried by all your shares, the votes cast by you shall be invalid and you shall be deemed to be abstained from voting; if the total number of votes cast by you on one or some of director candidate(s) is less than the total number of the votes carried by all your shares, the votes cast by you shall be valid and the votes not cast shall be deemed to have been waived by you. For example, if you hold 100 shares, the total number of votes represented by your shares in respect of resolution 1 will be 300: (a) if you state "300" in the column "for" or "against" on one particular director candidate, then all your votes have been cast and you have no vote on the other two director candidates. As such, if you state the number of votes (other than 0 votes) in other corresponding columns in respect of resolution 1, then all your votes in respect of resolution 1 will be deemed to be invalid; or (b) if you state "100" in the column "for" or "against" on candidate A, and "80" in the column "for" or "against" on candidate B, the 180 votes cast shall be valid and the remaining 20 votes not cast shall be deemed to have been waived by you.
A director or supervisor candidate who has received favorable votes exceeding half of the number of shares carrying voting rights (assuming the cumulative voting is not adopted) represented by the shareholders attending the general meeting and the number of objection votes received shall be elected as the director or supervisor. However, if the number of such candidates exceeds the number of the director(s) or supervisor(s) required to be elected at the general meeting, candidate(s) who has (have) received the largest number of votes shall be elected; however, in the event that the candidates receiving less but equal number of votes, which may cause the number of the directors or supervisors so elected to exceed the number of the directors or supervisors required to be elected, none of them shall be elected. If the number of directors or supervisors so elected is less than the number of the directors or supervisors required to be elected at the general meeting, (a) new round(s) of voting shall be held to fill in all the remaining vacancies for the directors or supervisors.
If (a) new round(s) of voting for directors or supervisors is (are) required to be held at the general meeting as above mentioned, the cumulative votes of the shareholders shall be re-calculated based on number of the directors or supervisors to be elected in each round.
- Corporations must execute this proxy form under common seal or by an attorney or a duly authorized officer. If a legal representative is appointed to attend the Extraordinary 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 7 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 11 August 2005 or not less than 24 hours before the time appointed for the holding of any adjournment of the Extraordinary General Meeting.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the Extraordinary General Meeting should you so wish.