



**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 29 September 2005**

I/We<sup>(1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>(2)</sup> 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<sup>(3)</sup> 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 Thursday, 29 September 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 at the Extraordinary General Meeting:

		<b>FOR<sup>(4)</sup></b>	<b>AGAINST<sup>(4)</sup></b>
1.	To consider and approve the Supplemental Composite Services Agreement, and authorize any director of the Company to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement;		
2.	To consider and approve the Supplemental Master Products and Services Agreement, and authorize any director of the Company to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement;		
3.	To consider and approve the Assets Management Agreement, and authorize the directors of the Company to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement.		

Signed: \_\_\_\_\_

Date: \_\_\_\_\_ 2005

*Notes:*

1. Please insert your full name and address in **BLOCK CAPITALS** in the space provided.
2. 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).
3. 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.
4. **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.
5. 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.
6. 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.
7. 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 28 September 2005 or not less than 24 hours before the time appointed for the holding of any adjournment of the Extraordinary General Meeting.
8. Completion and deposit of this proxy form will not preclude you from attending and voting at the Extraordinary General Meeting should you so wish.



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**REPLY SLIP**

To: Jilin Chemical Industrial Company Limited (the "Company")

I/We<sup>(1)</sup> \_\_\_\_\_

of<sup>(2)</sup> \_\_\_\_\_

Being the registered holder(s) of<sup>(3)</sup> Shares \_\_\_\_\_

of RMB1.00 each in the capital of the Company, hereby inform the Company that I/we intend to attend (in person or by proxy) the Extraordinary General Meeting of the Company to be held at 9:00 a.m. on Thursday, 29 September 2005, at No. 9 Longtan Street, Longtan District, Jilin City, Jilin Province, the People's Republic of China ("PRC").

Shareholder's signature: \_\_\_\_\_

Date: \_\_\_\_\_ 2005

*Notes:*

- (1) Holders of the Company's shares whose names appear on the register of members of the Company at 4:00 p.m. on 30 August 2005 are entitled to fill the reply slip and attend the Extraordinary General Meeting.
- (2) Please insert your full name and address in block capitals as shown in the register of members of the Company.
- (3) Please insert the number of shares registered in your name.
- (4) In order to be valid, this duly completed and signed reply slip should be returned to the Company Secretary's Office for the Extraordinary General Meeting at its legal address, No. 9 Longtan Street, Longtan District, Jilin City, Jilin Province, PRC before 9 September 2005.

This reply slip may be delivered to the Company by hand, post or fax (Fax No. 86-432-3028126).