



**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 H Share Class Meeting to be held on 31 December 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 H Share Class Meeting of the Company to be held at 10:00 a.m. (Beijing/Hong Kong time) on Saturday, 31 December 2005 at the Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong 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 H Share Class Meeting:

		For <sup>(4)</sup>	Against <sup>(4)</sup>
1.	To consider and approve the voluntary withdrawal of the listings of the Jilin H Shares and the Jilin ADSs from the Hong Kong Stock Exchange and the NYSE, respectively; and		
2.	To authorize any director of the Company to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal.		

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 H Share Class 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 authorized officer. If a legal representative is appointed to attend the H Share Class 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, Hong Kong Registrars Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 10:00 a.m. on Friday, 30 December 2005 or not less than 24 hours before the time appointed for the holding of any adjournment of the H Share Class Meeting.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the H Share Class Meeting should you so wish.