SINOCHEM HONG KONG HOLDINGS LIMITED
中化香港控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 297)

FORM OF PROXY

Form of proxy for use by shareholders at the Annual General Meeting (the "Meeting") of Sinochem Hong Kong Holdings Limited (the "Company") to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 30 August 2004 at 10:00 a.m.

I/We *(Note a)*, ____, being the registered holder(s) of ____________________ ordinary shares *(Note b)* of HK$0.10 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING *(Note c)* or ____________________ of______________________________________ as my/our proxy to vote and act for me/us at the Meeting to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 30 August 2004 at 10:00 a.m. and at any adjourned meeting as directed below or, if no such indication is given, as my/our proxy thinks fit *(Note d)*.

		FOR *(Note d)*	**AGAINST** *(Note d)*
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2004.		
2.	(a) To re-elect Mr. Liu Deshu as director.		
	(b) To re-elect Mr. Chu David Yu Lin as director.		
	(c) To re-elect Mrs. Chu Ho Miu Hing as director.		
	(d) To authorise the Board of Directors to fix the remuneration of the directors.		
3.	To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.		
4.	To grant to the directors a general mandate to issue and deal with additional ordinary shares *(Note e)*.		
5.	To grant to the directors a general mandate to repurchase ordinary shares *(Note e)*.		
6.	To extend the general mandate to issue ordinary shares by the amount of shares repurchased *(Note e)*.		
7.	To approve amendments to the Bye-laws of the Company *(Note e)*.		

Dated this ______________ day of ____________________________, 2004.

Shareholder's signature *(Notes f and g)*

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Notes:

(a) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.

(b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).

(c) If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.

(d) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.

(e) The full text of these resolutions appear in the notice of the Meeting dated 30 July 2004. Resolution numbered 7 will be proposed as a special resolution of the Company.

(f) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.

(g) Where there are joint registered holders of a share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(h) To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the principal place of business of the Company in Hong Kong at Unit 4603, 46th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting. Completion and return of the proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the Meeting after having lodged this form of proxy, the form of proxy will be deemed to have been revoked.

(i) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.

* *For identification purpose only*