SUNPEC 中聯石化

SINO UNION PETROLEUM & CHEMICAL INTERNATIONAL LIMITED
中聯石油化工國際有限公司 *

(Formerly known as Minglun Group (Hong Kong) Limited)
(Incorporated in Bermuda with limited liability)

(Stock Code: 346)

Proxy Form for SGM on 24 December 2004

I/We[1] ____
of ____
being the registered holder(s) of[2] ______________ share(s) of Sino Union Petroleum & Chemical International Limited (the "Company") **HEREBY APPOINT**[3] the Chairman of the meeting or ______________________________
______________________________ of ______________________________
____
as my/our proxy to act for me/us at the Special General Meeting of the Company to be held at 10:00 a.m. on 24 December 2004 at Room 4605-7, 46th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong and at any adjournment thereof and at such meeting or adjournment, to vote on my/our behalf and in my/our name(s) on the undermentioned resolution as indicated:

Ordinary Resolutions	FOR[4]	AGAINST[4]
1. **THAT**, the Subscription Agreement entered into between the Company and Wisdom On Holdings Limited and all the transactions contemplated hereunder are hereby approved, confirmed and ratified and that any one director of the Company be and is hereby authorized with full power to do all things and execute all documents which may in his reasonable opinion be necessary or desirable in connection with the Subscription Agreement or any matters relating thereto.		
2. **THAT**, the instrument constituting Convertible Bond; the allotment and issue of any Shares in the capital of the Company which may fall to be allotted and issued upon the exercise of conversion rights attached to the Instrument; and all the transactions contemplated hereunder are hereby approved, confirmed and ratified and that any one director of the Company be and is hereby authorized to execute the Instrument and affix the common seal of the Company thereto for and on behalf of the Company, and be authorized with full power to do all things and execute all documents which may in his reasonable opinion be necessary or desirable in connection with the Instrument or any matters relating thereto.		
3. **THAT**, any director of the Company be and is authorized to allot, issue and deal with additional shares in the capital of the Company which may fall to be allotted and issued upon the exercise of conversion rights attached to the Instrument.		

Dated this ______________________ day of ______________________ 2004

Signature(s)[5] ______________________ Proxy's specimen signature ______________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
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 the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who completes it.

   A proxy need not be a member of the Company.
4. **Important: If you wish to vote for a Resolution, place a "X" in the box marked "FOR". If you wish to vote against a Resolution, place a "X" in the box marked "AGAINST".** Failure to complete the boxes will entitle your proxy to cast your vote at his discretion.
5. 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.

   Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
6. If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof.
7. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office, Tengis Limited at Ground floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting.
8. Completion and return of this form will not preclude you from attending and voting at the meeting if you wish to do so.

* *For identification purposes only*