



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 346)

FORM OF PROXY
FOR THE 2009 ANNUAL GENERAL MEETING

I/We¹ _____
of _____

being the registered holder(s) of² _____ ordinary shares of HK\$0.02 each in the share capital of Sino Union Petroleum & Chemical International Limited (the "Company") hereby appoint the Chairman of the Meeting or³ _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Units 10-12, 19/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 31 August 2009 at 10:30 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated and if no such indication is given as my/our proxy thinks fit. Capitalised items used herein shall have the same meanings as ascribed to them in the circular of the Company dated 31 July 2009.

Shareholders should read the contents of the relevant resolutions contained in the Circular carefully before exercising your vote on the below resolutions.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 March 2009;		
2.	(a) To re-elect Mr. Chow Charn Ki, Kenneth as Director;		
	(b) To re-elect Dr. Ching Men Ky Carl as Director;		
	(c) To re-elect Mr. Ng Wing Ka as Director;		
	(d) To re-elect Ms. Fibiolla Irianni Ohei as Director;		
	(e) To authorise the Board to fix the remuneration of the Directors;		
3.	To appoint Messrs. HLB Hodgson Impey Cheng as the auditors of the Company and authorise the Directors to fix their remuneration;		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital as at the date of passing of this resolution;		
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital as at the date of passing of this resolution;		
6.	Subject to the passing of ordinary resolutions 4 and 5, to grant a general mandate to the directors to add the shares repurchased pursuant to ordinary resolution 5 to the general mandate to allot, issue and deal with additional shares capital pursuant to ordinary resolution 4;		
7.	To approve the increase of authorised share capital of the Company		
	SPECIAL RESOLUTION		
8.	To approve the Change of Name.		

Signature _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
- If a proxy other than the Chairman is preferred, strike out "**the Chairman of the Meeting or**" and insert the name and address of the person proposed to be appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- Please indicate with an "X" in the relevant box how you wish the proxy to vote on behalf. If this form of proxy is returned without any indication, you will be deemed to have authorised your proxy to vote or abstain from voting as he thinks fit.
- Any alteration made to this form of proxy should be initialled.
- Any member entitled to attend and vote is entitled to appoint a proxy(ies) to attend instead of him and to vote on a poll. A proxy need not be a member of the Company.
- If the appointor is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised on that behalf.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed must be completed and deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight hours before the time appointed for holding the meeting.

* For identification purpose only