



SINOPEC KANTONS HOLDINGS LIMITED

(中石化冠德控股有限公司)*

(incorporated in Bermuda with limited liability)

(Stock Code: 934)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting convened to be held at Boardroom 3-4, Mezzanine Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on 6 December 2010 at 10:00 a.m.

I/We (Note a) _____
of _____
being the holder(s) of (Note b) _____ shares of HK\$0.10 each of the abovenamed Company **HEREBY APPOINT THE CHAIRMAN OF THE MEETING OR** (Note c) _____
of _____
to act as my/our proxy (Note c) at the special general meeting of the Company to be held at Boardroom 3-4, Mezzanine Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on 6 December 2010 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (Note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	“THAT (a) the Company’s entering into the New Framework Master Agreements (as defined in the circular of the company dated 18 November 2010 (the “Circular”)) for the purpose of renewing the Existing Continuing Connected Transactions (as defined in the Circular) be and is hereby approved; (b) the proposed annual caps in relation to the transactions contemplated under the New Framework Master Agreements (as set out in the Circular) for each of the three years ending 31 December 2013 be and are hereby approved; and (c) any Director be and is hereby authorised to do further acts and things, entering all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient implement the New Framework Master Agreements with such changes as the Directors may consider necessary, desirable or expedient.”		
2.	“THAT (a) the Company’s entering into of the Sinopec Finance Financial Services Framework Master Agreement (as defined in the Circular) be and is hereby approved; (b) the proposed annual caps for the deposits services under Sinopec Finance Financial Services Framework Master Agreement (as set out in the Circular) for each of the three years ending 31 December 2013 be and are hereby approved; and (c) any Director be and is hereby authorised to do further acts and things, entering all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient implement the Sinopec Finance Financial Services Framework Master Agreement with such changes as the Directors may consider necessary, desirable or expedient.”		

3.	“THAT (a) the Company’s entering into of the New Century Bright Financial Services Framework Master Agreement (as defined in the Circular) be and is hereby approved; (b) the proposed annual caps for the deposits services under New Century Bright Financial Services Framework Master Agreement (as set out in the Circular) for each of the three years ending 31 December 2013 be and are hereby approved; and (c) any Director be and is hereby authorised to do further acts and things, entering all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient implement the New Century Bright Financial Services Framework Master Agreement with such changes as the Directors may consider necessary, desirable or expedient.”		
4.	“THAT (a) the Company’s entering into of the Unipac Vessel Charter Framework Master Agreement (as defined in the Circular) be and is hereby approved; (b) the proposed annual caps in relation to the transactions contemplated under the Unipac Vessel Charter Framework Master Agreement (as set out in the Circular) for each of the three years ending 31 December 2013 be and are hereby approved; and (c) any Director be and is hereby authorised to do further acts and things, entering all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient implement the Unipac Vessel Charter Framework Master Agreement with such changes as the Directors may consider necessary, desirable or expedient.”		

Dated the _____ day of _____ 2010

Shareholder’s signature x _____ x (*Notes e, f, g and h*)

Notes:

- (a) Full name(s) and address(es) are 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 capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words **“THE CHAIRMAN OF THE MEETING OR”** and insert the name and address of the person appointed proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- (d) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- (e) In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (g) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at Tricor Secretaries Limited, the Hong Kong Branch Share Registrar and Transfer Office of the Company, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (h) **ANY ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNED THE FORM.**