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 annual general meeting convened to be held at Salon Rooms VI-VII, 5/F., Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Friday, 6 June 2014 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 annual general meeting of the Company to be held at Salon Rooms VI-VII, 5/F., Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Friday, 6 June 2014 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.	To receive, consider and adopt the audited consolidated financial statements and reports of the directors and auditors for the year ended 31 December 2013		
2.	To approve and declare a final dividend		
3.	(a) To re-elect Mr. Dai Zhao Ming as an executive director of the Company		
	(b) To re-elect Mr. Ye Zhi Jun as an executive director of the Company		
	(c) To re-elect Ms. Tam Wai Chu, Maria as an independent non-executive director of the Company		
	(d) To re-elect Dr. Wong Yau Kar, David as an independent non-executive director of the Company		
4.	To authorise the board of directors to fix the directors' remuneration		
5.	To re-appoint Messrs PricewaterhouseCoopers as auditors of the Company and authorise the board of directors to fix their remuneration.		
6.	To grant a general mandate to the directors to issue new shares in ordinary resolution number 6 as set out in the notice of the meeting		
7.	To grant a general mandate to the directors to repurchase shares in ordinary resolution number 7 as set out in the notice of the meeting		
8.	To extend the general mandate granted to the directors to issue new shares in ordinary resolution number 8 as set out in the notice of the meeting		

Dated the ____________________ day of ____________________ 2014

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 the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than forty-eight (48) hours before the time for holding the meeting or any adjourned meeting.

(h) **ANY ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNED THE FORM.**

* *For identification purpose only*