



三江化工

SANJIANG CHEMICAL

CHINA SANJIANG FINE CHEMICALS COMPANY LIMITED

中國三江精細化工有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2198)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be held on 28 June 2012 at 10:00 a.m.

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of (note b) \_\_\_\_\_ shares ("Shares") of HK\$0.10 each in the capital of China Sanjiang Fine Chemicals Company Limited ("Company") hereby appoint the chairman of the extraordinary general meeting ("EGM") of the Company or \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy (note c) at the EGM to be held at Worldwide Executive Centre, Level 10, World-wide House, 19 Des Voeux Road Central, Hong Kong on 28 June 2012 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. (note d)

Table with 3 columns: ORDINARY RESOLUTIONS, FOR, AGAINST. Row 1: To approve the Acquisition Agreement and the transactions contemplated thereunder.

Shareholder's signature: \_\_\_\_\_ (note e to i) Date: \_\_\_\_\_

Notes:

- a. Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
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 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 EGM as your proxy, please delete the words "the chairman of the extraordinary general meeting ("EGM") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided.
d. If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against".
e. In the case of joint registered holders of any Share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the EGM, whether in person or by proxy, then one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered Share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
f. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
g. To be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding of the EGM or any adjournment thereof.
h. Completion and return of this proxy form will not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
i. Any alteration made to this form should be initialled by the person who signs the form.