



# CHINA FIRST CHEMICAL HOLDINGS LIMITED

一化控股(中國)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2121)

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 31 MAY 2012

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.1 each in the share capital of China First Chemical Holdings Limited (the "Company") hereby appoint the Chairman of the meeting <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company for the year 2012 to be held at Kowloon Shangri-La, Hong Kong, 64 Mody Road, Kowloon, Hong Kong on Thursday, 31 May 2012 at 10:00 a.m. (and at any adjournment thereof).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2011.		
2.	To declare a final dividend of HK\$6.23 cents per share for the year ended 31 December 2011.		
3.	(a) To re-elect Mr Chen Hong as executive director.		
	(b) To re-elect Ms Miao Fei as executive director.		
	(c) To re-elect Mr Lam Wai Wah as executive director.		
	(d) To authorize the board of directors to fix the respective directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as auditors and to authorize the board of directors to fix their remuneration.		
5.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		
6.	To give a general mandate to the directors to issue additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
7.	To extend the general mandate granted to the directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company.		

Date: \_\_\_\_\_ 2012

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s).
- Please insert the name and address of the proxy desired/If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint a proxy to attend and on a poll, vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
- In 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 votes 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 of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's share registrar at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.



# CHINA FIRST CHEMICAL HOLDINGS LIMITED

## 一化控股(中國)有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：2121)

### 二零一二年五月三十一日(星期四)舉行的 股東週年大會適用的代表委任表格

本人／吾等(附註1) \_\_\_\_\_  
地址為 \_\_\_\_\_  
為一化控股(中國)有限公司(「本公司」)股本中每股面值0.1港元股份共(附註2) \_\_\_\_\_ 股的登記  
持有人，茲委任大會主席或，地址為 \_\_\_\_\_

為本人／吾等的代表(附註3) \_\_\_\_\_，代表本人／吾等出席本公司謹訂於二零一二年  
五月三十一日(星期四)上午十時正於香港九龍麼地道64號九龍香格里拉大酒店舉行的二零一二年股東週年大會(「大  
會」)(及其任何續會)，並依照下列指示代表本人／吾等投票。

請於適當的方格內劃上標記，以表示在投票表決時的投票意願(附註4)。

	普通決議案	贊成	反對
1.	省覽及考慮截至二零一一年十二月三十一日止年度經審核綜合財務報表及董事會報告與核數師報告。		
2.	宣佈派發截至二零一一年十二月三十一日止年度的末期股息每股6.23港仙。		
3.	(a) 重選陳洪先生為執行董事。		
	(b) 重選繆妃女士為執行董事。		
	(c) 重選林維華先生為執行董事。		
	(d) 授權董事會釐定各董事的酬金。		
4.	續聘羅兵咸永道會計師事務所為核數師及授權董事會釐定其酬金。		
5.	授予董事一般授權，以購回面值總額不超過於本決議案通過當日本公司已發行股本面值總額的10%本公司股份。		
6.	授予董事一般授權，以發行不超過於本決議案通過當日本公司已發行股本面值總額的20%本公司額外股份。		
7.	擴大授予董事的一般授權，以發行本公司的額外股份，數額為本公司購回股份的總面額。		

日期：二零一二年 \_\_\_\_\_ 月 \_\_\_\_\_ 日 簽署(附註5) \_\_\_\_\_

附註：

- 請用正楷填上全名及地址。
- 請填上登記於閣下名下的股份數目。如未有填上股份數目，則本代表委任表格將被視為與本公司所有以閣下名義登記的股份有關。
- 請填上擬委任代表的姓名及地址／倘擬委任主席以外的人士為代表，請刪去「大會主席」字樣，並在空欄內填上閣下擬委派代表的姓名及地址。凡有權出席大會及在會上投票的股東，均可委派其他人士出席大會並於表決時代其投票，惟若委派一名以上的代表，則須指明每一名受委代表所代表的股份數目及類別。受委代表毋須為本公司股東。本代表委任表格的每項更正，均須由簽署人簡簽認可。
- 注意：倘閣下擬投票贊成任何決議案，請在註明「贊成」的方格內填上「✓」號。倘閣下擬投票反對任何決議案，則請在註明「反對」的方格內填上「✓」號。如無任何指示，則閣下的代表將有權自行酌情投票或棄權。閣下的代表亦有權就於大會上正式提出而未載於大會通告的任何決議案自行酌情投票。
- 本代表委任表格必須由閣下或經閣下書面正式授權的授權人簽署。如股東為公司，則代表委任表格須另行加蓋公司印鑑、或經由公司負責人或獲正式授權人士親筆簽署。
- 倘屬聯名股東，本公司將接納在股東名冊內排名首位的聯名股東的投票(不論親身或委派代表)，而其他聯名股東再無投票權，就此方面而言，排名先後乃按本公司股東名冊內的排名次序而定。
- 代表委任表格連同經授權人簽署的授權書或其他授權文件(如有)或經核實證明的該等授權書或授權文件副本，須不遲於大會或其續會指定舉行時間48小時之前送達本公司的股份過戶登記處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，方為有效。
- 填妥並交回代表委任表格後，閣下仍可按意願親身出席大會並於會上投票。