



中国石化
SINOPEC

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 (the “SGM”) to be held at Salon Rooms II-III, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Friday, 29 November 2019 at 10:00 a.m. (or at any adjournment thereof)

I/We (Note (a)) _____

of _____

being the holder(s) of (Note (b)) _____ shares of HK\$0.10 each of SINOPEC KANTONS HOLDINGS LIMITED

(the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE SGM OR** (Note (c)) _____

of _____

to act as my/our proxy (Note (c)) to attend for me/us at the SGM, as convened by the Company, to be held at Salon Rooms II-III, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Friday, 29 November 2019 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the SGM and at the SGM to vote on behalf of me/us and in my/our name(s) in respect of the said resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

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

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p>“THAT</p> <p>(i) the entering into of the New Crude Oil Jetty and Storage Services Framework Master Agreement (as defined in the circular of the Company dated 11 November 2019 (the “Circular”)) be and is hereby approved;</p> <p>(ii) the proposed annual caps for the New Crude Oil Jetty and Storage Services Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and</p> <p>(iii) any one director of the Company (the “Director(s)”) (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all such transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Crude Oil Jetty and Storage Services Framework Master Agreement.”</p>		
2.	<p>“THAT</p> <p>(i) the entering into of the New Sinopec Finance Financial Services Framework Master Agreement (as defined in the Circular) be and is hereby approved;</p> <p>(ii) the proposed annual caps for the New Sinopec Finance Financial Services Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and</p> <p>(iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all such transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Sinopec Finance Financial Services Framework Master Agreement.”</p>		
3.	<p>“THAT</p> <p>(i) the entering into of the New Century Bright Financial Services Framework Master Agreement (as defined in the Circular) be and is hereby approved;</p> <p>(ii) the proposed annual caps for the New Century Bright Financial Services Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and</p> <p>(iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all such transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Century Bright Financial Services Framework Master Agreement.”</p>		
4.	<p>“THAT</p> <p>(i) the entering into of the New Natural Gas Transmission Services Framework Master Agreement (as defined in the Circular) be and is hereby approved;</p> <p>(ii) the proposed annual caps for the New Natural Gas Transmission Services Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and</p> <p>(iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all such transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Natural Gas Transmission Services Framework Master Agreement.”</p>		

	ORDINARY RESOLUTIONS	FOR	AGAINST
5.	<p>“THAT</p> <p>(i) the entering into of the New Comprehensive Outsourcing Framework Master Agreement (as defined in the Circular) be and is hereby approved;</p> <p>(ii) the proposed annual caps for the New Comprehensive Outsourcing Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and</p> <p>(iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all such transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Comprehensive Outsourcing Framework Master Agreement.”</p>		
6.	<p>“THAT</p> <p>(i) the entering into of the New Yu Ji Pipeline Financial Services Framework Master Agreement (as defined in the Circular) be and is hereby approved;</p> <p>(ii) the proposed annual caps for the New Yu Ji Pipeline Financial Services Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and</p> <p>(iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all such transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Yu Ji Pipeline Financial Services Framework Master Agreement.”</p>		
7.	<p>“THAT</p> <p>(i) the entering into of the New Yu Ji Compression Project Framework Master Agreement (as defined in the Circular) be and is hereby approved; and</p> <p>(ii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all such transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Yu Ji Compression Project Framework Master Agreement.”</p>		

Dated the _____ day of _____ 2019

Shareholder's signature _____ (Notes (e),(f), (g), (h) and (i))

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 shareholder of the Company. If you wish to appoint some person other than the Chairman of the SGM as your proxy, please delete the words **“THE CHAIRMAN OF THE SGM 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 SGM 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 is returned duly signed but without any specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than those set out in the notice convening the SGM.
- (e) In the case of joint holders, 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, the joint holder whose name stands first in the register of members of the Company 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/her 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 office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible, and in any event not later than forty-eight (48) hours before the time appointed for the holding the SGM or any adjourned meeting thereof (as the case may be).
- (h) Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish.
- (i) **ANY ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNED THE FORM.**

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the above meeting of the Company (the **“Purposes”**). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to Tricor Secretaries Limited at the above address.

* For identification purpose only