



CHINA FIRST CHEMICAL HOLDINGS LIMITED

— 化 控 股 (中 國) 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2121)

Number of shares to which this form of proxy relates <i>(Note 1)</i>	
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FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 15 JUNE 2015

I/We *(Note 2)* _____
of _____
being the registered holder(s) of shares in the issued share capital of China First Chemical Holdings Limited (the "Company") hereby appoint the
Chairman of the meeting *(Note 3)* 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 2015 to be held at Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Monday, 15 June 2015 at
10:00 a.m. (and at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll *(Note 4)*.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2014.		
2.	To declare a final dividend of HK\$2.68 cents (RMB2.13 cents) per share for the year ended 31 December 2014.		
3.	(a) To re-elect Mr. Liem Djiang Hwa as a non-executive director.		
	(b) To re-elect Dr. Kou Huizhong as an independent non-executive director.		
	(c) To re-elect Mr. Li Junfa as an independent non-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 total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		

Date: _____ 2015

Signature(s) *(Note 5)* _____

Notes:

- 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).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
- 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed 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.