



# Titan Petrochemicals Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1192)

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 26 JUNE 2017 AND ANY ADJOURNMENT THEREOF

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (“Shares”) of HK\$0.01 each in the capital of Titan Petrochemicals Group Limited (the “Company”), HEREBY APPOINT the chairman of the meeting, or<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_  
or failing him/her \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at 4902, 49/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Monday, 26 June 2017 at 11:00 a.m. and at any adjournment thereof (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (the “AGM Notice”) and at the Meeting to vote for me/us and in my/our name(s) in respect of the resolutions as indicated hereunder, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the reports of the directors and the independent auditors and the audited financial statements for the year ended 31 December 2016.		
2.	A. To re-elect Mr. Tang Chao Zhang as director.		
	B. To re-elect Mr. Hu Hongwei as director.		
	C. To appoint Dr. Han Jun as director.		
3.	To authorize the board of directors of the Company to fix the remuneration of directors of the Company.		
4.	To appoint Elite Partners CPA Limited as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
5.	To grant a general mandate to the directors to issue shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
6.	To grant a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
7.	To extend the share issue mandate granted to the directors under resolution 5 above by the aggregate number of issued shares repurchased by the Company under resolution 6 above.		
8.	To approve the “refreshing” of the 10% scheme limit on the number of shares which may be allotted and issued upon exercise of the share options to be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution passed on 20 June 2011.		

Signature<sup>5</sup>: \_\_\_\_\_

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

### Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- 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 of such power or authority, must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting (as the case may be).
- Where there are joint holders of any Shares any one of such joint holder may vote, either in person or by proxy in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

\* For identification purpose only