



SINOPEC ZHENHAI REFINING & CHEMICAL COMPANY LIMITED

(a joint-stock limited company incorporated in the People's Republic of China)

NOTICE OF THE RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING FOR THE YEAR OF 2001

The directors of Sinopec Zhenhai Refining & Chemical Company Limited (the "Company") hereby announce that the following resolutions were passed at the annual general meeting ("AGM") for the year of 2001 of the Company held at the conference room of Donghai Hotel at the Company's premises at Zhenhai, Ningbo, Zhejiang Province, the People's Republic of China ("PRC") at 10:00 a.m. on Friday, 7th June, 2002 where a quorum was reached by the number of voting shares represented by attending shareholders and their proxies:

Ordinary Resolutions:

1. That the audited accounts of the Company and the reports of the Board of Directors and auditors for the year ended 31st December, 2001 be accepted;
2. That the report of the supervisory committee for the year of 2001 be approved;
3. That the proposed profit distribution for the year ended 31st December, 2001 be approved;
4. That the emoluments of the Company's executive directors and supervisors representing shareholders be fixed for the year of 2002; and
5. That KPMG be appointed as the Company's Auditors for a period starting from the conclusion of the AGM for the year of 2001 and terminating upon the conclusion of the AGM for the year of 2002 and that the directors of the Company be authorized to determine their remuneration.

Final Dividend

In addition to the above resolutions passed at the AGM, the directors of the Company announce that the payment of final dividend for the year of 2001 would be made as follows:

- (i) As stated in Article 163 of the Company's articles of association, dividends payable by the Company to any shareholder shall be calculated and declared in Renminbi ("RMB"). Dividends payable to holders of domestically-invested shares shall be paid in RMB and dividends payable to holders of H shares shall be paid in Hong Kong dollars ("HK\$"). According to the stipulations of the relevant State authorities, the conversion formula for dividends in Hong Kong dollars is as follows:

$$\text{amount of dividends in HK\$} = \frac{\text{dividends in RMB}}{\text{the mean of the basic rates of RMB for HK\$ published by the People's Bank of China ("PBOC") in the week before the date of the declaration of dividends}}$$

The mean of the basic rates of RMB for HK\$ published by the PBOC in the week before the date of the declaration of dividends (7th June, 2002) was HK\$1.00 for RMB1.0605. Accordingly, each H share in the Company is entitled to a final dividend of HK\$ 0.033 for the year of 2001.

- (ii) The Company has appointed Bank of China (Hong Kong) Trustees Limited as paying agent in Hong Kong (the "Paying Agent"). Dividends payable to holders of H shares will be paid by the Paying Agent on 28th June, 2002 and the relevant dividend warrants will be dispatched by Hong Kong Registrars Limited on the same date.

By Order of the Board of Directors
Su Dwen
Company Secretary

Ningbo, the PRC, 7th June, 2002

"Please also refer to the published version of this announcement in SCMP".