



# SINOPEC ZHENHAI REFINING & CHEMICAL COMPANY LIMITED

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

## ANNOUNCEMENT OF THE RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING FOR THE YEAR OF 2002

The Board of Directors of Sinopec Zhenhai Refining & Chemical Company Limited (the "Company") announced that the following resolutions were passed at the Company's annual general meeting for the year of 2002 ("AGM") held at the conference room on the 1st floor of Donghai Hotel at the Company's premises at Zhenhai District, Ningbo Municipality, Zhejiang Province, the People's Republic of China ("PRC") on Friday, 20 June 2003, at 9:00 am, where a quorum was reached by the number of voting shares represented by attending shareholders and their proxies. The following resolutions were passed at the AGM.

### **Ordinary Resolutions:**

1. The audited financial statements of the Company and the reports of the Board of Directors and auditors for the year ended 31 December 2002 have been approved;
2. The report of the Supervisory Committee for 2002 has been approved;
3. The proposed profit distribution for the year ended 31 December 2002 has been approved;
4. The members of the Fourth Board of Directors and the Supervisors representing shareholders in the Fourth Supervisory Committee have been elected;

### **Members of the Board of Directors**

**Executive Directors:** Mr Sun Weijun, Mr Zhan Juping, Mr Xu Liqiao, Mr Sun Jianli, Mr Zhao Jinxuan, Mr Yu Renming

**External Directors:** Ms Wang Lisheng, Mr Hu Weiqing

**Independent Directors:** Mr Sun Yongsen, Mr Cen Kefa, Mr Li Linghong, Ms Qiu Yun

Mr Ren Chigang, Mr Zhang Jingbo, Mr Chen Hongzan, all of whom were executive directors of the Third Board of Directors of the Company; Mr Xu Sujing, Mr Liu Yun, Mr Chu Peng, Mr Li Zhaobin, all of whom were external directors of the Third Board of Directors of the Company; Mr Wan Bin, Mr Wang Chongming, Mr Lu Mengfu, all of whom were independent directors of the Third Board of Directors of the Company will not act as the Company's directors due to expiration of their term of office.

## Members of the Supervisory Committee

**Supervisors Representing Shareholders:** Mr Gu Yueguang, Mr Lu Xiangyang, Ms Zhang Jianjun, Mr Bao Chuntian, Mr Luo Jie (of which Mr Lu Xiangyang and Ms Zhang Jianjun are external Supervisors and Mr Bao Chuntian and Mr Luo Jie are Independent Supervisors)

Ms Qiu Yun, a member of the Third Supervisory Committee of the Company, will not act as a member of the Company's Supervisory Committee due to expiration of her term of office.

5. The service contracts of the members of the Fourth Board of Directors and the Supervisory Committee of the Company have been approved;
6. The remuneration for the Directors and Supervisors for the year of 2003 has been fixed;
7. KPMG, Certified Public Accountants has been re-appointed as the Company's auditors for the year of 2003, starting from the conclusion of the AGM up to the conclusion of the annual general meeting for the year of 2003, and the Board of Directors of the Company has been authorized to determine their remuneration.

**Biographies of each of the aforesaid elected Directors and Supervisors were published in South China Morning Post and Wen Wei Po in Hong Kong on 30 May 2003.**

## Final Dividend

In addition to the above resolutions passed at the AGM, the Board of Directors of the Company announced that the payment of final dividend for the year of 2002 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 paid in HK\$ is as follows:

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

The mean of the basic rates of RMB for HK\$ published by the PBOC in the week before the date of the declaration of dividend (17 April 2003) was HK\$1.00 for RMB1.0609. The final dividend approved at the AGM was RMB0.08 per share. Accordingly, each H share in the Company is entitled to a final dividend of HK\$0.075 for the year of 2002.

- (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 or about 27 June 2003 and the relevant dividend warrants will be dispatched by Hong Kong Registrars Limited on the same date.

By Order of the Board  
**Su Dewen**  
*Company Secretary*

20 June 2003, Ningbo, the PRC

## ANNOUNCEMENT OF THE RESOLUTIONS PASSED AT THE FIRST MEETING OF THE FOURTH BOARD OF DIRECTORS

The Board of Directors of Sinopec Zhenhai Refining & Chemical Company Limited (the “Company”) announced that the First Meeting of the Fourth Board of Directors (the “Board”) of the Company was held at the conference room on the 1st floor of Donghai Hotel at the Company’s premises at Zhenhai District, Ningbo Municipality, Zhejiang Province, the People’s Republic of China (“PRC”) on Friday, 20 June 2003, where a quorum was reached. The resolutions regarding the appointment of relevant persons were passed as follows:

1. Mr Sun Weijun has been elected as the Chairman of the Company. Mr Zhan Juping has been elected as the Deputy Chairman of the Company. The term of office of the Chairman and Deputy Chairman is three years.
2. The Board has set up three professional committees, namely the Development and Strategy Committee, the Reform and Salary Committee and the Audit Committee. Among the above-mentioned professional committees, the organizational structure of the Audit Committee is in compliance with that of the audit committee under the Code of Best Practice in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and the functions of the Audit Committee are similar to those of the audit committee.

Mr Sun Weijun has been elected as the director of the Development and Strategy Committee of the Board, and Mr Zhan Juping, Mr Zhao Jinxuan, Mr Yu Renming, Mr Hu Weiqing, Mr Sun Yongsen, Mr Cen Kefa have been elected as the members of the Development and Strategy Committee of the Board.

Mr Sun Weijun has been elected as the director of the Reform and Salary Committee of the Board, and Mr Zhan Juping, Mr Xu Liqiao, Mr Sun Jianli, Ms Wang Lisheng, Mr Li Linghong, Ms Qiu Yun have been elected as the members of the Reform and Salary Committee of the Board.

Ms Qiu Yun has been elected as the director of the Audit Committee of the Board, and Ms Wang Lisheng, Mr Hu Weiqing, Mr Sun Yongsen, Mr Li Linghong have been elected as the members of the Audit Committee of the Board.

3. Mr Sun Weijun has been appointed as the General Manager of the Company; Mr Sun Jianli, Mr Zhao Jinxuan, Mr Yu Renming, Mr Yu Yaoquan, Mr Chen Jian, Mr Dai Baohua, Mr Shao Jianxiong have been appointed as the Deputy General Manager of the Company; Mr Zhu Zengqing has been appointed as the Chief Accountant of the Company. The term of office of the aforesaid members is three years.
4. Mr Su Dewen has been appointed as the Company Secretary of the Company. The term of office is three years.

By Order of the Board  
**Su Dewen**  
*Company Secretary*

20 June 2003, Ningbo, the PRC

Please also refer to the published version of this announcement in the South China Morning Post.