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# NOTICE OF EXTRAORDINARY GENERAL MEETING

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## SINOPEC ZHENHAI REFINING & CHEMICAL COMPANY LIMITED

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

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Sinopec Zhenhai Refining & Chemical Company Limited (the “Company”) will be 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 on Saturday, 27 December 2003, at 10:30 am for the purpose of reviewing and, if appropriate, passing the resolutions set out below as ordinary resolutions:

1. To consider and approve the ongoing connected transactions pursuant to the sales agreement (“the agreement”) of paraxylene entered into between the Company and Yizheng and the transactions contemplated under the agreement, including the relevant waiver application and the cap set out thereunder;
2. To approve and authorise the executive directors of the Company, on behalf of the Company, sign and prepare all necessary documents and take all necessary actions in order to fulfil all the obligations contemplated under the agreement.

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

11 November 2003, Ningbo, the PRC

*Notes:*

1. Each shareholder entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy need not be a shareholder of the Company. Shareholders or their proxies are entitled to one vote for each share held.
2. To be valid, the proxy form of a holder of H share of the Company together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged at the Company’s share registrar, Hong Kong Registrars Limited, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the meeting.
3. Shareholders or their proxies shall produce their identity documents when attending the meeting.
4. The register of members of the Company will be closed from Thursday, 27 November 2003 to Friday, 26 December 2003 (both days inclusive), during which period no transfer of shares will be effected.
5. Shareholders whose names appear in the register of members on Friday, 26 December 2003 are entitled to attend and vote at the meeting.
6. The Extraordinary General Meeting is not expected to take more than one day. The attending shareholders and proxies shall be responsible for their own travelling and accommodation expenses.
7. Holders of H share who intend to attend the meeting shall complete and lodge the reply slip and return the same to the Company or its Hong Kong share registrar on or before 6 December 2003. The reply slip may be delivered by hand, by post, or by fax at (86-574) 86456155/86446211.