
NOTICE FOR 2003 ANNUAL GENERAL MEETING



JILIN CHEMICAL INDUSTRIAL COMPANY LIMITED 吉林化學工業股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 0368)

NOTICE IS HEREBY GIVEN that the 2003 Annual General Meeting of Jilin Chemical Industrial Company Limited (“the Company”) will be held at 9:00 a.m. on June 17, 2004, at No. 9 Longtan Street, Longtan District, Jilin City, Jilin Province, the PRC to consider and, if thought fit, approve the following resolutions:

1. To consider and approve the 2003 report of the board of directors of the Company;
2. To consider and approve the 2003 report of the board of supervisors of the Company;
3. To consider and approve the 2003 audited financial statements of the Company;
4. To consider and approve the proposed profit appropriation plan for 2003 of the Company;
5. To consider and approve the remuneration of the directors and the supervisors for 2004; and
6. To consider and approve the re-appointment of PricewaterhouseCoopers (certified public accountants in Hong Kong) and PricewaterhouseCoopers Zhong Tian CPAs Company Limited (registered accountants in the PRC) as the Company’s international and domestic auditors, respectively, to hold offices until the conclusion of the 2004 Annual General Meeting, and to authorize the directors of the Company to determine their remuneration.

By Order of the Board
Zhang Liyan
Company Secretary

Jilin, PRC
April 20, 2004

Notes:

- (A) Holders of the Company’s shares whose names appear on the register of members of the Company at the close of business on May 18, 2004 are entitled to attend the 2003 Annual General Meeting with their passports or other identity papers.
- (B) The register of members of the Company will close from May 19 to June 17, 2004 (both days inclusive), during which time no share transfers will be effected.
- (C) Each shareholder who has the right to attend and vote at the 2003 Annual General Meeting is entitled to appoint one or more proxies, whether they are members or not, to attend and vote on his behalf at the Annual General Meeting.
- (D) A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (E) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, and the form of proxy must be delivered to the Company’s registrar, Hong Kong Registrars Limited, Rooms 1901-05, 19th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the time appointed for the holding of the Annual General Meeting.
- (F) Shareholders intending to attend the 2003 Annual General Meeting should return the accompanying reply slip to the Secretary’s Office to the Company on or before May 28, 2004 personally/or by mail, cable or facsimile. Such accompanying reply slip shall not affect the right of any shareholder to attend the 2003 Annual General Meeting.
- (G) The Annual General Meeting is expected to last half a day. Shareholders attending the 2003 Annual General Meeting will be responsible for their own transportation and accommodation expenses.
- (H) The details of the Secretary’s Office of the Company are as follows:

No. 9 Longtan Street, Longtan District
Jilin City, Jilin Province, PRC
Postal code: 132021
Tel: (86 432) 3903651
Fax: (86 432) 3028126



JILIN CHEMICAL INDUSTRIAL COMPANY LIMITED
吉林化學工業股份有限公司

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Proxy Form for 2003 Annual General Meeting to be held on June 17, 2004

I/We ⁽¹⁾ _____
 of _____
 being the registered holder(s) of ⁽²⁾ _____ shares
 of RMB1.00 each in the registered share capital of Jilin Chemical Industrial Company Limited (“the Company”),
 hereby appoint the Chairman of the meeting or ⁽³⁾ _____
 of _____
 as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to
 be at 9:00 a.m. on Thursday, 17 June, 2004 at No. 9 Longtan Street, Longtan District, Jilin City, Jilin Province, the
 People’ Republic of China (the “PRC”) or any adjournment thereof to vote for me/us and in my/our name(s) as
 indicated below in respect of the following resolutions and other matters required to be dealt with at the Annual
 General Meeting:

	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
(1) To consider and approve the 2003 report of the board of directors of the Company;		
(2) To consider and approve the 2003 report of the board of supervisors of the Company;		
(3) To consider and approve the 2003 audited financial statements of the Company;		
(4) To consider and approve the proposed profit appropriation plan for 2003 of the Company;		
(5) To consider and approve the remuneration of the directors and the supervisors for 2004; and		
(6) To consider and approve the re-appointment of PricewaterhouseCoopers (certified public accountants in Hong Kong) and PricewaterhouseCoopers Zhong Tian CPAs Company Limited (registered accountants in the PRC) as the Company’s international and domestic auditors, respectively, to hold offices until the conclusion of the 2004 Annual General Meeting, and to authorize the directors of the Company to determine their remuneration.		

Signed: _____

Date: _____ 2004

Notes:

1. Please insert your full name and address in **BLOCK CAPITALS** in the space provided.
2. Please insert the number of shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those shares. If not, this proxy form will be deemed to relate to all the shares registered in your name (whether alone or jointly with others).
3. 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 proxy desired in **BLOCK CAPITALS** in the space provided. The proxy need not be a member of the Company. If a proxy is attending the Annual General Meeting on your behalf, such proxy shall produce his own identity paper.
4. **If you wish to vote for a resolution, place a tick “✓” in the column marked “For”. If you wish to vote against a resolution, place a cross “x” in the column marked “Against”.** If no indication is given, the proxy will vote or abstain at his discretion.
5. Corporations must execute this proxy form under common seal or by an attorney or a duly authorised officer. If a legal representative is appointed to attend the Annual General Meeting, such legal representative shall produce his own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
6. If this proxy form is signed by a person under a power of attorney or any other authority on your behalf, a notarially certified copy of that power of attorney or other authority must be deposited as mentioned in paragraph 7 below.
7. In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed must be delivered to the Company’s registrar, Hong Kong Registrars Limited, Rooms 1901-05, 19th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 9:00 a.m. on June 16, 2004.
8. Incompletion or non-deposit of this proxy form will not preclude you from attending and voting at the Annual General Meeting should you so wish.

Reply Slip

To: Jilin Chemical Industrial Company Limited (the "Company")

I/We ⁽²⁾ _____

Of _____

Being the registered holder(s) of ⁽³⁾ _____

Shares of RMB1.00 each in the capital of the Company, hereby inform the Company that I/we intend to attend (in person or by proxy) the 2003 Annual General Meeting of the Company to be held at 9:00 a.m. on Thursday, June 17, 2004 at No.9 Longtan Street, Longtan District, Jilin City, Jilin Province, the People's Republic of China ("PRC").

Shareholder's signature: _____

Date: _____ 2004

Notes:

- (1) Holders of the Company's shares whose names appear on the register of members of the Company at the close of business on May 18, 2004 are entitled to fill the reply slip and attend the 2003 Annual General Meeting.
- (2) Please insert your full name and address in block capitals as shown in the register of members of the Company.
- (3) Please insert the number of shares registered in your name.
- (4) In order to be valid, this duly completed and signed reply slip should be returned to the Company Secretary's Office for the 2003 Annual General Meeting at its legal address, No.9 Longtan Street, Longtan District, Jilin City, Jilin Province, PRC no later than 5:00 p.m. at May 28, 2004.

This reply slip may be delivered to the Company by hand, post, cable or fax (fax No. 86-432-3028126).