



中國石化鎮海煉油化工有限公司
SINOPEC ZHENHAI REFINING & CHEMICAL COMPANY LIMITED

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

(Stock Code: 1128)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 18 February 2005 (Friday), at 10:30 a.m. for the purpose of reviewing and, if appropriate, passing the resolutions set out below as ordinary resolutions:

1. To consider and approve the sales agreement of naphtha entered into between the Company and SECCO Chemical Fibre Company Limited (“the Agreement”) and the Continuing Connected Transactions, including the relevant Caps;
2. To approve and authorise the executive directors of the Company to, 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

24 December 2004, Ningbo, the PRC

Notes:

1. ELIGIBILITY FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING

Shareholders of the Company whose names appear on the register of members kept at Hong Kong Registrars Limited at the close of business on 28 January 2005 (Friday) are eligible to attend and vote at the extraordinary general meeting. Shareholder or his proxy is entitled to cast one vote for each share held.

In order to be eligible to attend and vote at the extraordinary general meeting of the Company to be held on 18 February 2005 (Friday), all transfers together with the relevant share certificates must be delivered to the Company’s H share registrar in Hong Kong — Hong Kong Registrars Limited, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 19 January 2005 (Wednesday).

2. PROXY

- (1) A shareholder eligible to attend and vote at the extraordinary general meeting is entitled to appoint one or more proxies in writing to attend and vote at the extraordinary general meeting on his behalf. A proxy need not be a shareholder of the Company.
- (2) A shareholder should appoint his proxy in writing. The proxy form must be signed by the shareholder or the proxy authorized in writing, or if the proxy form is signed by another person authorized by the shareholder, any authorization documents of such an appointment must be notarized.
- (3) The proxy form of H share's shareholder together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be lodged at the Company's share registrar in Hong Kong not less than 24 hours before the time for holding the meeting to be valid.
- (4) A proxy may exercise the right to vote by raising his hand or by poll. However, if more than one proxies are appointed by a shareholder, such proxies shall only exercise the right to vote by poll.

3. REGISTRATION PROCEDURES FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING

- (1) A shareholder or his proxy shall produce proof of identity when attending the meeting.
- (2) Holders of H shares 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 28 January 2005 (Friday).
- (3) The reply slip may be delivered by hand, by post, or by fax.

4. REGISTRATION OF SHARE TRANSFERS

The register of members of the Company will be closed from 20 January 2005 (Thursday) to 18 February 2005 (Friday) (both days inclusive).

5. VOTE ON RESOLUTIONS BY WAY OF POLLING

The resolutions of the extraordinary general meeting to be held on 18 February 2005 (Friday) will be passed by way of polling. For details of the procedures for demanding a poll, please refer to Appendix II to the circular of the Company dated 24 December 2004 (Friday).

6. OTHER BUSINESSES

- (1) It is expected that the extraordinary general meeting will not last for more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (2) The fax number of the Company is (86-574) 86456155/86446211

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