



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

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

(Stock Code: 1128)

Proxy form for the Extraordinary General Meeting to be held on 18 February 2005

I/We<sup>1</sup> \_\_\_\_\_  
(of \_\_\_\_\_) being  
the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of RMB1.00 each in the capital  
of Sinopec Zhenhai Refining & Chemical Company Limited (the "Company") hereby appoint the Chairman of the Meeting  
or<sup>3</sup> \_\_\_\_\_  
(of \_\_\_\_\_) as  
my/our proxy to attend on my/our behalf at the extraordinary general meeting or any adjournment thereof of the Company to  
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 at 10:30 a.m. on Friday, 18 February 2005, **in order to  
consider and, if appropriate, approve on my/our behalf the resolutions listed on the Notice of Extraordinary General  
Meeting and to vote for me/us as indicated below in respect of the following resolutions. Should instructions have not  
been given, proxy may vote at his discretion.**

	For	Against
To 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.		
To approve and authorize 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.		

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 200 \_\_\_\_\_ Signature(s): \_\_\_\_\_

Notes:

1. Please insert full name(s) (in Chinese and English) and address(es) (as shown in the registers of members) in **BLOCK CAPITALS**.
2. Please insert the number and class of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is appointed, strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. Each alteration made to this form of proxy must be initialed by the person who signs it.
4. **IMPORTANT: If you wish to vote for a resolution, place a "√" in the box marked "FOR". If you wish to vote against a resolution, place a "√" in the box marked "AGAINST".** Failure to complete a box will entitle your proxy to cast your vote(s) at his discretion.
5. This form of proxy must be signed by you or your attorney authorized in writing, or in the case of a company with limited liability, must be executed either under the company's seal or signed by a director or attorney authorized on the company's behalf.
6. This form of proxy, 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, Hong Kong Registrars Limited at 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the meeting.
7. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
8. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.