



中國石化北京燕化石油化工有限公司

SINOPEC BEIJING YANHUA PETROCHEMICAL COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0325)

NOTICE OF SPECIAL GENERAL MEETING OF INDEPENDENT SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special general meeting of independent shareholders (the “**Special General Meeting of Independent Shareholders**”) of Sinopec Beijing Yanhua Petrochemical Company Limited (the “**Company**”) will be held at 10:30 a.m. (Beijing time) on Friday, March 4, 2005 at Beijing Yanhua Hotel, No. 4 Ying Feng Zhong Lu, Yanshan, Fangshan District, Beijing, the People's Republic of China, for the purpose of considering and, if thought fit, passing the following resolution which shall be approved by at least 75% of the votes attaching to the H shares of the Company held by the independent shareholders of the Company that are cast either in person or by proxy at the Special General Meeting of Independent Shareholders; and with the number of votes cast against the same resolution at the Special General Meeting of Independent Shareholders amounting to not more than 10% of all the H shares of the Company held by all of the independent shareholders of the Company. The independent shareholders of the Company for the present purposes mean the registered holders of shares in the Company other than China Petroleum & Chemical Corporation and parties acting in concert with it, Lehman Brothers Asia Limited and parties acting in concert with it and Bear Stearns Asia Limited and parties acting in concert with it.

SPECIAL RESOLUTION:

“**THAT** subject to the passing of this same resolution by the shareholders of the Company as required by the relevant laws of the People's Republic of China:

- (a) the merger agreement and the related amendment agreement entered into between the Company and Beijing Feitian Petrochemical Co., Ltd. and dated December 29, 2004 (“**Merger Agreement**”) and January 14, 2005 (“**Amendment Agreement**”), respectively, the execution of the Merger Agreement and the Amendment Agreement by or for and on behalf of the Company, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the transactions contemplated by the Merger Agreement and the Amendment Agreement.”

By order of the Board
Sinopec Beijing Yanhua
Petrochemical Company Limited
Zhou Quansheng
Secretary to the Board of Directors

Beijing, the People's Republic of China
January 17, 2005

Legal address of the Company:

No. 1, Beice, Yingfeng Er Li,
Yanshan, Fangshan District,
Beijing 100031
The People's Republic of China
Postal Code: 102500

Notes:

1. Holders of the Company's overseas listed foreign invested shares (in the form of H shares) whose names appear on the register of members of the Company at close of business on February 1, 2005 are eligible to attend the Special General Meeting of Independent Shareholders.
2. According to the Company's articles of association, the H share register of the Company will be closed 30 days before the Special General Meeting of Independent Shareholders, which is from February 2, 2005 to March 4, 2005 (both days inclusive), during which time no H share transfer will be effected. In order to be entitled to attend and vote at the Special General Meeting of Independent Shareholders, share transfer documents should be lodged with the Company's H share registrar no later than 4:00 p.m. on February 1, 2005.

The address of the H share registrar of the Company is as follows:

Hong Kong Registrars Limited
Rooms 1712-16, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

3. Each shareholder who has the right to attend and vote at the Special General Meeting of Independent Shareholders is entitled to appoint one or more proxies, whether they are shareholders or not, to attend and vote on his behalf at the Special General Meeting of Independent Shareholders.

4. A proxy appointing a proxy must be in writing under the hand of the appointor or the attorney. If that instrument is signed by an attorney of the appointer, the power of attorney must be notarially certified. To be valid, the notarially certified power of attorney and the form of proxy must be delivered to the office of the H shares registrar of the Company, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for the holding of the Special General Meeting of Independent Shareholders.
 5. Shareholders intending to attend the Special General Meeting of Independent Shareholders should return the accompanying rely slip attached to this notice to the office of the H shares registrar of the Company, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong before February 12, 2005 personally or by mail, cable or facsimile. Returning the proxy form will not affect shareholders' right to attend and vote in person.
 6. Shareholders attending the Special General Meeting of Independent Shareholders are responsible for their own transportation and accommodation expenses.
- * As at the date of this notice, the Board comprises of Mr. Wang Yongjian (Chairman), Mr. Yang Qingyu (Vice-chairman) and Mr. Xu Hongxing (General Manager) as executive directors, Ms. Wang Yuying, Mr. Wang Ruihua, Mr. Cui Guoqi and Mr. Xiang Hanyin as non-executive directors, and Mr. Zhang Yanning, Mr. Liu Haiyan and Mr. Yang Xuefeng as independent non-executive directors.

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