



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)
(Stock Code: 0368)

**Announcement on Resolutions Passed at the
Extraordinary General Meeting**

The Company and all members of its board of directors hereby confirm the truthfulness, accuracy and completeness of the contents of this announcement and jointly and severally accept full responsibility for any false representation, misleading statement or material omission herein contained.

The Extraordinary General Meeting (the "EGM") of Jilin Chemical Industrial Company Limited (the "Company") was held at No. 9 Longtan Street, Longtan District, Jilin City, Jilin Province, the People's Republic of China ("PRC") on 20 January 2005. One shareholder (authorized proxy) holding an aggregate of 2,459,755,492 shares carrying voting rights of the Company, representing 69.07% of the total voting shares of the Company, were present at the EGM. Out of the shareholders present, one shareholder was holder of non-tradable shares holding an aggregate of 2,396,300,000 shares carrying voting rights. Holders of 63,455,492 H shares of the Company, through the Proxy Form, appointed the chairman of the meeting as their proxy to attend and vote on their behalf.

The EGM was chaired by Mr. Yu Li, chairman of the board of the Company. The meeting was convened in accordance with the relevant laws and regulations and the articles of association of the Company (the "Articles of Association"). After consideration by the shareholders (authorized proxies) and through voting by way of a poll (according to the Articles of Association, PetroChina Company Limited ("PetroChina") as a connected person did not participate in the voting of resolutions 1 to 3 and the 2,396,300,000 shares carrying voting rights held by it were not counted towards the relevant quorum), the following resolutions were passed at the EGM:

The Ordinary Resolutions:

1. the Master Products and Services Agreement entered into by the Company and PetroChina, the provision and taking of products and services according to the pricing principles and terms thereof in the ordinary and usual course of business of the Company for the period from 1 January 2005 to 31 December 2007 and the annual limits for such transactions with PetroChina (the "Continuing Connected Transactions with PetroChina") for the years 2005, 2006 and 2007 being Renminbi ("RMB") 52,215,000 thousands, RMB65,850,000 thousands and RMB71,386,000 thousands, respectively, be and are hereby generally and unconditionally approved.

Votes in favour of the resolution: 63,353,892 shares; and votes against the resolution: 101,600 shares, representing 99.840% and 0.160% respectively of the total number of effective voting shares held by shareholders (authorized proxy) present at the EGM. Out of the above, 63,353,892 shares of tradable shares voted in favour and 101,600 shares voted against the resolution.

2. the Composite Services Agreement entered into by the Company and Jilin Chemical Group Corporation (“JCGC”), the provision and taking of products and services according to the pricing principles and terms thereof in the ordinary and usual course of business of the Company for the period from 1 January 2005 to 31 December 2007 and the annual limits for such transactions with JCGC (the “Continuing Connected Transactions with JCGC”) for the years 2005, 2006 and 2007 being RMB1,658,500 thousands, RMB1,799,240 thousands and RMB1,960,070 thousands, respectively, be and are hereby generally and unconditionally approved.

Votes in favour of the resolution: 63,353,892 shares; and votes against the resolution: 101,600 shares, representing 99.840% and 0.160% respectively of the total number of effective voting shares held by shareholders (authorized proxy) present at the EGM. Out of the above, 63,353,892 shares of tradable shares voted in favour and 101,600 shares voted against the resolution.

3. the directors of the Company be and are hereby authorized to do such further acts and things and execute further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Continuing Connected Transactions with PetroChina and the Continuing Connected Transactions with JCGC mentioned above under resolution (1) and resolution (2).

Votes in favour of the resolution: 63,353,892 shares; and votes against the resolution: 101,600 shares, representing 99.840% and 0.160% respectively of the total number of effective voting shares held by shareholders (authorized proxy) present at the EGM. Out of the above, 63,353,892 shares of tradable shares voted in favour and 101,600 shares voted against the resolution.

4. the rules of procedure for shareholders’ general meetings of the Company, details of which were set out in the circular dated 24 December 2004 of the Company, be and are hereby approved.

Votes in favour of the resolution: 2,458,155,492 shares; and votes against the resolution: 1,600,000 shares, representing 99.935 % and 0.065% respectively of the total number of effective voting shares held by shareholders (authorized proxy) present at the EGM. Out of the above, 61,855,492 shares of tradable shares voted in favour and 1,600,000 shares voted against the resolution, and 2,396,300,000 shares of non-tradable shares voted in favour and 0 share voted against the resolution.

The Special Resolution:

5. the amendments to the Articles of Association, details of which were specifically set out in the circular dated 24 December 2004 of the Company be and are hereby approved; the board of directors be and is hereby authorized to submit the Articles of Association as amended and approved at the EGM to the relevant authorities of the PRC for approval and make any necessary amendments to the Articles of Association as requested by the relevant authorities of the PRC; and the amended Articles of Association as approved by the relevant authorities of the PRC be and are hereby adopted in substitution of the current Articles of Association.

Votes in favour of the resolution: 2,459,655,492 shares; and votes against the resolution: 100,000 shares, representing 99.996% and 0.004% respectively of the total number of effective voting shares held by shareholders (authorized proxy) present at the EGM. Out of the above, 63,355,492 shares of tradable shares voted in favour and 100,000 shares voted against the resolution, and 2,396,300,000 shares of non-tradable shares voted in favour and 0 share voted against the resolution.

According to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Hong Kong Registrars Limited jointly with King & Wood, the legal advisers to the Company on PRC laws, acted as the scrutineer in respect of votings at the EGM. Ms. Zhou Ning, PRC lawyer from King & Wood, attended the EGM and issued a legal opinion that the convening of the EGM, the procedures for the holding of the EGM, the eligibility of the persons who attended the EGM and the procedures for voting at the EGM are in compliance with the relevant laws and regulations and the Articles of Association, and the resolutions passed at the EGM are lawful and valid.

According to the requirements of the listing rules of Shenzhen Stock Exchange, trading of A shares of the Company on the Shenzhen Stock Exchange was suspended on 20 January 2005 and will resume on 21 January 2005.

By Order of the Board
Zhang Liyan
Secretary to the Board of Directors

Jilin, the PRC, 20 January 2005

As at the date of this announcement, the Board comprises of:

<i>Executive Directors:</i>	<i>Non-executive Directors:</i>	<i>Independent Non-executive Directors:</i>
Yu Li	Xu Fengli	Wang Peirong
Shi Jianxun	Ni Muhua	Lü Yanfeng
Zhang Xingfu	Jiang Jixiang	Zhou Henglong
	Lan Yunsheng	Fanny Li

"Please also refer to the published version of this announcement in The Standard"