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**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)

**ANNOUNCEMENT OF THE RESOLUTIONS PASSED  
AT THE EXTRAORDINARY GENERAL MEETING**

The Board of Directors of Sinopec Zhenhai Refining & Chemical Company Limited (the “Company”) announced that at the Company’s extraordinary general meeting (the “EGM”) 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 (“PRC”) on Friday, 18 February 2005, at 10:30 a.m. 6 shareholders and authorized proxies holding an aggregate of 2,515,567,770 shares with voting rights in the Company, representing 99.68% of the total number of shares with voting rights (2,523,754,468 shares) of the Company, were present at the EGM. This shareholding proportion was in compliance with the requirements of the provisions of the Articles of Association of the Company. The EGM was chaired by Mr Sun Weijun, the chairman of the Company. After consideration by the shareholders and authorized proxies and through voting by way of poll, the following ordinary resolutions were passed at the EGM and the details of voting are as follows:

Resolutions		No. of votes (Approximate %)	
		For	Against
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;	191,570,965 (100.0000%)	0 (0.0000%)
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.	191,570,965 (100.0000%)	0 (0.0000%)

China Petroleum & Chemical Corporation, BP p.l.c. and their respective associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) have abstained from voting at the EGM. As at the date of the EGM, the total number of shares entitling holders to attend and vote for or against all the resolutions proposed at the EGM was 486,154,468 shares.

According to the Listing Rules, KPMG was appointed as the scrutineer in respect of votings at the EGM. The taking of the poll results was scrutinized by KPMG Certified Public Accountants, whose work was limited to the conduct of certain procedures requested by the Company in accordance with the provisions of the Listing Rules to confirm that the poll results summary prepared by the Company were identical with the results shown in the poll forms collected and provided by the Company to KPMG. The work performed by KPMG in this respect did not constitute either an audit or a review made in accordance with Statement of Auditing Standards issued by the Hong Kong Society of Accountants nor did it include provision of any confirmation or advice on matters of legal interpretation or entitlement to vote.

As at the date of this announcement, the Board of Directors of the Company comprises Mr Sun Weijun, Mr Zhan Juping, Mr Xu Liqiao, Mr Sun Jianli, Mr Zhao Jinxuan and Mr Yu Renming as executive directors; Ms Wang Lisheng and Mr Hu Weiqing as non-executive directors; and Mr Sun Yongsen, Mr Cen Kefa, Mr Li Linghong and Ms Qiu Yun as independent non-executive directors.

By Order of the Board  
**Su Dewen**  
*Company Secretary*

18 February 2005, Ningbo, the PRC

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