



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 with limited liability)

(Stock Code: 0368)

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “Annual General Meeting”) of Jilin Chemical Industrial Company Limited (the “Company”) will be held at 9:00 a.m. on 20 May 2005, at No. 9 Longtan Street, Longtan District, Jilin City, Jilin Province, the People’s Republic of China, to consider and, if thought fit, approve the following resolutions:

As ordinary resolutions

1. To consider and approve the 2004 report of the board of directors of the Company;
2. To consider and approve the 2004 report of the board of supervisors of the Company;
3. To consider and approve the 2004 audited financial statements of the Company;
4. To consider and approve the proposed profit appropriation plan for 2004 of the Company;
5. To determine the remuneration of the directors and the supervisors for 2005; and
6. To consider and approve the re-appointment of PricewaterhouseCoopers (certified public accountants in Hong Kong) and PricewaterhouseCoopers Zhong Tian CPAs Company Limited (registered accountants in the PRC) as the Company’s international and domestic auditors, respectively, to hold offices until the conclusion of the 2005 Annual General Meeting, and to authorize the directors of the Company to determine their remuneration.

As special resolutions

7. To consider and approve the amendments to the articles of association of the Company (“Articles of Association”) as follows:

7A **THAT** the Articles of Association be and are hereby amended by re-numbering the existing Article 80 as Article 81 and inserting the following provisions as new Article 80:

“Article 80

Apart from the approval by the shareholders at the general meeting, any of the following issues or the relevant application in relation thereto shall only be carried out if approved by at least half of the shares carrying voting rights held by the public shareholders voting at the general meeting:

- (a) Any issue of new shares to the public (including issue of overseas listed foreign investment shares or other share titles), issue of convertible debentures, placing of shares to existing shareholders (except in such placings where the controlling shareholders have provided an undertaking to fully subscribe for the shares in cash before the general meeting is convened);
- (b) Major asset restructuring if the assets to be acquired are being proposed to be acquired at a total price which is 20% higher than the audited book net value of such assets;
- (c) Repayment of debts due to the Company by any shareholder using his shares of the Company;
- (d) Overseas listing of any significant subsidiary of the Company;
- (e) Other relevant issues which may have a substantial impact on the interests of the public shareholders in the development of the Company.

Any notice of the general meeting at which any issue mentioned above will be considered shall be re-announced within three days after the record date.

The announcement of the resolutions of the general meeting shall set out the number of the public shareholders voting at the general meeting, the shares held by them and the percentage of such shares in the total number of the shares held by the public shareholders and the results of their votes as well as the shareholdings of the 10 largest public shareholders and the results of their votes.

If the Company convenes a general meeting to consider and approve any issues mentioned above, it shall provide the shareholders with an on-line voting system and such on-line voting shall be carried out in accordance with the relevant implementation rules.

The board of directors, the independent directors and the eligible shareholders may solicit votes of the shareholders of the Company to be cast at the general meeting. The person soliciting votes from the public shall carry out such activities in accordance with the relevant implementation rules.”

7B **THAT** the articles following the existing Article 80 be and are hereby re-numbered accordingly.

7C **THAT** with reference to the amendments above, the board of directors be and is hereby authorized:

- (a) to approve, execute and do or procure to execute and do, all such documents, deeds and things as it may consider necessary in connection therewith; and
- (b) to make such amendments to the Articles of Association as it thinks fit, including but not limited to such minor amendments as requested by the relevant PRC authorities and to replace the existing Articles of Association with the amended Articles of Association as approved by the relevant PRC authorities.

By Order of the Board
Zhang Liyan
Company Secretary

Jilin, PRC
31 March 2005

Notes:

- (A) Holders of the Company's share whose names appear on the register of members of the Company at 4:00 p.m. on 20 April 2005 are entitled to attend the Annual General Meeting with their passports or other identity papers.
- (B) The register of members of the Company will close from 21 April 2005 to 20 May 2005 (both days inclusive), during which time no share transfer will be effected.
- (C) Each shareholder who has the right to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies, whether they are members or not, to attend and vote on his behalf at the Annual General Meeting.
- (D) A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (E) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney must be certified by a notary. The notarially certified power of attorney, or other documents of authorization, and the form of proxy must be delivered to the Company's registrar, Hong Kong Registrars Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 9:00 a.m. on 19 May 2005 or not less than 24 hours before the time appointed for the holding of any adjournment of the Annual General Meeting.
- (F) Shareholders intending to attend the Annual General Meeting should return the accompanying reply slip to the Secretary's Office to the Company no later than 5:00 p.m. on 30 April 2005 by hand, mail, cable or facsimile. Failure to return the reply slip will not affect the shareholder's right to attend the Annual General Meeting in person.
- (G) The Annual General Meeting is expected to last half a day. Shareholders attending the Annual General Meeting will be responsible for their own transportation and accommodation expenses.
- (H) The details of the Secretary's Office of the Company are as follows:

No. 9 Longtan street
Longtan District
Jilin City
Jilin Province
PRC
Postal code: 132021
Tel: (86 432) 3903651
Fax: (86 432) 3028126