



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Sinopec Zhenhai Refining & Chemical Company Limited (the “Company”) for 2004 will 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 on Friday, 17 June 2005, at 10:30 a.m. to review and, if appropriate, pass the following resolutions as ordinary resolutions:

1. To consider and approve the audited financial report of the Company and the reports of the Board of Directors and auditors for the year ended 31 December 2004;
2. To consider and approve the report of the Supervisory Committee of the Company for 2004;
3. To consider and approve the Company’s profit appropriation proposal for the year ended 31 December 2004;
4. To consider and approve the resignation of Mr Zhao Jinxuan as the Executive Director of the Fourth Board of Directors of the Company;
5. To determine the remuneration of the members of the Board of Directors and the Supervisors representing shareholders for the year of 2005;
6. To appoint KPMG as the auditors of the Company for the year of 2005 and to authorise the Board of Directors to determine their remuneration.

By Order of the Board
Su Dewen
Company Secretary

19 April 2005, Ningbo, the PRC

Notes:

1. ELIGIBILITY FOR ATTENDING THE AGM

Shareholders of the Company whose names appear on the register of members kept at Hong Kong Registrars Limited at the close of business on Tuesday, 24 May 2005 are eligible to attend and vote at the AGM. Shareholder or his proxy is entitled to cast one vote for each share held.

In order to be eligible to attend and vote at the AGM of the Company to be held on Friday, 17 June 2005, all transfers together with the relevant share certificates must be delivered to the Company’s H share registrar in Hong Kong — Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on Wednesday, 18 May 2005.

2. PROXY

- (1) A shareholder eligible to attend and vote at the AGM is entitled to appoint one or more proxies in writing to attend and vote at the AGM on his behalf. A proxy need not be a shareholder of the Company.
- (2) A shareholder should appoint his proxy in writing. The proxy form must be signed by the shareholder or the proxy authorised in writing, or if the proxy form is signed by another person authorised by the shareholder, any authorisation documents of such an appointment must be notarised.
- (3) The proxy form of H share's shareholder 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 in Hong Kong not less than 24 hours before the time for holding the meeting to be valid.
- (4) A proxy may exercise the right to vote by raising his hand or by poll. However, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote by poll.

3. REGISTRATION PROCEDURES FOR ATTENDING THE AGM

- (1) A shareholder or his proxy shall produce proof of identity when attending the meeting.
- (2) Holders of H shares who intend to attend the meeting shall complete and lodge the reply slip and return the same to the Company or its Hong Kong share registrar on or before Friday, 27 May 2005.
- (3) The reply slip may be delivered by hand, by post, or by fax.

4. REGISTRATION OF SHARE TRANSFERS

The register of members of the Company will be closed from Thursday, 19 May 2005 to Friday, 17 June 2005 (both days inclusive).

5. PROCEDURES FOR REQUESTING TO VOTE ON RESOLUTIONS BY WAY OF POLLING

Subject to the rules of the stock exchange on which the shares of the Company are listed, the following persons may, before or after a vote is carried out by a show of hands, demand the vote to be carried out by way of polling:

- (1) the chairman of the meeting;
- (2) at least two qualified shareholders or two proxies of qualified shareholders;
- (3) one or more qualified shareholders (including proxies), individually or in aggregate, representing 10% or more of all the voting shares at the meeting.

Unless a poll is requested, a declaration shall be made by the chairman of the meeting that a resolution has been passed by a show of hands. The request for a poll may be withdrawn by the person who requests the same.

6. OTHER BUSINESSES

- (1) It is expected that the AGM will not last for more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (2) The record day for the final dividend of the Company for 2004 is Tuesday, 24 May 2005, and shareholders whose names appeared on the register of members on that date will be entitled to the final dividend. In order to qualify for the final dividend of the year 2004, holders of H shares shall lodge all the transfers together with the relevant share certificates with the Company's share registrar in Hong Kong not later than 4:00 p.m. on Wednesday, 18 May 2005.
- (3) The fax number of the Company is (86-574) 86456155/86446211.

As at the date of this notice, 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 Yongsan, Mr Cen Kefa, Mr Li Linghong and Ms Qiu Yun as independent non-executive directors.

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