



**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)

**ANNOUNCEMENT OF THE RESOLUTIONS PASSED  
 AT THE ANNUAL GENERAL MEETING FOR THE YEAR OF 2004 AND  
 ANNOUNCEMENT OF RESIGNATION OF DIRECTOR**

**RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING**

The Board of Directors of Sinopec Zhenhai Refining & Chemical Company Limited (the “Company”) announced that the following resolutions were passed at the Company’s annual general meeting (the “AGM”) for the year of 2004 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 (the “PRC”) on Friday, 17 June 2005, at 10:30 a.m. 3 shareholders and authorized proxies holding an aggregate of 2,516,565,770 shares with voting rights in the Company, representing 99.72% of the total number of shares with voting rights (2,523,754,468 shares) of the Company, were present at the AGM. This shareholding proportion was in compliance with the requirements of the provisions of the Articles of Association of the Company. The AGM 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 on an anonymous basis, the following resolutions were passed at the AGM and the details of voting are as follows:

Resolutions		No. of votes (Approximate %)	
		For	Against
<b>Ordinary Resolutions</b>			
1	To 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.	2,207,845,931 (100.0000%)	0 (0.0000%)
2	To approve the report of the Supervisory Committee of the Company for 2004.	2,207,845,931 (100.0000%)	0 (0.0000%)
3	To approve the Company’s profit appropriation proposal for the year ended 31 December 2004.	2,207,845,931 (100.0000%)	0 (0.0000%)
4	To approve the resignation of Mr Zhao Jinxuan as the Executive Director of the Fourth Board of Directors of the Company.	2,207,845,931 (100.0000%)	0 (0.0000%)
5	To determine the remuneration of the members of the Board of Directors and the Supervisors representing shareholders for the year of 2005.	2,184,407,931 (99.2824%)	15,788,000 (0.7176%)
6	To appoint KPMG as the auditors of the Company for the year of 2005 and to authorize the Board of Directors to determine their remuneration.	2,207,845,931 (100.0000%)	0 (0.0000%)

As at the date of the AGM, the number of issued shares of the Company was 2,523,754,468 shares, which was the total number of shares entitling holders to attend and vote for or against all the resolutions proposed at the AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. There was no share entitling the holder to attend and vote only against the proposed resolution at the AGM.

According to the requirements of the Listing Rules, KPMG was appointed as the scrutineer in respect of votings at the AGM. 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.

## **FINAL DIVIDEND**

At the AGM the payment of final dividend for the year ended 31 December 2004 was approved as follows:

- (i) As stated in Article 163 of the Company's Articles of Association, dividends payable by the Company to any shareholder shall be calculated and declared in Renminbi ("RMB"). Dividends payable to holders of domestically-invested shares shall be paid in RMB and dividends payable to holders of H shares shall be paid in Hong Kong dollars ("HK\$"). According to the stipulations of the relevant State authorities, the conversion formula for dividends paid in HK\$ is as follows: Amount of dividend paid in HK\$ = (dividend in RMB) / (the average of the basic exchange rates of RMB for HK\$ as published by the People's Bank of China ("PBOC") in the week immediately before the declaration date of dividends). The average of the basic exchange rates of RMB for HK\$ published by the PBOC in the week immediately before the declaration date of dividends (17 June 2005) was HK\$1.00 for RMB1.0632. The final dividend approved at the AGM was RMB0.21 per share. Accordingly, each H share of the Company is entitled to a final dividend of HK\$0.197 for the year of 2004.
- (ii) The Company has appointed Bank of China (Hong Kong) Trustees Limited as paying agent in Hong Kong (the "Paying Agent"). Dividends payable to holders of H shares whose names appeared on the register of members on 24 May 2005 will be paid by the Paying Agent on Friday, 24 June 2005 and the relevant dividend warrants will be dispatched by Hong Kong Registrars Limited on the same date.

## **RESIGNATION OF DIRECTOR**

The Board of Directors of the Company announces that Mr Zhao Jinxuan resigned as Director of the Company for personal reasons with effect from 17 June 2005. The Board of Directors of the Company expresses gratitude for his contributions made to the Company.

Mr Zhao confirms that he has no disagreement with the Board of Directors and there is no matter relating to his resignation that will need to be brought to the attention of the shareholders of the Company.

As at the date of this announcement, the Board of Directors of the Company comprises Mr Sun Weijun (Chairman), Mr Zhan Juping, Mr Xu Liqiao, Mr Sun Jianli 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*

17 June 2005, Ningbo, the PRC

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