



# SINOPEC ZHENHAI REFINING & CHEMICAL COMPANY LIMITED

*(a joint stock limited company incorporated in the People's Republic of China)*

(Stock Code: 1128)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Sinopec Zhenhai Refining & Chemical Company Limited (the “Company”) 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 (the “PRC”) on Friday, 11 November 2005, at 10:30 a.m. to review and, if appropriate, pass the following resolution as ordinary resolution:

- 1 (a) To approve and pass, in general and unconditionally, the Mutual Supply Framework Agreement (please refer to the definition contained in the circular regarding the continuing connected transactions dated 16 September 2005 (the “Circular”)) and the non-exempt continuing connected transactions (please refer to the definition contained in the Circular) contemplated under the Mutual Supply Framework Agreement and to authorize, confirm and approve that any Executive Directors of the Company are authorised to take all actions and carry out execution of all documents in accordance with their personal opinions under necessary, required and appropriate conditions, in order to implement and validate anything related to and conditional on the Mutual Supply Framework Agreement;
- (b) To approve and pass, in general and unconditionally, the Comprehensive Service Framework Agreement (please refer to the definition contained in the Circular) and the non-exempt continuing connected transactions (please refer to the definition contained in the Circular) contemplated under the Comprehensive Service Framework Agreement and authorize, confirm and approve that any Executive Directors of the Company are authorised to take all actions and carry out execution of all documents in accordance with their personal opinions under necessary, required and appropriate conditions, in order to implement and validate anything related to and conditional on the Comprehensive Service Framework Agreement; and
- (c) To approve and pass the caps (please refer to the definition contained in the Circular) related to the non-exempt continuing connected transactions for the years ending 31 December 2005, 31 December 2006 and 31 December 2007 respectively.

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

16 September 2005, Ningbo, the PRC

*Notes:*

### 1. ELIGIBILITY FOR ATTENDING THE EGM

Shareholders of the Company whose names appear on the register of members kept at Hong Kong Registrars Limited at the close of business on Wednesday, 12 October 2005 are eligible to attend and vote at the EGM. 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 EGM of the Company to be held on Friday, 11 November 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 Monday, 10 October 2005.

## **2. PROXY**

- (1) A shareholder eligible to attend and vote at the EGM is entitled to appoint one or more proxies in writing to attend and vote at the EGM 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 EGM**

- (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, 21 October 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 Wednesday, 12 October 2005 to Friday, 11 November 2005 (both days inclusive).

## **5. VOTE ON RESOLUTION BY WAY OF POLLING**

The resolution of the EGM held on Friday, 11 November 2005 will demand the vote to be carried out by way of polling. Details of the polling are contained in Appendix II of the Company's Circular dispatched on Friday, 16 September 2005.

## **6. OTHER BUSINESSES**

- (1) It is expected that the EGM will not last for more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (2) The fax number of the Company is (86-574) 86456155.

*As at the date of this notice, the Executive Directors of the Company are Mr. Sun Weijun (Chairman), Mr. Zhan Juping, Mr. Xu Liqiao, Mr. Sun Jianli and Mr. Yu Renming; the Non-executive Directors of the Company are Ms. Wang Lisheng and Mr. Hu Weiqing; and the Independent Non-executive Directors of the Company are Mr. Sun Yongsan, Mr. Cen Kefa, Mr. Li Linghong and Ms. Qiu Yun.*

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