



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)

Proxy form for the Extraordinary General Meeting to be held on 11 November 2005

I/We¹ _____ (of _____) being the registered holder(s) of² _____ shares of RMB1.00 each in the capital of Sinopec Zhenhai Refining & Chemical Company Limited (the "Company") hereby appoint the Chairman of the Meeting or³ _____ (of _____) as my/our proxy to attend on my/our behalf at the Extraordinary General Meeting or any adjournment thereof of the Company to 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 at 10:30 a.m. on Friday, 11 November 2005, and to vote for me/us and in my/our name(s) as indicated below in respect of the following resolution, **in order to review and, if appropriate, pass on my/our behalf the resolution listed on the Notice of Extraordinary General Meeting and to vote for me/us as indicated below in respect of the following resolution. Should instructions have not been given, proxy may vote at his discretion.**

	For	Against
1. (a) To approve and pass, in general and unconditionally, the Mutual Supply Framework Agreement and the non-exempt continuing connected transactions contemplated under the Mutual Supply Framework Agreement and to authorise, 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 and the non-exempt continuing connected transactions contemplated under the Comprehensive Service Framework Agreement and authorise, 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 related to the non-exempt continuing connected transactions for the years ending 31 December 2005, 31 December 2006 and 31 December 2007 respectively.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day _____ of 2005 Signature(s): _____

Notes:

1. Please insert full name(s) (in Chinese and English) and address(es) (as shown in the registers of members) in **BLOCK CAPITALS**.
2. Please insert the number and class of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is appointed, strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. Each alteration made to this form of proxy must be initialled by the person who signs it.
4. **IMPORTANT: If you wish to vote for a resolution, place a "√" in the box marked "FOR". If you wish to vote against a resolution, place a "√" in the box marked "AGAINST".** Failure to complete a box will entitle your proxy to cast your vote(s) at his discretion.
5. This form of proxy must be signed by you or your attorney authorized in writing, or in the case of a company with limited liability, must be executed either under the company's seal or signed by a director or attorney authorised on the company's behalf.
6. This form of proxy, 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, Hong Kong Registrars Limited at 46/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the meeting.
7. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
8. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.