



## **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)**

### **ANNOUNCEMENT OF THE RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING**

The Company and its directors warrant the truthfulness, accuracy and completeness of the contents of this announcement and that there are no misrepresentations or misleading statements in or material omissions from this announcement.

#### **I. Important Matters**

No new resolutions were proposed to be considered and no proposals were put forward to veto or amend any resolutions at the meeting.

#### **II. Convening of the EGM**

The extraordinary general meeting (the "EGM") for the shareholders ("Shareholder(s)") of Jilin Chemical Industrial Company Limited (the "Company") was held at No. 9 Longtan Street, Longtan District, Jilin City, Jilin Province, the People's Republic of China (the "PRC") on 29 September 2005. The EGM was convened by the board of directors ("Board") of the Company and chaired by Mr. Yu Li, the chairman of the Board. Voting by poll was taken at the EGM. The meeting was convened in accordance with the relevant laws and regulations and the articles of association of the Company (the "Articles of Association").

#### **III. Attendance at the EGM**

The EGM was attended by 1 shareholder (or proxy) of the Company holding 2,555,363,492 shares, representing 71.758% of the Company's total share capital, among which nil Share was PRC-listed shares ("A Share(s)") and 159,063,492 Shares were overseas-listed foreign investment shares ("H Share(s)"), representing 16.487% of the total number of the H Shares with voting rights held by the holders of the H Shares ("H Shareholder(s)") of the Company.

#### **IV. Consideration of and Voting on the Resolutions**

The following ordinary resolutions were considered and passed at the EGM:

1. "The Supplemental Composite Services Agreement be and is hereby approved, and any director of the Company be and is hereby authorized to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement."

96,381,292 Shares voted in favour, representing 99.873% of the total number of the Shares with voting rights held by the Shareholders (or proxy) who attended the EGM. 123,000 Shares voted against, representing 0.127% of the total number of the Shares with voting rights held by the Shareholders (or proxy) who attended the EGM.

Among the H Shares, 96,381,292 Shares voted in favour, representing 99.873% of the total number of the H Shares with voting rights held by the H Shareholders (or proxy) who attended the EGM. 123,000 Shares voted against, representing 0.127% of the total number of the H Shares with voting rights held by the H Shareholders (or proxy) who attended the EGM.

2. “The Supplemental Master Products and Services Agreement be and is hereby approved, and any director of the Company is authorized to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement.”

96,411,292 Shares voted in favour, representing 99.904% of the total number of the Shares with voting rights held by the Shareholders (or proxy) who attended the EGM. 93,000 Shares voted against, representing 0.096% of the total number of the Shares with voting rights held by the Shareholders (or proxy) who attended the EGM.

Among the H Shares, 96,411,292 Shares voted in favour, representing 99.904% of the total number of the H Shares with voting rights held by the H Shareholders (or proxy) who attended the EGM. 93,000 Shares voted against, representing 0.096% of the total number of the H Shares with voting rights held by the H Shareholders (or proxy) who attended the EGM.

3. “The Assets Management Agreement is and hereby approved, and any director of the Company is authorized to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement.”

96,391,292 Shares voted in favour, representing 99.842% of the total number of the Shares with voting rights held by the Shareholders (or proxy) who attended the EGM. 153,000 Shares voted against, representing 0.158% of the total number of the Shares with voting rights held by the Shareholders (or proxy) who attended the EGM.

Among the H Shares, 96,391,292 Shares voted in favour, representing 99.842% of the total number of the H Shares with voting rights held by the H Shareholders (or proxy) who attended the EGM. 153,000 Shares voted against, representing 0.158% of the total number of the H Shares with voting rights held by the H Shareholders (or proxy) who attended the EGM.

According to the Articles of Association, PetroChina Company Limited, as a connected person of the Company, abstained from voting on the above mentioned resolutions and 2,396,300,000 Shares carrying voting rights held by it were not counted towards the relevant quorum.

## **V. Scrutiny of Vote-taking and Legal Opinions**

The Company had appointed Hong Kong Registrars Limited jointly with King & Wood, the legal advisers to the Company on PRC laws, as the scrutineers to monitor the vote-taking procedures at the EGM.

As witnessed by and stated in the legal opinions issued by Zhou Ning of King & Wood, the convening and holding of the EGM, the qualifications of people who attended the EGM and the voting procedures adopted at the EGM are in compliance with the provisions of the Securities Law of the PRC, the Company Law of the PRC, Opinions on the General Meeting for Shareholders issued by the China Securities Regulatory Commission and other relevant laws, regulations and the Articles of Association.

By Order of the Board  
**Zhang Liyan**  
*Company Secretary*

Jilin, PRC  
September 29, 2005

As at the date of this announcement, the Board consists of the following directors:

**Executive directors:** Yu Li, Zhang Xingfu, Li Chongjie

**Non-executive directors:** Yang Dongyan, Ni Muhua, Jiang Jixiang, Xiang Ze

**Independent non-executive directors:** Lü Yanfeng, Zhou Henglong, Wang Peirong, Fanny Li.

“Please also refer to the published version of this announcement in The Standard”