

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**ANNOUNCEMENT OF THE RESOLUTION PASSED
AT THE EXTRAORDINARY GENERAL MEETING**

The Board of Directors of Sinopec Zhenhai Refining & Chemical Company Limited (the “Company”) announced that at the Company’s extraordinary general meeting (the “EGM”) 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 (“PRC”) on Friday, 11 November 2005, at 10:30 a.m. four shareholders and authorized proxies holding an aggregate of 2,516,549,770 shares with voting rights in the Company, representing 99.71% of the total number of shares with voting rights (2,523,754,468 shares) of the Company, were present at the EGM. This shareholding proportion was in compliance with the requirements of the provisions of the Articles of Association of the Company. The EGM 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, the following ordinary resolution was passed at the EGM and the details of voting are as follows:

		No. of votes (Approximate %)	
		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 authorize, confirm and approve that any Executive Directors of the Company are authorized 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;		

Resolution		No. of votes (Approximate %)	
		For	Against
(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 authorize, confirm and approve that any Executive Directors of the Company are authorized 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	376,420,977 (93.73%)	25,186,100 (6.27%)
(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.		

China Petroleum & Chemical Corporation and its associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) have abstained from voting at the EGM. As at the date of the EGM, the total number of shares entitling holders to attend and vote for or against the resolution proposed at the EGM was 723,754,468 shares, and the total number of shares entitling holders to attend and vote only against the resolution proposed at the EGM was nil.

According to the Listing Rules, KPMG Certified Public Accountants (“KPMG”) was appointed as the scrutineer in respect of votings at the EGM. The taking of the poll results was scrutinized by KPMG, 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 Institute of Certified Public Accountants nor did it include provision of any confirmation or advice on matters of legal interpretation or entitlement to vote.

As at the date of this announcement, the Executive Directors of the Company are Mr. Sun Weijun (Chairman), Mr. Zhan Juping (Deputy Chairman), 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 Yongsen, Mr. Cen Kefa, Mr. Li Linghong and Ms. Qiu Yun.

By Order of the Board
Su Dewen
Company Secretary

11 November 2005, Ningbo, the PRC

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