



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)

NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that a special class meeting of the Jilin H Shareholders (the "H Share Class Meeting") of Jilin Chemical Industrial Company Limited (the "Company") will be held at 10:00 a.m. (Beijing/Hong Kong time) on 31 December 2005 at the Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolution which shall be approved by at least 75% of the votes attaching to the Jilin H Shares held by the Jilin H Shareholders (including Jilin H Shares underlying the Jilin ADSs) that are cast either in person or by proxy at the H Share Class Meeting; and with the number of votes cast against the same resolution at the H Share Class Meeting amounting to not more than 10% of all Jilin H Shares held by the Jilin H Shareholders (including Jilin H Shares underlying the Jilin ADSs). The Jilin H Shareholders for the present purpose do not include PetroChina Company Limited and parties acting in concert with it, Platinum Securities Company Limited and parties acting in concert with it and Cazenove Asia Limited and parties acting in concert with it.

SPECIAL RESOLUTION:

"THAT:

- (a) the voluntary withdrawal of the listings of the Jilin H Shares and the Jilin ADSs from the Hong Kong Stock Exchange and the NYSE, respectively, be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal."

By order of the Board of Directors
Zhang Li Yan
Company Secretary

16 November 2005

Notes:

- (A) The Jilin H Shareholders whose names appear on the register of the Company at 4:00 p.m. on Friday, 30 December 2005 are entitled to attend the H Share Class Meeting with their passport or other identity papers. Please note that pursuant to Article 44 of Chapter VII – Rights and Obligations of A Shareholder of the "Essential Clauses in Articles of Association of Companies Listed Overseas", the shareholders of a company shall be the parties who legally hold the company's shares and whose names (or titles) have been registered on the share ledger.
- (B) The register of members of the Company will close from Friday, 2 December 2005 to Saturday, 31 December 2005 (both days inclusive), during which time no share transfer will be effected.
- (C) Each Jilin H Shareholder who has right to attend and vote at the H Share Class Meeting is entitled to appoint one or more proxies, whether they are members or not, to attend to and vote, on his behalf, at the H Share Class Meeting.
- (D) A proxy of a Jilin H Shareholder may only vote on a poll.
- (E) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney must be certified by a notary. The notarially certified power of attorney, or other documents of authorization, and the form of proxy must be delivered to the Registrar, Hong Kong Registrars Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 10:00 a.m. on Friday, 30 December 2005 or not less than 24 hours before the time appointed for the holding of any adjournment of the H Share Class Meeting.
- (F) The Jilin H Shareholders intending to attend the H Share Class Meeting should return the accompanying reply slip to the Secretary's Office of the Company no later than Monday, 12 December 2005 by hand, post or fax.

- (G) The H Share Class Meeting is expected to last half a day. The Jilin H Shareholders attending the H Share Class Meeting will be responsible for their own transportation and accommodation expenses.
- (H) The Bank of New York, the depository for Jilin's ADSs, will mail to all holders of record of Jilin ADSs as of the close of business on 23 November 2005 voting instruction cards and other information regarding the giving of voting instructions by Jilin ADS Holders for the H Share Class Meeting. The latest time for the return of the voting instruction card by Jilin ADS Holders to the U.S. depository for the ADSs will be 5:00 p.m. (New York City time) on Monday, 19 December 2005.
- (I) The details of the Secretary's Office of the Company are as follows:
No. 9 Longtan Street
Longtan District
Jilin City
Jilin Province
PRC
Postal code: 132021
Tel: (86 432) 3903 651
Fax: (86 432) 3028 126

As of the date hereof, the Board comprises of:

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 South China Morning Post.”