



中國石化鎮海煉油化工股份有限公司
SINOPEC ZHENHAI REFINING & CHEMICAL COMPANY LIMITED
(a joint stock limited company incorporated in the People's Republic of China)
(Stock code: 1128)

NOTICE OF SPECIAL GENERAL MEETING OF THE COMPANY

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Sinopec Zhenhai Refining & Chemical Company Limited (the “Company”) will be held at the conference room on the 1st Floor, Donghai Hotel at Zhenhai District, Ningbo Municipality, Zhejiang Province, the People’s Republic of China (the “PRC”) on Thursday, 12 January, 2006, at 9:30 a.m. to consider and, if appropriate, pass the following resolutions as special resolutions (resolutions approved by at least two-thirds of the votes attaching to the shares of the Company that are cast either in person or by proxy in the meeting):

SPECIAL RESOLUTIONS

1. **THAT** Section 2 of Article 179 of the Company’s articles of association be deleted and replaced by the following with immediate effect:

“In relation to merger, parties to the merger shall sign a merger agreement, and prepare balance sheet and list of assets. The Company shall, after passing the resolution of the merger, notify its creditors within 10 days, and publish it on the newspaper at least three times within 30 days. Within 30 days after receiving the notification, or 45 days after it is first published on the newspaper if notification has not received, the creditors may require the Company to make repayment or provide guarantee in relation to the debts.”
2. **THAT** subject to the passing of this same resolution by the independent shareholders of the Company in a separate special general meeting of the independent shareholders of the Company, as approved by at least 75% of the votes attaching to the H shares of the Company held by the independent shareholders of the Company that are cast either in person or by proxy at the meeting and with the number of votes cast against the resolution by the independent shareholders of the Company being not more than 10% of all the H shares held by the independent shareholders of the Company:
 - (a) the merger agreement entered into between the Company and Ningbo Yonglian dated 12 November, 2005 (“Merger Agreement”), the execution of the Merger Agreement by or for and on behalf of the Company, and the merger and the other transactions conducted or to be conducted as contemplated thereunder be and are hereby approved, ratified and confirmed; and

- (b) the Chairman of the Board of Directors 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 Merger and all other transactions contemplated by the Merger Agreement.

On behalf of the board of
Sinopec Zhenhai Refining & Chemical Company Limited
Su Dewen
Secretary to the Board of Directors

Ningbo, the PRC, 28 November, 2005

Notes:

1. Eligibility for attending the SGM

Shareholders of the Company whose names appear on the register of members kept at Hong Kong Registrars Limited at 4:00 p.m. on Friday, 9 December, 2005 are eligible to attend and vote at the SGM. 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 SGM to be held on Thursday, 12 January, 2006, 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 Friday, 9 December, 2005.

2. Proxy

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

- (1) A shareholder or his proxy shall produce proof of identity when attending the SGM.
- (2) Holders of H shares who intend to attend the SGM shall complete and lodge the reply slip and return the same to the Company or its Hong Kong share registrar on or before Thursday, 22 December, 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 Monday, 12 December, 2005 to Thursday, 12 January, 2006 (both days inclusive).

5. **Vote on resolutions by way of poll**

The resolutions of the SGM held on Thursday, 12 January, 2006 will demand the vote to be carried out by way of poll. Please refer to the section headed “Appendix II — Procedures for Demanding a Poll by Shareholders” of the composite document despatched by the Company on Monday, 28 November, 2005.

6. **Other businesses**

(1) It is expected that the SGM 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 hereof, the Board of Directors of the Company comprises: Sun Weijun, Zhan Juping, Xu Liqiao, Sun Jianli and Yu Renming as executive directors, Wang Lisheng and Hu Weiqing as non-executive directors, and Sun Yongsen, Cen Kefa, Li Linghong and Qiu Yun as independent non-executive directors.

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