



**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)**

**Proxy form for the Special General Meeting of the Company to be held on 12 January, 2006**

I/We<sup>1</sup> \_\_\_\_\_  
 (of \_\_\_\_\_)  
 being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of RMB1.00 each in the capital of Sinopec Zhenhai Refining & Chemical Company Limited (the "Company") hereby appoint the Chairman of the meeting or<sup>3</sup> \_\_\_\_\_ (of \_\_\_\_\_)

\_\_\_\_\_ as my/our proxy to attend on my/our behalf at the special general meeting of the Company or any adjournment thereof of the Company to be held at the conference room on the 1st Floor of Donghai Hotel at Zhenhai District, Ningbo Municipality, Zhejiang Province, the People's Republic of China at 9:30 a.m. on Thursday, 12 January, 2006, and to vote for me/us and in my/our name(s) as indicated below in respect of the following resolutions, **in order to review and, if appropriate, pass on my/our behalf the resolutions listed on the Notice of Special General Meeting of the Company and to vote for me/us as indicated below in respect of the following resolutions. Should instructions have not been given, proxy may vote at his discretion.**

SPECIAL RESOLUTIONS		For	Against
1.	<p><b>THAT</b> Section 2 of Article 179 of the Company's articles of association be deleted and replaced by the following with immediate effect:</p> <p>"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."</p>		
2.	<p><b>THAT</b> 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 all the independent shareholders of the Company:</p> <p>(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</p> <p>(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.</p>		

Signed this \_\_\_\_\_ day \_\_\_\_\_ of \_\_\_\_\_ Signature(s): \_\_\_\_\_

**Notes:**

- Please insert full name(s) (in Chinese and English) and address(es) (as shown in the registers of members) in **BLOCK CAPITALS**.
- 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).
- 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.
- 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.
- 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.
- 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.
- A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.



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**Proxy Form for the Special General Meeting of the Independent Shareholders of the Company to be held on 12 January, 2006**

I/We<sup>1</sup> \_\_\_\_\_

(of \_\_\_\_\_ )

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of RMB1.00 each in the capital of Sinopec Zhenhai Refining & Chemical Company Limited (the "Company") hereby appoint the Chairman of the meeting or<sup>3</sup> \_\_\_\_\_ (of \_\_\_\_\_

\_\_\_\_\_ ) as my/our proxy to attend on my/our behalf at the special general meeting of the independent shareholders of the Company or any adjournment thereof of the Company to be held at the conference room on the 1st Floor of Donghai Hotel at Zhenhai District, Ningbo Municipality, Zhejiang Province, the People's Republic of China at 10:30 a.m. on Thursday, 12 January, 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 consider and, if appropriate, pass on my/our behalf the resolution listed on the Notice of Special General Meeting of the Independent Shareholders of the Company 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.**

Resolution	For	Against
<p>1. <b>THAT</b></p> <p>(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 others transactions conducted or to be conducted as contemplated thereunder be and are hereby approved, ratified and confirmed; and</p> <p>(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.</p>		

Signed this \_\_\_\_\_ day \_\_\_\_\_ of \_\_\_\_\_ Signature(s): \_\_\_\_\_

**Notes:**

- Please insert full name(s) (in Chinese and English) and address(es) (as shown in the registers of members) in BLOCK CAPITALS.
- 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).
- 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.
- 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.
- 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.
- 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.
- A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.