

## NOTICE OF ANNUAL GENERAL MEETING

Notice Is Hereby Given that an Annual General Meeting (the "AGM") of 中國石化儀征化纖股份有限公司 Sinopec Yizheng Chemical Fibre Company Limited (the "Company") will be held at the Conference Centre in Yihua Hotel of the Company, Yizheng City, Jiangsu Province, the People's Republic of China ("PRC") on Tuesday, the 5th day of June, 2001 at 9:00 a. m. for the following purposes:

1. To receive, consider and approve the Report of the Directors of the Company for the year 2000.
2. To receive, consider and approve the Report of the Supervisory Committee of the Company for the year 2000.
3. To receive, consider and approve the Report of the Independent Supervisors of the Company.
4. To receive, consider and approve the audited Financial Statements and the Report of the Auditors of the Company for the year 2000.
5. To receive, consider and approve the scheme of profit distribution of the Company for the year 2000.
6. To re-appoint KPMG Peat Marwick Huazhen and KPMG as the domestic and international auditors of the Company for the year 2001, and authorize the Directors to fix their remuneration.
7. To receive, consider and approve such resolution as Special Resolution that the Company be and is hereby authorized to place or issue shares, during the relevant period, either separately or concurrently, representing not more than twenty percent of each of the existing issued domestic capital shares and overseas listed foreign capital shares, and that the Board of Directors of the Company be and is hereby authorized to deal with relevant affairs. The aforementioned "relevant period" is from the date of passing this resolution until whichever is the earlier of (i) the expiration of the 12-month period following the date of passing of this resolution; (ii) the date on which this resolution is revoked or varied by a special resolution in general meeting of the Company.

By Order of the Board

**Tom C.Y. Wu**

*Company Secretary*

13 April, 2001

*Legal Address of the Company:*

Yizheng City, Jiangsu Province, the PRC

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### Notes:

1. According to the Articles of Association of the Company, a person whose name registered in the register of members of the Company as at the close of business on 4 May 2001 shall be entitled to attend and vote at the AGM. The register of holders of H shares of the Company will be closed from 6 May to 5 June 2001, both days inclusive, for the purpose of determining a shareholders' list for the AGM.
2. Those shareholders entitled to attend the AGM shall return the Reply Slip to the Company on or before 16 May 2001, provided that the Reply Slip will not affect the shareholders' entitlement to attend and vote at the AGM as shown in Note 1.
3. The holders of H shares whose names are registered in the register of members of the Company as at the close of business on 4 May 2001 shall be entitled to acquire the proposed final cash dividend. In order to qualify for acquiring the proposed final cash dividend, holders of H shares whose transfers have not been registered must deliver their transfer documents together with the relevant share certificates to the Company's registrars, HKSCC Registrars Limited at 2/F Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not later than 4:00 p.m. on 4 May 2001. The registered day and relevant details of distributing and acquiring the proposed final cash dividend of the holders of A shares will be disclosed by means of press announcement.
4. Shareholders attending the Meeting shall present their own identify cards as well as their shareholding cards (if applicable).
5. Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. In the event the appointor is a body corporate, such shareholder shall be represented in the AGM by the legal representative or such person authorized by the resolution of the Board of Directors or decision-making body of such appointor.
6. For a shareholder who appoints more than one proxy, the voting right can only be exercised when a poll is taken.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing. The instrument appointing a proxy, and if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the legal address of the Company not less than 24 hours before the holding of the AGM.
8. Shareholders or their proxies attending the AGM when voting on any resolution, shall clearly signify whether he or she is voting for or against such resolution. When the Company is counting the votes on any resolution, those who abstain from voting would not be regarded as having a right to vote.
9. Subject to the passing of the proposed scheme of profit distribution for the year 2000 at the AGM, relevant details of distributing and acquiring the proposed final cash dividend of the holders of the Company will be disclosed by means of press announcement.
10. The AGM is expected to last half a day. The shareholders and proxies attending the AGM shall be responsible for their own traveling and accommodation expenses.