

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“Annual General Meeting”) of China Petroleum & Chemical Corporation (“Sinopec Corp.”) for the year 2000 will be held at China World Hotel at No.1, Jian Guo Men Wai Ave., Beijing, China on Tuesday, 5th June, 2001 at 9:00 a.m. for the following purposes:

A. BY WAY OF ORDINARY RESOLUTIONS:

1. To consider and approve the report of the Board of Directors of Sinopec Corp. for the year ended 31st December, 2000;
2. To consider and approve the report of the Supervisory Committee of Sinopec Corp. for the year ended 31st December, 2000;
3. To consider and approve the audited accounts and audited consolidated accounts of Sinopec Corp. for the year ended 31st December, 2000;
4. To consider and approve Sinopec Corp.’s 2000 profit appropriation plan and the final dividend;
5. To re-appoint Messrs. KPMG Peat Marwick Huazhen and KPMG as the PRC and international auditors, respectively, of Sinopec Corp. for the year 2001 and to authorise the Board of Directors to fix their remuneration;
6. “**THAT** the report on the use of proceeds on the issue of H Shares be and is hereby approved;”

B. BY WAY OF SPECIAL RESOLUTIONS:

7. “**THAT** Article 94 of the Articles of Association of Sinopec Corp. be and is hereby replaced by “The board of directors shall consist of twelve (12) directors. The external directors (refer to those directors who do not hold office in the Company) shall represent more than 50% of the members of board of directors, of which at least (2) two directors shall be the independent (non-executive) directors (refer to those directors who is independent to the Company and do not hold office in the Company, the same below).

The board of directors shall have one (1) Chairman and one (1) Vice-chairman.

When necessary, the board of directors can establish the special committees in respect of strategic decision-making, audit and remuneration.” and the board of directors of Sinopec Corp. be and is hereby authorised to file the amendments to the Articles of Association with and/or apply to the relevant PRC authorities for approval of the amendments and to make necessary changes.”

8. “THAT

- (1) The adjustment to the plan (approved at the third extraordinary general meeting of Sinopec Corp. on 25th July, 2000) in relation to the issue of foreign listed shares to enable the issue of not more than 3 billion domestic shares be and is hereby approved.
- (2) Type of Securities to be issued: domestic listed Domestic-Invested Shares which are RMB denominated ordinary shares of par value RMB1.00 per share (i.e. A shares).
- (3) Number of A Shares to be issued: Not more than 3 billion A Shares.
- (4) The Board of Directors of Sinopec Corp. (the “Board”) be and is hereby authorised to determine the exact number of A Shares to be issued which shall not exceed the number approved at the annual general meeting.
- (5) Approve the listing of such A Shares of Sinopec Corp. on the Shanghai Stock Exchange.
- (6) Target subscribers: Natural persons and institutional investors within the PRC (except those prohibited by PRC laws or regulations) who and which have established shareholder accounts with the Shanghai Stock Exchange for A Shares.
- (7) The Board be and is hereby authorised to determine the final subscribers, and the number and proportion of A Shares to be issued to each such subscriber.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

- (8) Issue price and pricing process:
The issue price will be within a fixed price range and determined based on the book-building method.
- (9) The Board be and is hereby authorised to determine the final issue price and pricing process.
- (10) The Board be and is hereby authorised to determine the commencement and closing dates of the A Share Issue in accordance with the approval by China Securities Regulatory Commission.
- (11) Target proceeds of the proposed issue of A Shares is approximately RMB 10 billion.
- (12) The above eleven resolutions shall be valid for one year from the date of passing of the resolutions.”
9. **“THAT** the use of the net proceeds of the A Share Issue be and is hereby authorised to apply as follows:
- (1) the acquisition by Sinopec Corp. of certain assets owned by Sinopec National Star Petroleum Company (“Sinopec National Star”), a wholly-owned subsidiary of China Petrochemical Corporation (“Sinopec Group Company”), and/or interests in Sinopec National Star owned by Sinopec Group Company (the “Proposed Acquisition”) be and is hereby authorised and the Directors be and are hereby authorised to negotiate the terms of the Proposed Acquisition with Sinopec Group Company and to sign the acquisition agreement thereafter; and to determine the initial purchase price for the Proposed Acquisition which shall not be lower than the value of Sinopec National Star as confirmed by the PRC government and determined in accordance with PRC laws, the requirements under the Articles of Association, the requirements of foreign regulatory authorities and market practice. The final acquisition method, purchase price and acquisition agreement will be presented for approval at an extraordinary general meeting of Sinopec Corp., which will be convened at such time when appropriate having regard to the progress of the Proposed Acquisition.
- (2) approximately RMB 1.47 billion of the proceeds will be invested in the Ningbo-Shanghai-Nanjing Crude Oil Import Pipeline project.
- (3) approximately RMB2.59 billion of the proceeds will be invested in the Maoming-Guizhou-Kunming Product Oil Pipeline project.
- (4) the Board be and is hereby authorised to adjust the use of proceeds from the A Share Issue.
- (5) after the proceeds have been used in the above projects in the above order, any remaining balance of the proceeds will be used as additional working capital of the Company. If the proceeds are not sufficient for funding the Proposed Acquisition and the pipeline projects, the Company will use its internal resources for funding.
- (6) the Board be and is hereby authorised to determine the timing for the use of the proceeds from the A Share Issue, having regard to the date of the extraordinary general meeting regarding the Proposed Acquisition.
- (7) the above six resolutions shall be valid for one year from the date of passing of the resolutions.”
10. **“THAT**
- (1) if the A Shares are successfully issued, Articles 20, 21, 22 and 24 of the Articles of Association be and are hereby replaced by the following Articles:
- Article 20
Subject to the approval of the companies approving department authorised by the State Council, the Company may issue a total of [] million ordinary shares, of which 68,800 million ordinary shares, representing []% of the total number of ordinary shares which may be issued by the Company, were issued to the promoter of the Company at the time when the Company was established. Subject to the approval of

the State Council and the department of the State, the promoter of the Company may transfer part of the Shares to China Xinda Assets Management Company, Development Bank of China, China Huarong Assets Management Company, China East Assets Management Company, of which 9,500.31 million shares to China Xinda Assets Management Company, 9,560.14 million shares to Development Bank of China, 1,412.31 million shares to China East Assets Management Company and 639.22 million shares to Huarong Assets Management Company.

Article 21

The Company shall issue 16,780.488 million Overseas Listed Foreign-Invested Shares after establishment. Among them, the Company may issue 15,102.439 million new shares and the promoter may sell 1,678.049 million shares. The Company shall issue [] domestic listed Domestic-Invested Shares, which are abbreviated as A Shares.

Article 22

After the increase in capital, sale of shares by the promoter and the adjustment to the price of shares sold by the promoter when Overseas Listed Foreign-Invested Shares were issued, as described in the above Article(s), the structure of the Company's share capital shall be as follows:

The total number of Ordinary Shares amounts to [] million shares, of which China Petrochemical Corporation, the promoter, holds 47,742.561 million shares, representing []% of the total share capital of the Company, China Xinda Assets Management Company holds 8,720.65 million shares, representing []% of the total share capital of the

Company, Development Bank of China holds 8,775.57 million shares, representing []% of the total share capital of the Company, China East Assets Management Company holds 1,296.41 million shares, representing []% of the total share capital of the Company, China Huarong Assets Management Company holds 586.76 million shares, representing []% of the total share capital of the Company, the shareholders of Overseas Listed Foreign-Invested Shares hold 16,780.488 million shares, representing []% of the total share capital of the Company, and the shareholders of domestic listed Domestic-Invested Shares hold [] million shares, representing []% of the total share capital of the Company.

Article 24

The registered capital of the Company is RMB[] million yuan."

- (2) upon completion of the A Share Issue, the registered capital of Sinopec Corp. will not exceed 86,902.439 million shares and the Board be and is hereby authorised to insert appropriate figures in the blank spaces [] in the above Articles, based on the results of the A Share Issue, to reflect the new structure of the Company's share capital after the A Share Issue, and to make the final amendments to the Articles of Association.
- (3) the above two resolutions shall be valid for one year for the date of passing of the resolutions."

11. "THAT

- (1) after the A Share Issue, the new and existing shareholders of Sinopec Corp. be and are hereby authorised to entitle to mutual sharing of the undistributed profits of Sinopec Corp..

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

(2) in order to enable the successful issue of A Shares, the Board be and is hereby authorised, under circumstances that do not violate any national laws, regulatory requirements and the Articles of Association, to sign all necessary documents, carry out all necessary procedures and take any other necessary action.

(3) the above two resolutions shall be valid for one year from the date of passing of the resolutions.”

By Order of the Board

Zhang Honglin

Company Secretary

Beijing, the PRC, 12th April, 2001

Notes:

1. Eligibility for attending the Annual General Meeting

Holders of Sinopec Corp.'s H Shares whose names appear on the register of members maintained by Hong Kong Registrars Limited and holders of domestic shares whose names appear on the domestic shares register maintained by Sinopec Corp. at the close of business on Sunday, 6th May, 2001 are eligible to attend the Annual General Meeting.

2. Proxy

(i) A member eligible to attend and vote at the Annual General Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. A proxy need not be a shareholder.

(ii) A proxy should be appointed by a written instrument signed by the appointor or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorising that attorney to sign, or other authorisation document(s) must be notarised.

(iii) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered, in the case of holders of domestic shares, to Sinopec Corp. and, in the case of holders of H Shares, to Hong Kong Registrars Limited, not less than 24 hours before the time designated for holding of the Annual General Meeting.

(iv) A proxy may exercise the right to vote by a show of hands 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 Annual General Meeting

(i) A shareholder or his proxy shall produce proof of identity when attending the meeting. If a shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such shareholder may attend the Annual General Meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such persons to attend the meeting.

(ii) Holders of H Shares and domestic shares intending to attend the Annual General Meeting should return the reply slip for attending the Annual General Meeting to Sinopec Corp. on or before Wednesday, 16th May, 2001.

(iii) Shareholders may send the above reply slip to Sinopec Corp. in person, by post or by fax.

4. Closure of Register of Members

The register of members of Sinopec Corp. will be closed from Sunday, 6th May, 2001 to Tuesday, 5th June, 2001 (both days inclusive).

5. Other Business

(i) The Annual General Meeting will not last for more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.

(ii) The address of the Share Registrar for H Shares of Sinopec Corp., Hong Kong Registrars Limited is at:

2/F, Vicwood Plaza
199 Des Voeux Road Central
Hong Kong

(iii) The registered address of Sinopec Corp. is at:

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Chaoyang District
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