



中国石油化工股份有限公司

CHINA PETROLEUM & CHEMICAL CORPORATION

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2001

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“Annual General Meeting”) of China Petroleum & Chemical Corporation (“Sinopec Corp.”) for the year 2001 will be held at Beijing 21 Century Hotel, No. 40 Liangmaqiao Road, Chaoyang District, Beijing, PRC on Thursday, 13th June, 2002 at 9:00 a.m. for the following purposes:

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, 2001.
2. To consider and approve the report of the Supervisory Committee of Sinopec Corp. for the year ended 31st December, 2001.
3. To consider and approve the audited accounts and audited consolidated accounts of Sinopec Corp. for the year ended 31st December, 2001.
4. To consider and approve Sinopec Corp.’s 2001 profit appropriation plan and the final dividend.
5. To re-appoint Messrs. KPMG Huazhen and KPMG as the PRC and international auditors, respectively, of Sinopec Corp. for the year 2002 and to authorise the Board of Directors to fix their remuneration.
6. To authorise the Board of Directors to decide matters relating to the payment of interim dividends for the year 2002.

By way of special resolution:

7. Motion: to approve the amendment to the Articles of Association of Sinopec Corp. by amending Article 13(2) as follows: “The Company's scope of business includes: the exploration, exploitation and sales of oil and natural gas; transport of petroleum and natural gas by pipelines; oil refining; the production, sales and storage of petrochemical products, chemical fiber products and other chemical

products; wholesale, retail and storage of oil products and other refined products, operation of convenience stores; generation of electric power, manufacturing and installation of machinery; purchase and sales of raw materials, coal, vehicles, equipment and spare parts; supervision of machinery manufacturing; research and development and application of technology and information; import and export business, export of technology and labour.”

By Order of the Board
Zhang Honglin
Secretary to the Board of Directors
Beijing, the PRC, 29th April, 2002

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 China Securities Registration and Clearing Company Limited Shanghai Branch Company at the close of business on 14th May, 2002 are eligible to attend the Annual General Meeting.

2. Proxy

- (1) 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.
- (2) 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.
- (3) 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 the registered address of 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.
- (4) 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

- (1) 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.
- (2) 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 Friday, 24th May, 2002.
- (3) 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 Tuesday, 14th May, 2002 to Thursday, 13th June, 2002 (both days inclusive).

5. Other Business

- (1) The Annual General Meeting will not last for more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (2) 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

- (3) The address of the Share Registrar for A Shares of Sinopec Corp., China Securities Registration and Clearing Company Limited Shanghai Branch Company is at:

72 Pu Jian Road
Pudong District
Shanghai PRC

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

A6 Huixindong Street
Chaoyang District
Beijing 100029
The People's Republic of China
Telephone No.: (+86) 10 6499 0060
Facsimile No.: (+86) 10 6499 0022

Reply Slip for the Annual General Meeting for the Year 2001

I(We)¹ _____

Of _____

being the holder(s) of ² _____

H Share(s)/domestic share(s) of RMB 1.00 each in the capital of China Petroleum & Chemical Corporation ("Sinopec Corp.") hereby confirm that I(we) wish to attend or (on my(our) behalf) the annual general meeting of Sinopec Corp. for the year 2001 ("Annual General Meeting") to be held at Beijing 21 Century Hotel, No. 40 Liangmaqiao Road, Chaoyang District, Beijing, PRC at 9:00 a.m on Thursday, 13th June, 2002.

Signature(s): _____ Date: _____

Capacity: _____ Contact no.: _____

Notes:

1. Please insert full name(s) (in Chinese or in English) and registered address(es) (as shown in the registers of members) in block letters;
2. Please insert the number of shares registered under your name(s);
3. The completed and signed reply slip should be delivered to Sinopec Corp. by hand, by post or by fax at A6 Huixindong Street, Chaoyang District, Beijing 100029, (Fax no.: (+86)10 6499 0022) such that the same shall be received by Sinopec Corp. on or before Friday, 24th May, 2002. Failure to sign and return this reply slip, however, will not preclude an eligible shareholder from attending the Annual General Meeting.