



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)

(Stock Code: 0386)

NOTICE OF 2005 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2005 first extraordinary general meeting (“EGM”) of China Petroleum & Chemical Corporation (“Sinopec Corp.”) will be held at Crowne Plaza Beijing - Park View Wuzhou, No. 8 North Si Huan Zhong Road, Chaoyang District, Beijing, China on Monday, 19 September 2005 at 9:00 a.m. for the following purposes:

By way of special resolution:

The proposal on issue of short-term commercial paper:

1. An approval to be given to the Company to issue in one or multiple tranches a short-term commercial paper of an aggregate principal amount up to 10% of the net assets value as shown in the Company’s latest audited consolidated financial statements prepared in accordance with PRC Accounting Rules and Regulations and up to the maximum amount for issue of short-term commercial paper as approved by the People’s Bank of China (the “PBOC”) after shareholders’ approval, pursuant to the Administrative Measures on Short-term Commercial Papers promulgated by the PBOC and any other applicable regulations; and
2. An unconditional general mandate to be given to the Board or any two or more directors to determine the terms and conditions and any relevant matters in relation to the issue of short-term commercial paper in view of the demand of the Company and the market conditions, including but not limited to the final principal amount, interest rate and term of maturity of the short-term commercial paper as set out in (1) above and the preparation and execution of all necessary documents.

By Order of the Board
China Petroleum & Chemical Corporation
Chen Ge
Secretary to the Board of Directors

Beijing, PRC, 1 August, 2005

Notes:

1. Eligibility for attending the EGM

Holders of Sinopec Corp.’s H Shares whose names appear on the register of members maintained by Computershare Hong Kong Investor Services 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 Friday, 26 August 2005 are eligible to attend the EGM.

In order to be eligible to attend and vote at the EGM to be held on Monday, 19 September 2005, all transfers accompanied by the relevant share certificates must be lodged with share registrars for H Shares of Sinopec Corp. in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Friday, 19 August 2005.

2. Proxy

- (1) A member eligible to attend and vote at the EGM 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 of Sinopec Corp.
- (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 the 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 holder of H Shares, to Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time designated for holding of the EGM.

3. Registration procedures for attending the EGM

- (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 EGM 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 EGM should return the reply slip for attending the EGM to Sinopec Corp. on or before Monday, 29 August 2005.
- (3) Shareholder 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 Friday, 19 August 2005 to Monday, 19 September 2005 (both days inclusive).

5. Other Business

- (1) The EGM will not last for more than one working day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (2) The address of the Share Registrar of H Shares of Sinopec Corp., Computershare Hong Kong Investor Services Limited is at:

Rooms 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
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

(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

(5) The resolution will be passed by way of poll.



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Proxy Form for the First Extraordinary General Meeting for the Year 2005

Number of Shares related to this proxy form ^(note 1)
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I (We) ^(note 2) _____

of _____

being the holder(s) of ^(note 1) _____ H Share(s)/domestic Share(s) ^(note 3) of China Petroleum & Chemical Corporation ("Sinopec Corp.") of RMB1.00 each now appoint ^(note 4) _____

(I.D. No.: _____ of _____)/

the chairman of the meeting as my (our) proxy to attend and vote for me (us) on the following resolutions in accordance with the instruction(s) below and on my (our) behalf at the first extraordinary general meeting of Sinopec Corp. for the year 2005 ("EGM") to be held at 9:00 a.m. on Monday, 19 September 2005 at Crowne Plaza Beijing - Park View Wuzhou, No. 8 North Si Huan Zhong Road, Chaoyang District, Beijing, the People's Republic of China ("PRC") (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion. ^(note 5)

Special Resolutions:	For ^(note 5)	Against ^(note 5)
1. An approval to be given to the Company to issue in one or multiple tranches a short-term commercial paper of an aggregate principal amount up to 10% of the net assets value as shown in the Company's latest audited consolidated financial statements prepared in accordance with PRC Accounting Rules and Regulations and up to the maximum amount for issue of short-term commercial paper as approved by the People's Bank of China (the "PBOC")		
2. An unconditional general mandate to be given to the Board or any two or more directors to determine the terms and conditions and any relevant matters in relation to the issue of short-term commercial paper in view of the demand of the Company and the market conditions, including but not limited to the final principal amount, interest rate and term of maturity of the short-term commercial paper as set out in (1) above and the preparation and execution of all necessary documents.		

Date: _____ 2005

Signature: _____ ^(note 6)

Notes:

1. Please insert the number of share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of Sinopec Corp. registered in your name(s).
2. Please insert full name(s) and address(es) in **BLOCK LETTERS**.

3. Please delete as appropriate.
4. Please insert the name and address of your proxy. If this is left blank, the chairman of the EGM will act as your proxy. One or more proxies, who may not be member(s) of Sinopec Corp., may be appointed to attend and vote in the meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to his proxy form must be signed by the signatory.
5. Attention: If you wish to vote FOR any resolution, please indicate with a “√” in the appropriate space under “For”. If you wish to vote AGAINST any resolution, please indicate with a “√” in the appropriate space under “Against”. In the absence of any such indication, the proxy will vote or abstain at his discretion.
6. This form of proxy must be signed under hand by you or your attorney duly authorized on your behalf. If the appointor is a corporation, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
7. This form of proxy together with the power of attorney or other authorization document(s) which have been notarised must be delivered, in the case of holders of domestic shares, to Sinopec Corp. at A6 Huixindong Street, Chaoyang District, Beijing 100029, the PRC or, in the case of holders of H Shares, to Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong at least 24 hours before the time designated for the holding of the EGM.



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Reply Slip for the First Extraordinary General Meeting for the Year 2005

I (We) ⁽¹⁾ _____

of _____

being the holder(s) of ⁽²⁾ _____

H share(s)/domestic share(s) of RMB1.00 each in the capital of China Petroleum & Chemical Corporation ("Sinopec Corp.") hereby confirm that I (we) or my (our) proxy wish to attend the first extraordinary general meeting of Sinopec Corp. for the year 2005 (the "EGM") to be held at 9:00 a.m. on Monday, 19 September 2005 at Crowne Plaza Beijing - Park View Wuzhou, No. 8 North Si Huan Zhong Road, Chaoyang District, Beijing, the People's Republic of China ("PRC").

Signature(s): _____

Date: _____

Notes:

1. Please insert full name(s) (in Chinese or in English) and registered address(es) (as shown in the register 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 by post, by fax or by hand to Sinopec Corp. (address: A6 Huixindong Street, Chaoyang District, Beijing, PRC 100029 or fax no.: (+86) 10 6499 0022) on or before Monday, 29 August 2005. Failure to sign and return this reply slip, however, will not preclude an eligible shareholder from attending the EGM.