



SINO UNION PETROLEUM & CHEMICAL INTERNATIONAL LIMITED
中聯石油化工有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 346)

APPOINTMENT OF EXECUTIVE DIRECTORS
APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE
RESIGNATION OF EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Lew Mon Hung, Mr. Tsang Kwok Man and Mr. Cheung Shing have been appointed as executive directors of the Company with effect from 23 February 2005.

The Board is pleased to announce that Dr. Yu Sun Say and Mr. Ng Wing Ka have been appointed as members of the audit committee of the Company with effect from 23 February 2005.

The Board also announces that the Board has approved the resignation of Mr. Cheung Wai Yin Wilson as executive director of the Company with effect from 4 February 2005 while Mr. Wong Hing Tat and Mr. Kwong Chi Ho resigned as independent non-executive directors of the Company with effect from 23 February 2005.

Appointment of Executive Directors

The Board of Directors (the "Board") of Sino Union Petroleum & Chemical International Limited (the "Company") is pleased to announce that Mr. Lew Mon Hung (劉夢熊) ("Mr. Lew"), Mr. Tsang Kwok Man (曾國文) ("Mr. Tsang") and Mr. Cheung Shing (張成) ("Mr. Cheung") have been appointed as executive directors of the Company with effect from 23 February 2005.

Mr. Lew, aged 56, is now the executive director of Credit Card DNA Security System (Holdings) Limited, a company whose securities are listed on The Stock Exchange of Hong Kong Limited, since January 2002. He is also the executive director of Star Mobile DNA Payment Gateway Ltd. since January 2002 and the chief consultant of Core Pacific-Yamaichi International (H.K.) Limited since October 1998.

The appointment of Mr. Lew as executive director of the Company shall commence from 23 February 2005 and shall continue unless and until terminated by one month's notice by Mr. Lew or the Company. According to the Bye-laws of the Company, Mr. Lew shall hold office until the next annual general meeting of the Company and shall be eligible for re-election. Thereafter, he shall be subject to retirement by rotation and re-election at the subsequent annual general meetings of the Company. He will be entitled to a discretionary bonus as determined by the Company at the end of each year as remuneration. The remuneration of Mr. Lew was determined after taking into account his experiences and the amount of time and efforts to be contributed by him to the Company.

Mr. Tsang, aged 59, has been the deputy general manager of the Company since November 2004. He is also the finance manager of Gahood Holding Co. Ltd. and Join Wisdom Group International Ltd. since September 2004. Mr. Tsang has about 28 years of experiences in the banking industry and was the manager in commercial and corporate banking for the last few years of his career in the banking industry.

Mr. Tsang is now interested in 11,000,000 share options in the Company granted in accordance with the share option scheme of the Company adopted on 1 November 2002.

The appointment of Mr. Tsang as executive director of the Company shall commence from 23 February 2005 and shall continue unless and until terminated by one month's notice by Mr. Tsang or the Company. According to the Bye-laws of the Company, Mr. Tsang shall hold office until the next annual general meeting of the Company and shall be eligible for re-election. Thereafter, he shall be subject to retirement by rotation and re-election at the subsequent annual general meetings of the Company. As an executive director, he will be entitled to receive a basic salary of HK\$600,000 per annum plus a discretionary bonus as determined by the Company. The salary of Mr. Tsang was determined after taking into account his experiences and the time and efforts to be contributed by him to the Company.

Mr. Cheung, aged 52, has been the deputy executive officer of the Company since February 2004 and is now the vice-chairman of Liaoning Xinmin Petrochemical Company Limited (遼寧新民石油化工有限公司), a wholly-owned subsidiary of the Company, since October 2004. He has been the chairman of 河南省盛華石油化工有限公司 during the period between 1998 and 2003 and the chairman of Liaoning Xinmin Petrochemical Company Limited during the period between May 2004 and September 2004. Mr. Cheung is now a petrochemical management economist (石油化工管理經濟師).

The appointment of Mr. Cheung as executive director of the Company shall commence from 23 February 2005 and shall continue unless and until terminated by one month's notice by Mr. Cheung or the Company. According to the Bye-laws of the Company, Mr. Cheung shall hold office until the next annual general meeting of the Company and shall be eligible for re-election. Thereafter, he shall be subject to retirement by rotation and re-election at the subsequent annual general meetings of the Company. As an executive director, he will be entitled to receive a basic salary of HK\$600,000 per annum plus a discretionary bonus as determined by the Company. The salary of Mr. Cheung was determined after taking into account his experiences and the time and efforts to be contributed by him to the Company.

Save as disclosed in this announcement, as at the date of this announcement, each of Mr. Lew, Mr. Tsang and Mr. Cheung is not connected with any directors, senior management, substantial or controlling shareholders of the Company, nor have they any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed in this announcement and their directorships in the Company, each of Mr. Lew, Mr. Tsang and Mr. Cheung does not hold any positions with the Company and other members of the Company, and did not hold any directorships in other listed public companies in the last three years.

The Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company in relation to the appointment of Mr. Lew, Mr. Tsang and Mr. Cheung as executive directors of the Company.

Appointment of the members of the audit committee

The Board is pleased to announce that Dr. Yu Sun Say (楊孫西) and Mr. Ng Wing Ka (吳永嘉), being independent non-executive directors of the Company, have been appointed as members of the audit committee of the Company with effect from 23 February 2005 for the purpose of compliance with Rule 3.21 of the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Resignation of Executive Director and Independent Non-executive Directors

The Board approved the resignation of Mr. Cheung Wai Yin Wilson (張偉賢) as executive director of the Company due to personal reason with effect from 4 February 2005. Mr. Cheung Wai Yin Wilson confirms that he has no disagreement with the Board and there is no matter which needs to be brought to the attention of the holders of securities of the Company in relation to his resignation.

* For identification purposes only

Due to personal reason, Mr. Wong Hing Tat (黃慶達) (“Mr. Wong”) and Mr. Kwong Chi Ho (龔志豪) (“Mr. Kwong”) tendered their resignations as independent non-executive directors of the Company and accordingly the members of the audit committee of the Company to the Board on 23 February 2005. The Board approved the resignation of Mr. Wong and Mr. Kwong as independent non-executive directors of the Company and accordingly the members of the audit committee of the Company with effect from the same date. Mr. Wong and Mr. Kwong confirm that they have no disagreement with the Board and there is no matter which needs to be brought to the attention of the holders of securities of the Company in relation to their resignations.

As at the date of this announcement, the executive directors of the Company are Dr. Hui Chi Ming, Mr. Chen Hua, Dr. Chui Say Hoe, Mr. Lew Mon Hung, Mr. Tsang Kwok Man and Mr. Cheung Shing; the non-executive director is Mr. Chow Charn Ki, Kenneth; the independent non-executive directors are Mr. Chan Wai Dune, Dr. Yu Sun Say and Mr. Ng Wing Ka.

By Order of the Board
Sino Union Petroleum & Chemical International Limited
Dr. Chui Say Hoe
Executive Director

Hong Kong, 24 February 2005

“Please also refer to the published version of this announcement in The Standard.”