SUNPEC 中聯石化

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

(Incorporated in Bermuda with limited liability)
(Stock Code: 346)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "SGM") of Sino Union Petroleum & Chemical International Limited (the "Company") will be held at Units 10-12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at 10:00 a.m. on 19 August 2008 for the purpose of transacting the following business:

ORDINARY RESOLUTION

"**THAT**:

(a) the investment and cooperation agreement dated 17 June 2008 (as supplemented by the supplemental agreement dated 30 July 2008) (a copy of which marked "A" has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) made between Madagascar Energy International Limited, a wholly-owned subsidiary of the Company, and ECO Energy (International) Investments Limited (the "Agreement") in relation to the investment and cooperation in the development of oilfield block 3113, an onshore site for oil and gas exploration, exploitation and operation in the Republic of Madagascar, details of which are set out in the circular of the Company dated 28 July 2008 and the announcement of the Company dated 31 July 2008, and all transactions contemplated therein be and are hereby approved, ratified and confirmed; and

(b) any one or more of the directors of the Company be and is or are hereby authorized on behalf of the Company to sign, seal, execute, perfect and deliver supplemental agreements, deeds or such other documents and do all such acts, matters and things as he or they may in his or their discretion consider necessary or desirable for the purpose of or in connection with effecting and implementing the Agreement and completing the transactions contemplated by the Agreement with such changes as any such director(s) may consider necessary, desirable or expedient."

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

Hong Kong, 4 August 2008

* *For identification purpose only*

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.

2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the SGM or any adjourned meeting thereof should he so wishes.

3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholdings.

4. As at the date hereof, the board of directors of the Company comprises seven executive directors, namely Dr. Wang Tao, Dr. Hui Chi Ming, Mr. Cheung Shing, Dr. Chui Say Hoe, Dr. Ching Men Ky, Carl, Mr. Tsang Kwok Man and Mr. Cui Yeng Xu; two non-executive directors, namely Dr. Fok Chun Wan, Ian and Mr. Chow Charn Ki, Kenneth; and three independent non-executive directors, namely Dr. Yu Sun Say, Mr. Ng Wing Ka and Mr. Edmund Siu.