

**CHINA PETROLUM& CHEMICAL COPORATION**  
**PROCEDURES TO PROPOSE A PERSON FOR**  
**ELECTION AS A DIRECTOR <sup>[1]</sup>**

A person may be proposed for election as a director of China Petroleum & Chemical Corporation (the “Company”) according the procedures set forth below:

**1. Procedures to propose a person for election as a director (other than an independent non-executive director)**

(1) The Company’s Board of Directors, Supervisory Committee or shareholders who individually or jointly hold 3% or more of the Company’s voting shares of the Company may propose to the Shareholders’ General Meeting candidates for the position of director in the form of motion for approval, provided that the number of persons nominated complies with the Articles of Association of China Petroleum & Chemical Corporation (the “Articles of Association”) and is not greater than the number of persons to be elected; the aforementioned motion submitted to the Company by (a) shareholder(s) shall be delivered to the Company at least 14 days<sup>[2]</sup> before the date the Shareholders’ General Meeting is to be held;

(2)The written notices of the intention to nominate director candidates and of the nominees indicating their willingness to accept the nomination as well as relevant written materials on the nominees shall be delivered to the Company at least 14<sup>[3]</sup> days before the date of the Shareholders' General Meeting; the Board of Directors shall inform the shareholders the resume and basic profiles of the director candidates by way of announcement;

The period accorded by the Company to the nominators and candidates to submit the aforementioned notices and documents shall not be less than 14 days (counting from the day immediately following the date of despatch of the notice of the Shareholders' General Meeting).

## **2. Procedures to propose a person for election as an independent non-executive director**

(1)The Company's Board of Directors, Supervisory Committee or shareholders who individually or jointly hold 1% or more of the Company's voting shares of the Company may propose candidates for the position of independent non-executive director; such directorships will be decided through election by the Shareholders' General Meeting;

(2) The consent of the nominee shall be obtained before the nominator nominates him or her for the position of independent non-executive director; the nominator(s) shall be fully aware of such details of the nominee as his or her occupation, educational background, title, career details, all of his or her concurrent positions, etc.; the nominator(s) shall express his/its/their opinions on the nominee's qualifications for holding the position of independent non-executive director and his or her independence; the nominee shall make a public statement to the effect that no relationship exists between himself or herself and the Company that could affect his or her making independent and objective judgments;

(3) The aforementioned information shall be published by the Board of Directors of the Company in accordance with relevant provisions of listed places (including the Rules Governing the Listing of stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) before the Shareholders' General Meeting which is to elect the independent non-executive director(s) is held;

If shareholders who individually or jointly hold 1% or more of the Company's voting shares of the Company put(s) forth an

extempore motion for the election of an independent non-executive director, the written notice of the intention to nominate a candidate for the position of independent non-executive director and of the nominee indicating his or her willingness to accept the nomination as well as relevant written materials on the nominee as mentioned above shall be delivered to the Company 14 days<sup>[4]</sup> before the date of the Shareholders' General Meeting;

(4) Prior to the holding of a Shareholders' General Meeting at which an independent non-executive director is to be elected, the Company shall simultaneously submit the relevant materials on all the nominees to China Securities Regulatory Commission ("CSRC"), the agency of CSRC of the place where the Company is located and the Shanghai Stock Exchange; if the Board of Directors of the Company has objections concerning the relevant details of a nominee, the Company shall additionally submit the written opinion of the Board of Directors;

Nominees against whom CSRC has objections may serve as candidates for director but not as candidates for independent non-executive director of the Company;

At the time the Shareholders' General Meeting to elect an independent non-executive director is held, the Board of Directors of the Company shall elaborate on whether CSRC had any objections against the candidates for the position of independent non-executive director.

### **3. Required information of the person proposed for election as a director**

In order to comply with relevant disclosure requirements on directors of an issuer under the Listing Rules and to enable the shareholders to make a informed decision on their election of directors, the biographic details and basic particulars of the director candidates provided by the nominators to the shareholders shall include (but not limited to) the following items:

- (a) full name and age;
- (b) positions held with the Company and its subsidiaries (if any);
- (c) experience including (i) other directorships held in the past three years in public companies the securities of which are listed

on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;

(d) current employment and such other information (which may include business experience and academic qualifications) of which shareholders should be aware of, pertaining to the ability or integrity of the candidate;

(e) relationships with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement to that effect;

(f) his/her interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement to that effect;

(g) a declaration made by the nominees in respect of the information required to be disclosed pursuant to Rule 13.51(2)

(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to the nominees' standing for election as a director that should be brought to the shareholders' attention; and

(h) contact details.

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## Notes

[1] The procedures to propose a person for election as a director in this document are summarised by the Company in accordance with applicable laws, regulations, the listing rules of the stock exchanges where the shares of the Company are listed and other related documents, as well as relevant provisions in the Articles of Association.

[2] According to Rules 13.70 and 13.73 of the Listing Rules, where a shareholder propose a person for election as a director at a general meeting after the publication of the notice of such general meeting, the issuer must provide relevant information, including the particulars of the nominee, to the shareholders either in a supplementary circular or by way of an announcement **not less than 10 business days** before the date of the relevant general meeting.

[3] See 2 above.

[4] See 2 above.