

CHINA PETROLUM& CHEMICAL COPORATION
PROCEDURES TO PROPOSE A PERSON FOR
ELECTION AS A DIRECTOR ^[1]

A person may be proposed for election as a director of China according the procedures set forth below:

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

or shareholders who individually or jointly hold 3% or more of

osition 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

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^[2]

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^[3]

1 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

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

(1)The or shareholders who individually or jointly hold 1% or more of of the Company may propose candidates for the position of independent non-executive director; such directorships will be decided through election by

(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 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 non-executive director(s) is held;

If shareholders who individually or jointly hold 1% or more of 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^[4]

General Meeting;

(4)

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

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;

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

and

(h) contact details.

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