

**Terms of References of Nomination Committee  
under the Board of Directors  
of  
China Petroleum and Chemical Corporation**

**Reviewed and adopted by the 17th Meeting of the 6th Session of the Board on 23 March  
2018**

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## **Chapter 1 General Provisions**

- Article 1 In order to clarify the composition and duties of the Nomination Committee for Board of Directors of China Petroleum and Chemical Corporation (the "**Company**") and regulate the working procedures, these Terms of References are hereby formulated in combination with the Company's practical situation in accordance with the *Articles of Association of China Petroleum and Chemical Corporation* and the *Code of Corporate Governance for Listed Companies* of China Securities Regulatory Commission and other relevant rules of the jurisdictions, both domestic and overseas, where the Company's listing takes place.
- Article 2 The Nomination Committee is a special committee under the Board of Directors, reporting to the Board of Directors.

## **Chapter 2 Composition of the Nomination Committee**

- Article 3 The Nomination Committee shall consist of at least three (3) directors, and independent directors shall be in the majority. There shall be one (1) chairman of the Nomination Committee, who shall take charge of the work of the Nomination Committee. The chairman shall be the chairman of the Board of the Company or an independent director designated by the Board.
- The office of the Nomination Committee shall be in the Human Resources Department of the Company, which shall take charge of the relevant detailed matters of the Nomination Committee.
- Article 4 The members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent directors or more than one third of the directors, and shall be

appointed by the Board.

Article 5

The term of a member of the Nomination Committee shall be concurrent with the term of a director. If a member ceases to be a director of the Company during the term, such member shall at the meantime cease to be a member, and the Company shall make up the number in accordance with Articles 3 and 4 above, if necessary.

Article 6

A member of the Nomination Committee may apply to the Board for resignation before the term expires, and the resignation report shall make necessary explanations on the reason for resignation and the matters which require the attention of the Board of the Company. Where the number of members falls below the number required by these Terms of References, the Board shall make up the number in accordance with Articles 3 and 4 above, if necessary.

Article 7

The Nomination Committee may appoint a consulting member where necessary, who shall provide consulting opinions to the Nomination Committee as required by the Nomination Committee.

### **Chapter 3 Responsibilities and Duties of the Nomination Committee**

Article 8

The responsibilities and duties of the Nomination Committee shall be:

1. To study and determine at least once every year the scale and composition of the Board, based on the Company's operation activities, asset scale and shareholding structure, and to make suggestions to the Board when appropriate;
2. To study the standards and procedures for selection of directors and senior management personnel, and make suggestions to the Board; the "senior management personnel" referred to herein means the president, senior vice president, chief financial officer, vice president, Board secretary of the

Company, and other persons determined by the Company's Board;

3. To search extensively the qualified candidates from talent markets both overseas and domestic, and inside the Company, to examine the candidates for directors, president, senior vice president, chief financial officer and vice president as nominated by the president, and Board secretary as nominated by the chairman of the Board, and to make suggestions to the Board;

4. Other matters authorized by the Board;

5. Other responsibilities and duties delegated by securities supervisory authorities of the jurisdictions, both domestic and overseas, where the Company's listing takes place.

The Nomination Committee shall report to the Board, and its proposals shall be submitted to the Board for review and determination.

The costs of the Nomination Committee shall be charged under the budget of the Company. The Nomination Committee shall have the right to engage professional institutions for professional opinions during per1(opduti3rrtt)-3ya p933(th-591(e)4( B)-2irpe)4(-3(e)4(s )-1'

cooperation for the work of the Nomination Committee.

Article 9

The chairman of the Nomination Committee shall perform the following responsibilities and duties:

1. To convene and preside over the meetings of the Nomination Committee;
2. To take charge of the day

senior management personnel, and formulate written materials, based on the Company's development needs;

2. To collect extensively the candidates for directors and senior management personnel from multiple channels, based on the needs for relevant positions;

3. To listen to the Party organization for their suggestions on the nominated candidates;

4. To collect information on the initial candidates' professions, education background, title, detailed working experience, all part time jobs, etc., and formulate written materials;

5. To ask for agreement from the candidates on the nomination of directors and senior management personnel by relevant institution or personnel, or they will not be candidates for directors and senior management personnel;

6. To hold meetings of the Nomination Committee, and examine the qualifications of the candidates, based on the conditions for taking the positions of the directors and senior management personnel;

7. To propose to the Board the suggestions on candidates and provide relevant information;

8. To follow up other work based on the decision and feedback from the Board.

Article 11

A meeting of the Nomination Committee shall be proposed by the chairman or two or more members, and shall be convened promptly when necessary.

Article 12

The chairman of the Nomination Committee shall convene the meeting and issue the meeting notice; the meeting notice and the meeting materials shall be delivered to all the members at least 5 to 10 days before the meeting. Upon unanimous consent of the

members, the above said period of notice may be waived.

Article 13

The members of the Nomination Committee shall attend the meeting in person. Where a member is unable to attend a meeting in person for whatever reason, such member may submit a power of attorney signed by him/her, and entrust another member to attend such meeting and express his/her opinion on his/her behalf. Such power of attorney shall be submitted to the convener of the meeting no later than the time of voting at the meeting. The power of attorney shall indicate the scope and duration of the delegation. Each member may accept the delegation by no more than one member.

The meeting of the Nomination Committee may invite the Company's directors, supervisors and senior management personnel to attend the meeting without voting rights when necessary.

Article 14

The meeting of the Nomination Committee shall be presided by the chairman; where the chairman is unable or fails to perform his/her duties, more than half of the members may jointly propose a member as an independent director to take his/her place in the convention of such meeting.

The meeting of the Nomination Committee may be held only if attended by more than half of all the members (including the members delegating other members to attend the meeting with a written power of attorney), on which meeting, the resolutions or opinions of the Nomination Committee shall be valid only if adopted by more than half of the members present at the meeting, and the relevant resolutions and opinions shall be signed by the members of the Nomination Committee present at the meeting. Each member shall have one vote, and in case of a tie vote between the affirmative and the negative, the chairman of the Nomination Committee shall have a casting vote.

Article 15

The ways of voting at the meeting of the Nomination Committee include show of hands, ballots and telecommunication.



- Article 16 When the meeting of the Nomination Committee discusses any matter in which a member is personally interested, such member shall withdraw from the meeting.
- Article 17 A resolution or opinion adopted by the meeting of the Nomination Committee shall be reported to the Board in written form.
- Article 18 The meeting minutes shall be prepared for a meeting of the Nomination Committee and signed by the members present at the meeting of the Nomination Committee.
- Article 19 The administrative body of the Nomination Committee shall be responsible for preparing and maintaining all the meeting documents and materials.
- Article 20 Apart from reporting to the Board as required by these Terms of References, the members present at the meeting and other personnel attending the meeting without voting rights shall be liable to keep in confidence the matters discussed at the meeting and shall not disclose the relevant information without proper authorization.

## **Chapter 5 Miscellaneous**

- Article 21 The Nomination Committee shall be responsible for explaining these Terms of References.
- Article 22 Any reference to "more than" in these Terms of References shall include the number that follows; any referene to "less than" or "below" shall not include the number that follows.
- Article 23 Where these Terms of References conflict with the laws, administrative rules, other relevant regulatory documents and regulatory rules put in force from time to time of the jurisdictions, both domestic and overseas, where the Company's listing takes place, the such laws, administrative rules, other relevant regulatory

documents and regulatory rules of the jurisdictions, both domestic and overseas, where the Company's listing takes place, shall prevail.

Article 24

The preparation of these Terms of References and the amendments hereto shall take effect upon approval by the Board of the Company.