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中国石油化工股份有限公司

**CHINA PETROLEUM & CHEMICAL CORPORATION**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 0386)**

**ANNOUNCEMENT OF THE RESOLUTIONS OF THE FIRST  
MEETING OF THE FIFTH SESSION OF THE BOARD  
AND  
CHANGE OF BOARD COMMITTEE MEMBERS  
AND AUTHORISED REPRESENTATIVE  
AND  
CHANGE OF SECRETARY TO THE BOARD  
(QUA COMPANY SECRETARY)**

**1. The First Meeting of the Fifth Session of the Board**

China Petroleum & Chemical Corporation (“**Sinopec Corp.**”) held the first meeting (the “**Meeting**”) of the Fifth Session of the Board of Directors (the “**Board**”) on 11 May 2012 at Sinopec Corp.’s headquarters.

Fifteen directors shall attend the Meeting and 13 directors attended the Meeting. Mr. Liu Yun, director, and Mr. Ma Weihua, independent non-executive director were absent from the Meeting due to other business arrangements. Mr. Liu Yun appointed Mr. Li Chunguang, director and Mr. Ma Weihua appointed Mr. Chen Xiaojin, independent non-executive director, to attend the Meeting and vote on behalf of them respectively. Some members of the board of supervisors and some senior management of Sinopec Corp. were present at the Meeting. The convening of and the procedures for holding the Meeting were in compliance with relevant laws and Sinopec Corp.’s articles of association.

The Meeting was convened and chaired by Mr. Fu Chengyu, Chairman of the Board.

After due consideration, the directors present at the Meeting unanimously approved the following resolutions:

- (1) THAT Mr. Fu Chengyu be and is hereby appointed as the Chairman of the Fifth Session of the Board, and that Mr. Wang Tianpu and Mr. Zhang Yaocang be and are hereby appointed as the Vice Chairman of the Fifth Session of the Board.
- (2) THAT the members of the Strategic Committee, the Audit Committee, and the Remuneration and Appraisal Committee under the Board as listed below be and are hereby appointed or reappointed. The list of such Board committee members are as follows:
  - (a) The Strategic Committee is comprised of Mr. Wang Tianpu as the chairman, Mr. Ma Weihua as the vice chairmen, and Messrs. Zhang Jianhua, Wang Zhigang, Cai Xiyou, Dai Houliang, Jiang Xiaoming and Andrew Y. Yan as committee members;
  - (b) The Audit Committee is comprised of Ms. Bao Guoming as the chairman, and Mr. Jiang Xiaoming and Mr. Andrew Y. Yan as committee members; and
  - (c) The Remuneration and Appraisal Committee is comprised of Mr. Chen Xiaojin as the chairman and Mr. Li Chunguang and Ms. Bao Guoming as committee members.
- (3) THAT the Social Responsibility Management Committee be and is hereby established under the Board.
- (4) THAT the terms of reference of the Social Responsibility Management Committee of Sinopec Corp. be and are hereby adopted.
- (5) THAT the members of the Social Responsibility Management Committee be and are hereby appointed. The list of such members are as follows:

The Social Responsibility Management Committee is comprised of Mr. Fu Chengyu as the chairman, and Messrs. Wang Tianpu, Chen Xiaojin and Ma Weihua as committee members.

- (6) THAT Mr. Wang Tianpu be and is hereby appointed by the Board as the President; Messrs. Zhang Jianhua, Wang Zhigang, Cai Xiyou, and Dai Houliang be and are hereby appointed by the Board as Senior Vice Presidents; Mr. Wang Xinhua be and is hereby appointed by the Board as the Chief Financial Officer; Messrs. Zhang Kehua, Zhang Haichao, Jiao

Fangzheng, Lei Dianwu and Ling Yiqun be and are hereby appointed by the Board as Vice Presidents; Mr. Huang Wensheng be and is hereby appointed by the Board as the Secretary to the Board (qua Company Secretary). Please refer to the appendix for the profile of Messrs. Wang Xinhua, Zhang Kehua, Zhang Haichao, Jiao Fangzheng, Lei Dianwu, Ling Yiqun and Huang Wensheng and the announcement of Sinopec Corp. dated 23 March 2012 for the profiles of other people mentioned in this paragraph.

- (7) THAT Messrs. Wang Tianpu and Huang Wensheng be and are hereby appointed as Authorised Representatives of Sinopec Corp. in charge of dealing with matters related to the listing in Hong Kong, Mr. Sang Jinghua be and is hereby appointed as the Securities Representative; and THAT the Secretary to the Board (qua Company Secretary) be and is hereby authorised to implement the matters contemplated under the above resolutions and to sign any relevant documents.

## 2. **Change of Secretary to the Board (Qua Company Secretary)**

The Board announces that Mr. Chen Ge no longer serves as the Secretary to the Board (qua company secretary) or the Authorised Representatives of Sinopec Corp. in charge of dealing with matters related to the listing in Hong Kong. Mr. Chen Ge confirms that he has no disagreement with the Board and there is no information which needs to be brought to the attention of the shareholders. Sinopec Corp. expresses its sincere gratitude to him for his contributions to Sinopec Corp. during the term of office.

Mr. Huang Wensheng is appointed as the Secretary to the Board (qua Company Secretary). Please refer to the appendix for the profile of Mr. Huang Wensheng.

By Order of the Board  
**China Petroleum & Chemical Corporation**  
**Huang Wensheng**  
*Secretary to the Board of Directors*

Beijing, the PRC,  
11 May 2012

*As of the date of this notice, directors of Sinopec Corp. are: Fu Chengyu\*, Wang Tianpu#, Zhang Yaocang\*, Zhang Jianhua#, Wang Zhigang#, Cai Xiyu#, Cao Yaofeng\*, Li Chunguang\*, Dai Houliang#, Liu Yun\*, Chen Xiaojin+, Ma Weihua+, Jiang Xiaoming+, Andrew Y. Yan+ , Bao Guoming+.*

*# Executive Director*

*\* Non-executive Director*

*+ Independent Non-executive Director*

## **Appendix:**

**Wang Xinhua**, aged 56, CFO of Sinopec Corp., Director General of Financial Department of Sinopec Corp. Mr. Wang is a professor level senior accountant and obtained a university diploma. In January 2001, he was appointed as Deputy Director General of Finance & Assets Department of China Petrochemical Corporation; in December 2001, he was appointed as Deputy Director General of Finance & Planning Department of China Petrochemical Corporation; in October 2004, he was appointed as Director General of Finance & Planning Department of China Petrochemical Corporation; in May 2008, he was appointed as Director General of Finance Department of China Petrochemical Corporation; in March 2009, he was appointed as Director General of Finance Department of Sinopec Corp.; in May 2009, he was appointed as CFO of Sinopec Corp.

**Zhang Kehua**, aged 58, Vice President of Sinopec Corp., Director General of Engineering Department of Sinopec Corp. Mr. Zhang is a professor level senior engineer and obtained a master degree. In February 1994, he was appointed as Vice President of No.3 Construction Company of the former China Petrochemical Corporation; in April 1996, he was appointed as Deputy Director General of Engineering & Construction Department (concurrently Vice President of Engineering & Construction Co., Ltd.) of the former China Petrochemical Corporation; in December 1998, he was appointed as Deputy Director General of Engineering & Construction Department of China Petrochemical Corporation; in September 2002, he was appointed as Director General of Engineering & Construction Department of China Petrochemical Corporation; in June 2007, he was appointed as Director General of Engineering Department of Sinopec Corp.; in May 2006, he was appointed as Vice President of Sinopec Corp.

**Zhang Haichao**, aged 54, Vice President of Sinopec Corp, Chairman of Board of Directors and General Manager of Sinopec Sales Co., Ltd. Mr. Zhang is a professor level senior economist and obtained a mater degree. In March 1998, he was appointed as Deputy General Manager of Zhejiang Petroleum Corporation; in September 1999, he was appointed as General Manager of Zhejiang Petroleum Corporation; in February 2000, he was appointed as General Manager of Sinopec Zhejiang Petroleum Co., Ltd.; in April 2004, he served as Chairman of Board of Directors of Sinopec-BP Zhejiang Petroleum Sales Co., Ltd.; in October 2004, he served as Secretary of CPC Committee, Vice Chairman of Board of Directors, and Deputy General Manager of Sinopec Sales Co., Ltd.; in November 2005 he served as Secretary of CPC Committee, Chairman of Board of Directors, and Manager of Sinopec Sales Co., Ltd.; in June 2006, he served as Chairman of Board of Directors, and General Manager of Sinopec Sales Co., Ltd.; in April 2003, he was elected as Employee Representative Supervisor of Sinopec Corp. and in November 2005, he was appointed as Vice President of Sinopec Corp.

**Jiao Fangzheng**, aged 49, Vice President of Sinopec Corp, General Director of Sinopec Exploration and Development Department. Mr. Jiao is a professor level senior engineer and obtained the PhD Degree. In January 1999, he was appointed as Chief Geologist in Zhongyuan Petroleum Exploration Bureau of China Petrochemical Corporation; in February 2000, he was appointed as Vice President and Chief Geologist of Sinopec Zhongyuan Oilfield Company; in July 2000, he was appointed as Deputy Director General of Sinopec Petroleum Exploration & Development Research Institute; in March 2001, he was appointed as Deputy Director General of Sinopec Exploration & Development Department; in June 2004, he was appointed as President of Sinopec Northwest Oilfield Company; in July 2010, he was appointed as the General Director of Sinopec Exploration and Development Department and in October 2006, he was appointed as Vice President of Sinopec Corp.

**Lei Dianwu**, aged 49, Vice President of Sinopec Corp, General Director of Sinopec Development & Planning Department. Mr. Lei is a Senior Engineer and obtained university diploma. In October 1995, he was appointed as Vice President of Yangzi Petrochemical Corporation; in December 1997, he was appointed as Director of Planning & Development Department in China Eastern United Petrochemical (Group) Co., Ltd.; in May 1998, he was appointed as Vice President of Yangzi Petrochemical Corporation; in August 1998 he was appointed as Vice President in Yangzi Petrochemical Co., Ltd.; in March 1999, he was appointed temporarily as Deputy Director General of Development & Planning Department of China Petrochemical Corporation; in February 2000, he was appointed as Deputy Director General of Development & Planning Department of Sinopec Corp.; in March 2001, he was appointed as Director General of Development & Planning Department of Sinopec Corp.; in May 2009, he was appointed as Vice President of Sinopec Corp.

**Ling Yiqun**, aged 49, Vice President of Sinopec Corp, General Director of Sinopec Refining Department. Mr. Ling is a professor level senior engineer and obtained mater degree. From 1983, he worked in the refinery of Beijing Yanshan Petrochemical Company and the refining dept. of Beijing Yanshan Petrochemical Company Ltd. In February 2000, he was appointed as the Deputy General Director of Sinopec Refining Department; in June 2003, he was appointed as the General Director of Sinopec Refining Department; in July 2010, he was appointed as Vice President of Sinopec Corp.

**Mr. Huang Wensheng**, aged 45, is the Secretary to the Board of Directors (qua Company Secretary), concurrently the Director General of Secretariat of the Board of the Directors of Sinopec Corp. and the Deputy Director General of President's Office of Sinopec Corp.. Mr. Huang Wensheng is a senior engineer and obtained university diploma. In March 2003, he started working as the Deputy Director General of Secretariat of the Board of Directors of Sinopec Corp., and has been appointed as the Representative on Securities Matters of Sinopec Corp. since May 2006. He has served as the Deputy Director General of President's Office of Sinopec Corp. since August 2009 and as Director General of the Secretariat of the Board of Directors of Sinopec Corp. since September 2009.