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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)**

**RESIGNATION AND PROPOSED  
APPOINTMENT OF DIRECTORS AND SUPERVISORS**

The Board announces that (1) Mr. Liu Zhongli and Mr. Ye Qing have tendered their resignation as independent non-executive Directors with effect from the conclusion of the AGM, and Mr. Ma Weihua and Mr. Wu Xiaogen have been proposed to be appointed as independent non-executive Directors, subject to the approval of the shareholders of Sinopec Corp. by way of ordinary resolutions(s) at the AGM; and (2) Mr. Liu Xiaohong and Mr. Su Wensheng have tendered their resignation as employee representative Supervisors with effect from 28 April 2010, and Mr. Cui Guoqi and Mr. Chang Zhenyong have been elected as employee representative Supervisors by employees of Sinopec Corp. through democratic election.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of China Petroleum & Chemical Corporation (“**Sinopec Corp.**”) announces that, pursuant to the relevant opinions on age of independent directors of the listed companies issued by the relevant government authorities of the People’s Republic of China, each of Mr. Liu Zhongli and Mr. Ye Qing has tendered his respective resignation as an independent non-executive Director with effect from the conclusion of the forthcoming annual general meeting for 2009 of Sinopec Corp. to be held on 18 May 2010 (the “**AGM**”).

Each of Mr. Liu Zhongli and Mr. Ye Qing has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation as an independent non-executive Director that need to be brought to the attention of the shareholders of Sinopec Corp.

Taking this opportunity, the Board would like to express its gratitude to Mr. Liu and Mr. Ye for their great contribution and constant advice to Sinopec Corp. during his tenure of directorship.

## **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Mr. Ma Weihua and Mr. Wu Xiaogen have been proposed to be appointed as independent non-executive Directors, subject to the approval of the shareholders of Sinopec Corp. by way of ordinary resolutions(s) at the AGM.

### **Mr. Ma Weihua**

Ma Weihua, aged 61. Mr. Ma is a senior economist. He graduated with a doctorate degree. He has served as a vice director of the General Affairs Office of the People's Bank of China ("PBOC") since May 1988 and deputy director of the Fund Planning Department of PBOC since March 1990. He has served as deputy president and secretary of the Party of the Hainan Branch of PBOC since October 1992 and a director, governor and secretary of the Communist Party Committee of China Merchant Bank since January 1999.

Mr. Ma has not held any directorship in other listed companies in the past three years.

As at the date of the announcement, Mr. Ma has no relationship with any Directors, senior management or substantial or controlling shareholder(s) of Sinopec Corp.

As at the date of the announcement, Mr. Ma does not have any interest in the shares of Sinopec Corp. within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Sinopec Corp. is of the view that Mr. Ma has satisfied the requirement of independence as set out in Rule 3.13 of the Hong Kong Listing Rules.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Ma's proposed appointment as an independent non-executive director of Sinopec Corp. that need to be brought to the attention of the shareholders of Sinopec Corp. nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

## **Mr. Wu Xiaogen**

Wu Xiaogen, aged 44. Mr. Wu is a researcher. He graduated with a doctorate degree. He served as an assistant to the general manager, deputy general manager of the Securities Business Department of China Jingu International Trust and Investment Limited in April 1998. He has served as the deputy general manager of the Securities Management Department, the general manager of the Institutional Management Department of China Technology International Trust Investment Company since March 1999. He was the head of the audit teaching and research unit of the School of Accountancy of Central University of Finance and Economics from July 2000 and the vice president of the School of Accountancy of Central University of Finance and Economics from July 2000. He has been the chief accountant of China First Heavy Industries since November 2004. Mr. Wu served as independent director of Heilongjiang SunField Science and Technology Co., Ltd. (黑龍江聖方科技股份有限公司) from 30 May 2005 to 30 May 2008 and independent director of Beijing AriTime Intelligent Control Co., Ltd. (北京金自天正智慧控制股份有限公司) from 28 January 2003 to 28 January 2009, and has served as independent director of China Eastern Airlines Corporation since 19 March 2010.

Save as disclosed above, Mr. Wu has not held any directorship in other listed companies in the past three years.

As at the date of the announcement, Mr. Wu has no relationship with any Directors, senior management or substantial or controlling shareholder(s) of Sinopec Corp.

As at the date of the announcement, Mr. Wu does not have any interest in the shares of Sinopec Corp. within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Sinopec Corp. is of the view that Mr. Wu has satisfied the requirement of independence as set out in Rule 3.13 of the Hong Kong Listing Rules.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Wu's proposed appointment as an independent non-executive director of Sinopec Corp. that need to be brought to the attention of the shareholders of Sinopec Corp. nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Subject to the approval by the AGM, the above independent non-executive director candidates will enter into corresponding service contracts with Sinopec Corp., with the office of term commencing from 18 May 2010 until the convening of the 2011 annual general meeting to be held in 2012. According to the service contracts, the

emoluments for the provision of services by the independent non-executive Directors under the service contracts is RMB240,000 (before tax). Sinopec Corp. will disclose the remuneration paid to the relevant Directors during the reporting period in its annual report.

### **RESIGNATION OF EMPLOYEE REPRESENTATIVE SUPERVISORS**

The Board announces that, due to adjustment of work, each of Mr. Liu Xiaohong and Mr. Su Wensheng has tendered his respective resignation as an employee representative supervisor of Sinopec Corp. with effect from 28 April 2010.

Each of Mr. Liu Xiaohong and Mr. Su Wensheng has confirmed that he has no disagreement with the Board and the supervisory committee and there are no other matters relating to his resignation as an employee representative supervisor that need to be brought to the attention of the shareholders of Sinopec Corp.

The Board hereby expresses its gratitude to Mr. Liu and Mr. Su for their significant contribution and valuable opinions to Sinopec Corp. during their term of office.

### **APPOINTMENT OF EMPLOYEE REPRESENTATIVE SUPERVISORS**

Mr. Cui Guoqi and Mr. Chang Zhenyong have been elected as employee representative supervisors by employees through democratic election.

#### **Mr. Cui Guoqi,**

Cui Guoqi, aged 57. Mr. Cui is a professor level senior political tutor and obtained master degree. Mr. Cui was appointed as chairman of the trade union of Sinopec Yanshan Petrochemical Corporation in February 2000. He was appointed as chairman of the trade union and a director of Sinopec Yanshan Petrochemical Corporation in April 2002. He was appointed as Deputy Secretary of Party Committee, Chairman of Labor Union of Beijing Yanshan Petrochemical Corporation in August 2005. Mr. Cui was appointed as the Deputy Secretary of Party Committee of Sinopec Yanshan Petrochemical Company and its Union Chairman, Director, and Chairman of Beijing Eastern Petrochemical Co. Ltd. in November 2006. In October 2007, he was appointed as president, deputy secretary of Party Committee of Baichuan Economical and Trading Company of China Petrochemical Corporation and director general of Headquarters Services Department of China Petrochemical Corporation. Mr. Cui was appointed as employee representative supervisor of the second session of Supervisory Board of Sinopec Corp. in April 2003; he was elected as employee representative supervisor of the third session of Supervisory Board of Sinopec Corp. in May 2006.

Mr. Cui has not held any directorship in other listed companies in the past three years.

As at the date of the announcement, Mr. Cui has no relationship with any Directors, senior management or substantial or controlling shareholder(s) of Sinopec Corp.

As at the date of the announcement, Mr. Cui does not have any interest in the shares of Sinopec Corp. within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Cui's appointment as an employee representative supervisor that need to be brought to the attention of the shareholders of Sinopec Corp. nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **Mr. Chang Zhenyong**

Chang Zhenyong, aged 52. Mr. Chang is a professor level senior political tutor and obtained master degree. He has served as deputy manager of Sinopec Tianjin Petrochemical Corp. since September 1997; deputy manager of Sinopec Tianjin Petrochemical Corp., deputy manager of Sinopec Tianjin since February 2000; manager of Sinopec Tianjin, deputy manager of Sinopec Tianjin Petrochemical Corp. since September 2000. He was appointed as a member of the Standing Committee of the Communist Party and deputy mayor (nominal) of Beihai City of Guangxi Zhuang Autonomous Region in February 2004. Mr. Chang was appointed as the director of the department of production and operations management in November 2005. In December 2007, he was appointed as the general manager, deputy secretary of the Communist Party Committee of Qilu Petroleum and Petrochemical Company, general manager of Sinopec Qilu in December 2007.

Mr. Chang has not held any directorship in other listed companies in the past three years.

As at the date of the announcement, Mr. Chang has no relationship with any Directors, senior management or substantial or controlling shareholder(s) of Sinopec Corp.

As at the date of the announcement, Mr. Chang does not have any interest in the shares of Sinopec Corp. within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Chang's appointment as an employee representative supervisor that need to be brought to the attention of the shareholders of Sinopec Corp. nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

The above employee representative supervisors, who have been elected by the employees of Sinopec Corp. by way of democratic election, have entered into relevant service contracts with Sinopec Corp., with the terms commencing from 28 April 2010 up to the convening of the 2011 annual general meeting to be held in 2012. Pursuant to the provisions in the relevant service contracts, the remuneration under the service contract will be set in accordance with relevant laws and regulations and “Measures for Implementation of Remuneration Packages for Senior Management of Sinopec Corp.

## **GENERAL**

A circular containing details of the proposed appointment of Directors will be despatched to the shareholders of Sinopec Corp. as soon as practicable. A supplemental notice of the AGM will be issued in due course.

By Order of the Board  
**Chen Ge**  
*Secretary to the Board of Directors*

Beijing, PRC, 29 April 2010

*As of the date of this notice, directors of the company are: Su Shulin\*, Wang Tianpu#, Zhang Yaocang\*, Zhang Jianhua#, Wang Zhigang#, Cai Xiyoun#, Cao Yaofeng\*, Li Chunguang\*, Dar Houliang#, Liu Yun\*, Liu Zhongli+, Ye Qing+, Li Deshui+, Xie Zhongyu+ and Chen Xiaojin+.*

*# Executive Director*

*\* Non-executive Director*

*+ Independent Non-executive Director*