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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 resolution passed  
at the Second Extraordinary General Meeting for the Year 2011**

Sinopec Corp. and all members of the Board warrant the authenticity, accuracy and completeness of the information contained in this announcement, and there are no material omissions, or misrepresentations or misleading statements contained herein.

Important Notice:

- There is no objection against or amendment to the proposed resolutions at the EGM;
- There is no supplementary proposed resolution before the convening of the EGM.

**I. Convening and attendance of the meeting**

China Petroleum & Chemical Corporation (“Sinopec Corp.”) held its second extraordinary general meeting for the year 2011 (“EGM”) at Kempinski Hotel, 50 Liangmaqiao Road, Chaoyang District, Beijing, PRC on 15 December 2011 at 9:00 a.m. According to the requirements, holders of domestic shares are provided with internet voting to participate at the EGM.

The number of shareholders and authorized proxies who attended the EGM was 97, holding an aggregate of 73,294,818,011 shares carrying valid voting rights, representing 84.54% of the total number of shares carrying attending and valid voting rights, among which the number of holders of A shares and authorized proxies was 92, holding an aggregate of 66,206,202,605 shares, representing 76.36% of total number of A shares carrying valid voting rights, while the

number of holders of H shares and authorized proxies was 5, holding an aggregate of 7,088,615,406 shares, representing 8.18% of total number of H shares carrying valid voting rights. As at the shareholding record date of the EGM, the total number of shares entitling the holders to attend and vote for or against the resolutions at the EGM was 86,702,557,739. There were no shares entitling the holders to attend and vote only against relevant resolutions at the EGM.

The EGM was convened by the board of directors of Sinopec Corp. (the “Board”) and chaired by Mr. Fu Chengyu, chairman of the Board, by way of physical meeting and internet voting provided to holders of domestic shares. There are currently 15 directors and 9 supervisors of Sinopec Corp.. Mr. Zhang Yaocang, vice chairman of the Board, Mr. Zhang Jianhua, Mr. Wang Zhigang, Mr. Cai Xiyong and Mr. Liu Yun, directors, attended the EGM; Mr. Wang Zuoran, chairman of the board of supervisors, Mr. Li Yonggui, Mr. Geng Limin, Mr. Zou Huiping, Mr. Zhou Shiliang and Mr. Jiang Zhenying, supervisors, attended the meeting; Mr. Wang Xinhua, the Chief Financial Officer, and Mr. Zhang Kehua and Mr. Zhang Haichao, vice presidents, were present at the EGM; Mr. Chen Ge, the secretary to the Board attended the EGM. The EGM was convened and held in compliance with the requirements of the Company Law and the articles of association of Sinopec Corp.

## II. Consideration of the resolutions

The resolution in connection with the downward adjustment to the conversion price of Sinopec Corp.’s A share convertible bonds was considered and approved at the EGM by way of poll:

	<b>Representing shares</b>	<b>For</b>	<b>Against</b>	<b>Approval (%)</b>
<b>Voting Results</b>	73,258,805,359	67,106,777,856	6,152,027,503	91.60%

## III. Witness by lawyers

Li Liping and Wang Yao from Haiwen & Partners, Sinopec Corp.’s PRC legal advisor attended the EGM and issued a legal opinion that the convening of and the procedures for holding the EGM, the voting procedures at the EGM, the eligibility of the convenor of the EGM and the eligibility of the shareholders (or their proxies) attending the physical meeting of the EGM were in compliance with the requirements of relevant laws and the articles of association of Sinopec Corp. and the voting results at the EGM were valid.

In accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Hong Kong Registrars Ltd. was appointed as the scrutineer in respect of voting at the EGM<sup>Note</sup>.

In accordance with the requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the trading of A shares of Sinopec Corp. on the Shanghai Stock Exchange was suspended since 9:30 a.m. on 15 December 2011 and will resume for trading from 9:30 a.m. on 16 December 2011.

#### IV. Documents for inspection

- (1) The resolution of the EGM signed by the directors and the recorder who attended the EGM;
- (2) The legal opinion.

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

15 December 2011

*Note: Hong Kong Registrars Ltd. is the H Share registrar for Sinopec Corp.*

*As of the date of this announcement, directors of Sinopec Corp. are: Fu Chengyu\*, Wang Tianpu#, Zhang Yaocang\*, Zhang Jianhua#, Wang Zhigang#, Cai Xiyou#, Cao Yaofeng\*, Li Chunguang\*, Dai Houliang#, Liu Yun\*, Li Deshui+, Xie Zhongyu+, Chen Xiaojin+, Ma Weihua+ and Wu Xiaogen+.*

*# Executive Director*

*\* Non-executive Director*

*+ Independent Non-executive Director*