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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: 00386)

Announcement of Resolutions of the 13th Meeting of the Sixth Session of the Board of Directors

The Board and all directors of the Company warrant that there are no false representations, misleading statements or material omissions contained in this announcement and severally and jointly accept full responsibility for the authenticity, accuracy and completeness of the information contained herein.

The written notice of 13th meeting (the "Meeting") of the Sixth Session of the Board of Directors (the "Board") of China Petroleum & Chemical Corporation ("Sinopec Corp." or the "Company") was despatched on 12 April 2017 and the Meeting was held by way of written resolution on 27 April 2017.

The notification and convening of the Meeting had complied with the requirements of the relevant laws, administrative regulations, departmental rules, normative documents and the Articles of Association of Sinopec Corp. (the "Articles of Association"). After discussion and deliberation, all directors unanimously approved the following resolutions:

I. The 2017 First Quarterly Report of the Company.

Please refer to the 2017 First Quarterly Report of China Petroleum & Chemical Corporation published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") (<http://www.hkexnews.hk>) on the same date by the Company for details.

II. Resolution on the acquisition of equity interest in Shanghai SECCO Petrochemical Company Limited by Sinopec Shanghai Gaoqiao Petroleum and Chemical Limited.

Please refer to the relevant announcement published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) on the same date by the Company for details.

- III. Resolution on adjusting parameters for appraisal of project returns of Sinopec Corp.
- IV. Resolution on proposed election of director of the Company at the General Meeting.

It was agreed that Mr. Li Yunpeng be nominated as a candidate for appointment as a non-executive director for the Sixth Session of the Board of Directors of Sinopec Corp., and the proposed election would be submitted for consideration and approval at the general meeting of the Company. The aforesaid nomination was agreed by all independent non-executive directors of the Company. It was agreed that the Secretary to the Board was authorised to be responsible for handling the various relevant procedures in respect of, among other things, application, reporting for approval, registration and filing required for the election of director on behalf of Sinopec Corp.

Please refer to the announcement in relation to proposed election of director of the Company published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) on the same date by the Company for details.

- V. Resolution on amendments to the Articles of Association and the Rules of Procedures of Board Meeting.

It was agreed to amend the Articles of Association and the Rules of Procedures of Board Meeting and to submit for consideration and approval at the general meeting of the Company, and the Secretary to the Board was authorised to be responsible for handling the various relevant procedures in respect of, among other things, application, reporting for approval, registration and filing required for making the aforesaid amendments to the Articles of Association and Rules of Procedures of Board Meeting (including making amendment to the wordings in accordance with the requirement of the relevant regulatory authorities) on behalf of Sinopec Corp.

Please refer to the announcement in relation to the amendments to the Articles of Association and the Rules of Procedures of Board Meeting published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) on the same date by the Company for details.

- VI. Resolution on the plan of Overseas Listing of Sinopec Marketing Co., Ltd.

Sinopec Marketing Co., Ltd. (中国石化销售有限公司) (“Marketing Company”), a majority-owned subsidiary of the Company, is approved to carry out overseas listing of its shares (the “Overseas Listing” or “Spin-off Listing”), after its conversion (the “Conversion”) into a joint stock limited liability company with the name “中国石化销售股份有限公司 (Sinopec Marketing Co., Ltd.)” (“Sinopec Marketing”), of which the main objectives are to further deepen the reform of systems and mechanisms, stimulate the business vitality, enhance the competitiveness, activate the tremendous potential for development of the emerging business (non-fuel), strengthen and expand the marketing business of refined oil products and natural gas for automobiles (the “fuel business”) and the emerging business (non-fuel), and enhance the overall enterprise value of the

Company. The Overseas Listing plan is as follows:

1. Issuer: 中国石化销售股份有限公司 (Sinopec Marketing Co., Ltd.)
2. Type of securities to be issued: Overseas listed foreign invested shares (the "Overseas-listed Shares").
3. Par value per share: RMB1.00
4. Offering size: According to regulation requirements and Marketing Company's funding need for future development, the number of Overseas-listed Shares to be issued will be 10% of the total share capital after issuance (before the exercise of the over-allotment option). The over-allotment option to be granted to the underwriter(s) in accordance with market condition will not exceed 15% of the number of Overseas-listed Shares to be issued (before the exercise of the over-allotment option). The number of shares to be issued shall be finally determined by Sinopec Marketing's board of directors and/or its authorised persons as authorised by Sinopec Marketing's general meeting according to applicable laws, approvals by regulatory authorities and the market conditions.
5. Target subscribers: Foreign investors meeting relevant conditions and qualified domestic investors that are entitled to invest in foreign securities pursuant to relevant laws of the People's Republic of China ("PRC").
6. Offering price: The final offering price will be negotiated and determined together by Sinopec Marketing's board of directors and/or its authorised persons as authorised by Sinopec Marketing's general meeting and the underwriter(s) after full consideration of the interests of the shareholders of Sinopec Marketing in accordance with international capital market conditions, the normal valuation level of the industry that Sinopec Marketing engages in, conditions of subscriptions at the time of the issuance, as well as the results of roadshow and bookbuilding.
7. Issuing date: The Overseas Listing will be completed at an optimal market window within the effective period of the resolutions of the general meeting of Sinopec Marketing in due course. The specific issuing date will be determined by Sinopec Marketing's board of directors and/or its authorised persons as authorised by the general meeting of Sinopec Marketing after taking into account the capital market conditions and approval progress of domestic and overseas regulatory authorities.
8. Transfer / Reduction of state-owned shares: upon the public offering of new shares by Sinopec Marketing, its state-owned shareholders shall perform their obligation in relation to the transfer / reduction of state-owned shares in accordance with relevant laws and regulations of PRC. The detailed arrangement is subject to the approvals from relevant competent authorities.

9. Use of proceeds: The proceeds shall be used to develop the primary businesses including the fuel business and the emerging business (non-fuel), as well as optimise the asset-liabilities structure. The detailed use of proceeds is subject to the disclosure in Sinopec Marketing's prospectus for the Overseas Listing.

Given that the above is a preliminary plan which is subject to the approval by Sinopec Marketing's board of directors and at the general meeting, as well as the approval by domestic and overseas regulatory authorities including State-owned Assets Supervision and Administration Commission of the State Council ("SASAC"), China Securities Regulatory Commission ("CSRC"), etc., it will be proposed to the general meeting of the Company that the Board and its authorised persons will be authorised to determine or adjust the Overseas Listing plan of Sinopec Marketing dependent on specific conditions, in order to facilitate the application for the Overseas Listing.

Upon the Overseas Listing of Sinopec Marketing, the Company will retain a majority shareholding in Sinopec Marketing, and Sinopec Marketing will remain as a majority-owned subsidiary of the Company.

- VII. Resolution on the compliance of the Overseas Listing of Sinopec Marketing Co., Ltd. with the *Circular on Issues in Relation to Regulating Overseas Listing of Subsidiaries of Domestic-Listed Companies*.

The Overseas Listing of Marketing Company is in compliance with the requirements prescribed in the *Circular on Issues in Relation to Regulating Overseas Listing of Subsidiaries of Domestic Listed Companies* (Zheng Jian Fa [2004]No. 67).

1. The listed company has been profitable in the latest three consecutive years.

According to the Company's financial statements prepared in accordance with PRC Accounting Standards for Business Enterprises ("ASBE") and audited by PricewaterhouseCoopers Zhong Tian LLP ("PwC"), the net profits attributable to equity shareholders of the Company were RMB47,430 million (restated figure in the audited financial statements for the year 2015), RMB32,281 million (restated figure in the audited financial statements for the year 2016), and RMB46,416 million for the year 2014, 2015 and 2016, respectively, which complies with the provision of "profitable in the latest three consecutive years".

2. The businesses and assets in which the listed company has invested with the proceeds from its share issues and fundraisings within the latest three financial years shall not be used as its capital contribution to the subsidiary for the purpose of applying for overseas listing.

Since January 2014, the Company has not used the business and assets in which the Company has invested with proceeds from share issues or fundraisings within the latest three financial years as capital contribution to Marketing Company for

the purpose of applying for overseas listing.

3. The net profit of the subsidiary that the listed company is entitled to according to the equity interests in the consolidated financial statements for the latest financial year shall not exceed 50% of the net profit in the consolidated financial statements of the listed company.

According to the financial statements of the Company and Marketing Company for the year 2016 prepared in accordance with ASBE and audited by PwC, the net profit of Marketing Company that the Company is entitled to according to the equity interests in the consolidated financial statements does not exceed 50% of the Company's net profit in its consolidated financial statements for the year 2016.

4. The net assets of the subsidiary that the listed company is entitled to according to the equity interests in the consolidated financial statements for the latest financial year shall not exceed 30% of the net assets in the consolidated financial statements of the listed company.

According to the financial statements of the Company and Marketing Company for the year 2016 prepared in accordance with ASBE and audited by PwC, the net assets of Marketing Company that the Company is entitled to according to the equity interests in the consolidated financial statements do not exceed 30% of the Company's net assets in its consolidated financial statements for the year 2016.

5. There is no competition within the same industry between the listed company and the subsidiary, and they are independent from each other in assets and finance, and have no overlapping management.

- (1) There is no competition within the same industry between the listed company and the subsidiary.

Marketing Company is mainly engaged in the storage and logistics, retail sales, direct sales and distribution of petroleum products such as refined oil products, natural gas for automobile and fuel oil, etc., as well as development and operation of emerging business (non-fuel) (such as convenience stores, E-Commerce (Ejoy365.com), auto services, etc.). The principal businesses of the Company (apart of Marketing Company) include the exploration and production, pipeline transportation and sale of oil and gas; petroleum refining and the production, sale, storage and transportation of petrochemical products, coal chemical products, synthetic fiber, and other chemical products; the import and export, including an import and export agency business, of petroleum, natural gas, petrochemical and chemical products, and other commodities and technologies, etc.

The Company (apart of Marketing Company) and Marketing Company are engaged in different principal businesses. There is no material competition within the same industry between the Company and Marketing Company.

- (2) The listed company and the subsidiary are independent from each other in assets and finance.

Sinopec Corp. and Marketing Company have their own independent and complete operational relevant assets with clear ownership. Marketing Company has the ownership right or use right to the assets for production and operation. Sinopec Corp. and Marketing Company have set up independent financial departments and established financial accounting and financial management systems for the parent company and its subsidiaries, respectively.

Sinopec Corp. and Marketing Company are independent from each other in assets and finance.

- (3) The management of the listed company and the subsidiary do not hold overlapping positions in each other.

The management of Sinopec Corp. and Marketing Company do not hold overlapping positions in each other.

6. The shares of the subsidiary held by the directors, senior management and affiliates of the listed company and its subsidiaries shall not exceed 10% of the total share capital of the subsidiary prior to the overseas listing.

Sinopec Corp. is in compliance with the above condition.

7. The funds or assets of the listed company are not in the occupation of the individual, legal person or other organization and their affiliates which has the de facto controlling power over the listed company, and there are no major connected transactions that would prejudice the interests of the listed company.

Sinopec Corp. is in compliance with the above condition.

8. The listed company has no acts of major violations of laws or regulations in the latest three years.

Sinopec Corp. is in compliance with the above condition.

In summary, the Overseas Listing of Marketing Company is in compliance with the requirements prescribed in the *Circular on Issues in Relation to Regulating*

Overseas Listing of Subsidiaries of Domestic Listed Companies (Zheng Jian Fa [2004]No. 67)

VIII. Resolution on the undertaking of the Company to maintain its independent listing status.

The Company and Marketing Company shall continue to be independent from each other in the aspects of staff, asset, finance, institution, business, etc. They have their respective independent accounting mechanisms and independently undertake liabilities and risks.

The Conversion and subsequent Overseas Listing of Marketing Company will not have material adverse impact on the sustainable operations of the other business segments of the Company, nor will it affect the Company in maintaining its independent listing status, which is in compliance with the applicable laws, regulations, rules and normative documents as well as the requirements prescribed in the *Circular on Issues in Relation to Regulating Overseas Listing of Subsidiaries of Domestic Listed Companies* (Zheng Jian Fa [2004] No. 67) issued by the CSRC.

IX. Resolution on the description of the sustainable profitability and prospects of the Company.

The Company maintains good momentum of development at present. The Overseas Listing of Sinopec Marketing will not have material adverse impact on the sustainable operations of the other business segments of the Company. Upon completion of the Overseas Listing of Sinopec Marketing, the Company will retain a majority shareholding in Sinopec Marketing, and continue to consolidate the results of Sinopec Marketing in its financial statements. In the future, Sinopec Marketing will further enhance its competitive advantage in the fuel business, and by way of expanding and developing its emerging business (non-fuel), Sinopec Marketing is expected to continuously improve its profitability. Even taking into account the dilution on the Company's shareholding in Sinopec Marketing upon completion of the Spin-off Listing, the profit of Sinopec Marketing attributable to the Company is expected to increase, which will help improve the overall financial performance of the Company. In addition, the Overseas Listing of Sinopec Marketing will further enhance the core competitiveness of the Company and promote the sustainable development of the Company.

In summary, upon the Overseas Listing of Sinopec Marketing, the Company is able to continue to maintain favorable sustaining operation ability and profitability. The relevant arrangements of Sinopec Marketing's Spin-off Listing are in line with the interest of the shareholders of the Company as a whole.

X. Resolution on the authorisation to the Board and its authorised persons to deal with the Overseas Listing matters of Sinopec Marketing Co., Ltd.

It was approved to propose at the general meeting of the Company to authorise the Board to deal with matters relating to the Overseas Listing of Marketing Company at its full

discretion, including but not limited to:

1. To exercise the shareholders' right over Marketing Company on behalf of the Company at its full discretion, to make relevant decision(s) which should be made by Sinopec Corp. in relation to the Overseas Listing of Marketing Company (except for matters that are required to be resolved by the general meeting of Sinopec Corp. pursuant to the laws and regulations).
2. To adjust and modify the relevant matters, plans and contents thereof in relation to the Overseas Listing of Marketing Company in accordance with the specific conditions (except for matters that are required to be resolved by the general meeting of Sinopec Corp. pursuant to the laws and regulations).
3. To deal with, at its full discretion, relevant matters in respect of the submission of application for the Overseas Listing to CSRC, the relevant overseas stock exchanges and other regulators, including but not limited to the submission of application to CSRC and the relevant overseas stock exchanges for the Spin-off Listing, communication with CSRC and the relevant overseas stock exchanges in respect of the matters relating to the application for the Spin-off Listing, as well as adjustments and modifications to the matters relating to the Overseas Listing of Marketing Company in accordance with the requirements of CSRC and the relevant overseas stock exchanges.
4. To deal with other specific matters in connection with the Overseas Listing of Marketing Company, including but not limited to the engagement of relevant intermediaries, amendment, execution, delivery and receipt of necessary agreements and legal documents and relevant information disclosure in accordance with applicable regulatory rules.
5. Upon approval of the aforesaid authorisations by the general meeting of the Company, the Board authorises the Chairman of the Board and his authorised persons to deal with the above matters at their full discretion.

The abovementioned authorisation is valid for 18 months from the date on which the proposal is approved at the Company's general meeting.

- XI. Resolution on the provision of Assured Entitlement to H-share shareholders of the Company only for the Overseas Listing of Sinopec Marketing Co., Ltd.

As the Company proposes the Overseas Listing of Marketing Company, pursuant to the requirements under the Practice Note 15 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Practice Note 15"), the Company shall have due regard to the interests of its existing shareholders by way of providing the existing shareholders with an assured entitlement to shares of Sinopec Marketing (the "Assured Entitlement"), either by way of a distribution in specie of existing shares in Sinopec Marketing to existing shareholders, or by way of preferred application and

subscription at the offering price in the proposed Overseas Listing of Sinopec Marketing. In order to comply with the requirements under the Practice Note 15, the Company planned to provide the existing shareholders with the Assured Entitlement, but due to the impediments arising from legal and policy perspectives for providing the Assured Entitlement to existing A-share shareholders (including but not limited to overseas stock investment by domestic investors, as well as requirements on the Company's form of dividend distribution as stated in the *Prerequisite Clauses of the Articles of Association of Companies Seeking a Listing Outside the PRC* issued by the CSRC and the Articles of Association), the Company proposes to provide the Assured Entitlement to existing H-share shareholders only. The provision of Assured Entitlement to H-share shareholders of the Company is subject to and conditional on the laws and rules of the overseas listing destination and the relevant overseas stock exchange.

- XII. Approved the proposal in relation to convening the first A shareholders class meeting of Sinopec Corp. for 2017 and the first H shareholders class meeting of Sinopec Corp. for 2017. Approved the authorisation to the Secretary to the Board to publish the relevant notices in due course.

The above Resolutions IV to XI will be submitted for consideration and approval at the annual general meeting of Sinopec Corp. for 2016 while the Resolution XI will also be submitted for consideration and approval at the first A shareholders class meeting of Sinopec Corp. for 2017 and the first H shareholders class meeting of Sinopec Corp. for 2017.

The number of votes in favor of all the above resolutions was 10 votes, without objection and abstention votes.

By Order of the Board
China Petroleum & Chemical Corporation
Huang Wensheng
Vice President and Secretary to the Board of Directors

Beijing, the PRC,
27 April 2017

As of the date of this announcement, directors of Sinopec Corp. are: Wang Yupu, Dai Houliang#, Wang Zhigang#, Zhang Haichao#, Jiao Fangzheng#, Ma Yongsheng#, Jiang Xiaoming+, Andrew Y. Yan+, Tang Min+ and Fan Gang+.*

Executive Director

** Non-executive Director*

+ Independent Non-executive Director