

PETROCHINA COMPANY LIMITED

Rules of Procedure of the Nomination Committee

Clause 1: Pursuant to the Company Law of the People's Republic of China (the "Company Law"), the Articles of Association of PetroChina Company Limited (the "Articles"), the Rules of Procedure for the Board of Directors (the "Board") of PetroChina Company Limited (the "Company") (the "Rules of Procedure of the Board") and applicable regulatory requirements of the places where the shares of the Company are listed, these rules of procedure are formulated to govern the constitution, responsibilities and working procedures of the Board's Nomination Committee, ensure the compliance in generation of directors and senior officers of the Company and in operation of the Board, and improve the corporate governance structure of the Company.

Clause 2: The Nomination Committee shall strictly perform its duties in accordance with the provisions of laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, the Articles and these Rules.

Clause 3: The Nomination Committee shall be composed of three to four directors and at least one director of a different gender, with independent directors taking the most seats. The Nomination Committee shall have a chairman, who shall be the chairman of the Board.

Clause 4: Members of the Nomination Committee shall have the term of office same as that of the directors, and each term shall not exceed three years. Upon the expiration of the term, they are eligible for re-election.

If a member of the Nomination Committee resigns or for other reasons ceases to be a director of the Company, he/she shall automatically resign from the Nomination Committee from the time he/she ceases to be a director.

If a member of the Nomination Committee resigns or is removed from office before the expiration of his/her term of office, he/she shall comply with the relevant provisions of the Company Law and the Measures for the Administration of Independent Directors of Listed Companies. If this results in the composition of the Nomination Committee falling short of the statutory requirements, the original member shall continue to perform his/her duties until the new member takes office.

Clause 5: The Nomination Committee is responsible for formulating the standards and procedures for the selection of directors and senior officers, evaluating the performance

of the Board at least annually, considering factors such as the composition and professional structure of the Board (including skills, knowledge and experience), and assisting the Board in preparing the Board skills matrix. The Nomination Committee shall select and review the candidates for directors and senior officers and their qualifications, and make recommendations to the Board on the following matters:

- (1) Nomination, appointment or removal of directors;
- (2) Engagement or removal of senior officers;
- (3) succession planning for directors;
- (4) Other matters stipulated by laws, administrative regulations, securities regulatory authorities of the places where the Company's shares are listed and the Rules of Procedure of the Board.

If the recommendations of the Nomination Committee are not adopted or not fully adopted by the Nomination Committee, the opinion of the Nomination Committee and the specific reasons for its non-adoption shall be recorded in the resolutions of the Board and disclosed accordingly.

Clause 6: The Nomination Committee shall evaluate the qualifications of directors and senior officers (including the independence of independent directors). If it finds that they do not meet the qualifications, it shall promptly make recommendations to the Board for their removal.

Clause 7: The Nomination Committee may, at the Company's expenses, engage any external experts or intermediaries for any independent professional recommendation as required.

Clause 8: The meeting of Nomination Committee may be held physically or via telecommunications. If proposed by two or more members, or when the Chairman considers it necessary, an extraordinary meeting may be convened. The Chairman shall convene and preside over the Nomination Committee meeting within ten days after receiving the proposal.

Clause 9: To convene a regular meeting of the Nomination Committee, a written notice shall be given to all members seven days prior to the meeting.

The above notice methods include: delivery by courier, electronic mail, mail, facsimile, etc.

Clause 10: A notice for a meeting of the Nomination Committee shall set out the following:

- (1) time and venue of the meeting;
- (2) duration of the meeting;
- (3) reasons and agenda;
- (4) the delivery date of the notice.

Clause 11: The quorum for a meeting of the Nomination Committee shall be two-thirds or more of its members present.

In principle, the Company shall provide relevant materials and information no later than seven days before the regular meeting of the Nomination Committee.

Clause 12: The chairman of the Nomination Committee is responsible for convening and presiding over the Nomination Committee meetings. When the chairman is unable to attend or refuses to perform his/her duties, more than half of the members of the Nomination Committee shall jointly elect one independent director member to preside over the meeting.

Clause 13: The Nomination Committee shall meet regularly at least once a year. Such meeting shall generally be held prior to the first annual regular meeting of the Board. The Nomination Committee shall submit its resolutions or recommendations to the Board following the discussions. A regular meeting of the Nomination Committee shall mainly cover: to review the structure, size and composition of the Board and its special committees and make recommendations to the Board, and to discuss the performance of the Board in the past year, independent directors' work report and others.

Clause 14: Members of the Nomination Committee shall attend the Nomination Committee meetings in person and provide clear opinions on matters under discussion. If a member is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form clear opinions, record such opinions in the power of attorney, and authorize another member in writing to attend on his/her behalf.

Each member of the Nomination Committee may accept the entrustment of at most one member, and the power of attorney must specify the scope and duration of the authorization. If an independent director member is unable to attend the meeting for any reason, he/she shall entrust another independent director member in the Nomination Committee to attend on his/her behalf.

Clause 15: The resolutions of the Nomination Committee shall be adopted through voting on a one-member, one-vote basis.

If a member of the Nomination Committee has a conflict of interest in the matters discussed at the meeting, he/she must recuse himself/herself. If an effective review opinion cannot be formed due to such recusal, the relevant matters shall be submitted to the Board for consideration.

Clause 16: The Nomination Committee meetings shall prepare meeting minutes in accordance with regulations. The meeting minutes shall be true, accurate, and complete, and fully reflect the opinions expressed by the attendees on the matters under consideration. The members of the Nomination Committee attending the meeting shall sign the meeting minutes.

Meeting minutes, meeting resolutions, powers of attorney, and other relevant meeting materials shall be properly kept by the Company for a retention period of 10 years or more.

Clause 17: The Nomination Committee shall keep full and unlimited communication with the management. The Nomination Committee may invite directors and senior officers of the Company to attend the Nomination Committee meetings and provide relevant information if practical.

Clause 18: The organization and human resource department of the Company is responsible for providing the Nomination Committee with relevant information about the nominees, and undertaking relevant affairs of the Nomination Committee.

Clause 19: Any reference to “or above” or “or more” in the Rules shall include the number which precedes it, and “more than” shall not include the number itself. Unless otherwise stated, technical terms used in the Rules shall have the same meaning as they appear in the Articles.

Clause 20: Any matters not specified in the Rules shall comply with relevant laws, regulations and the Articles. In case that the Rules conflicts with any laws and regulations to be issued or the Articles to be revised in the future, the latest laws, regulations or the Articles shall prevail.

Clause 21: The Rules shall come into effect from the date when they are passed by the Board.

Clause 22: The Rules shall be interpreted by the Board.