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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)

**NOTICE OF ANNUAL GENERAL MEETING FOR 2024 AND
FIRST H SHAREHOLDERS CLASS MEETING FOR 2025**

NOTICE IS HEREBY GIVEN that the annual general meeting for 2024 (“**Annual General Meeting**” or “**AGM**”) of China Petroleum & Chemical Corporation (“**Sinopec Corp.**” or the “**Company**”) will be held at Swissôtel Beijing Hong Kong Macau Center, No. 2 Chaoyangmen North Street, Dongcheng District, Beijing, PRC on Wednesday, 28 May 2025 at 9:00 a.m. and the first H shareholders class meeting for 2025 of the Company (the “**H Shareholders Class Meeting**”) will be held at the same venue immediately following the conclusion of the AGM and the first A shareholders class meeting for 2025 of the Company.

Unless otherwise indicated, capitalised terms used in this notice have the same meanings as those defined in the circular of the Company dated 7 April 2025 (the “**Circular**”).

Resolutions to be considered and approved at the Annual General Meeting

By way of non-cumulative voting:

1. To consider and approve the Report of the Board of Sinopec Corp. for 2024.
2. To consider and approve the Report of the Supervisory Committee of Sinopec Corp. for 2024.
3. To consider and approve the financial reports of the Company for the year 2024 audited by KPMG Huazhen LLP and KPMG (“**KPMG**”).
4. To consider and approve the profit distribution plan of Sinopec Corp. for the year 2024.

It is proposed by the Board to the Shareholders at the AGM to consider and approve the distribution of a final cash dividend of RMB0.14 (tax inclusive) per share held by the Shareholders on the relevant record date (17 June 2025). Combining with the interim cash dividend of RMB0.146 (tax inclusive) per share which has been declared and distributed by the Company, the annual cash dividend will be RMB0.286 (tax inclusive) per share for the year 2024.

5. To consider and approve to authorize the Board of Sinopec Corp. to determine the interim profit distribution plan for the year 2025.
6. To consider and approve the re-appointment of KPMG as the external auditors of Sinopec Corp. for the year 2025 and to authorize the Board to determine their remunerations.
7. To consider and approve the resolution in relation to reduction of the registered capital and amendments to the Articles of Association.
8. To consider and approve the resolution to authorize the Board of Sinopec Corp. to determine the issuance of debt financing instrument(s):

A proposal will be submitted to the AGM for granting a general and unconditional mandate to the Board (or Director(s) authorised by the Board) to issue debt financing instruments of no more than RMB80 billion (inclusive) and determine the relevant matters relating to the issuance of debt financing instruments, including (but not limited to) determining the registration, the actual amount to be issued, interest rate, term, target of issuance, use of proceeds of the relevant debt financing instruments and preparation, signing and disclosure of all necessary documents, and to deal with other relevant matters related to the issuance of debt financing instrument(s) under this resolution. The relevant debt financing instruments include (but not limited to) RMB or foreign currency denominated debt financing instruments, such as short-term debentures, super-short term debentures, medium-term notes, asset backed notes, corporate bonds, asset backed securities, overseas bonds in RMB and foreign currency, etc. The proceeds from the issuance are expected to be used for purposes such as meeting the Company's production and operational needs, adjusting the debt structure, supplementing liquidity, repaying the Company's debts and/or project investment.

Subject to authorisation by the AGM, the Board will in turn authorise the Chairman and/or President and/or a Director designated by the Chairman to carry out the above matters of registration and issuance.

This resolution will expire at the conclusion of the 2025 annual general meeting of Sinopec Corp. after being approved at the AGM.

9. To consider and approve the resolution on the grant to the Board of Sinopec Corp. a general mandate to issue new domestic shares and/or overseas-listed foreign shares of the Company:

Pursuant to the relevant requirements in the Articles of Association and others, if approval has been granted by way of a special resolution in a general meeting of the Company, the Company may issue domestic shares (A Shares) and overseas-listed foreign shares (H Shares) separately or concurrently (the “**Relevant Issuance**”) at a 12-month interval, providing that the number of A Shares and H Shares intended to be issued will not exceed 20% of the outstanding Shares in issue for each class of such Shares, without convening a class general meeting by the Company to seek approval for the Relevant Issuance.

On 28 June 2024, the annual general meeting of the Company for 2023 had approved the granting of a general mandate to the Board (or the Directors authorised by the Board) of the Company to issue domestic shares and/or overseas-listed foreign shares of the Company. From the date of granting of the mandate by the annual general meeting up to the Latest Practicable Date, the Company has not used such mandate to issue Shares.

In order to keep the flexibility, it is proposed to the Shareholders at the AGM, to grant the general mandate to the Board to issue A Shares and/or H Shares by way of special resolution (“**General Mandate**”) as follows:

- (1) To authorise the Board (or the Directors authorised by the Board) to separately or concurrently allot, issue and deal with A Shares or H Shares or securities convertible into such Shares, options, warrants or similar rights to subscribe for any A Shares or H Shares of the Company (“**Similar Rights**”) not exceeding 20% of each of the A Shares or H Shares of Sinopec Corp. in issue (calculated on the total share capital in issue at the time when this resolution is passed at the AGM). However, notwithstanding the obtaining of the General Mandate by the Board, any issue of A Shares is still subject to Shareholders’ approval at a general meeting in accordance with the relevant laws and regulations of the PRC.
- (2) Subject to paragraphs (4) and (5) and pursuant to the Company Law and the listing rules of the listing places of Sinopec Corp. (as amended from time to time), the exercise by the Board (or the Directors authorised by the Board) of all the rights of Sinopec Corp. granted by the general and unconditional mandate to allot, issue and deal with A Shares and/or H Shares or Similar Rights separately or concurrently and to determine the terms and conditions for the allotment, issuance and dealing of new Shares or Similar Rights including but not limited to the following terms:
 - a. class and number of new Shares to be issued;

- b. price determination method of new Shares and/or issue price (including price range);
 - c. the starting and closing dates for the issuance;
 - d. class and number of the new Shares to be issued to existing Shareholders; and/or
 - e. the making or granting of offers, agreements, options, convertible rights or other relevant rights which might require the exercise of such powers.
- (3) The approval in paragraph (2) will authorise the Board (or the Directors authorised by the Board) to make or grant offers, agreements and options during the Relevant Period that need or might need to be continued or implemented after the Relevant Period.
- (4) The aggregate amount of new A Shares or H Shares agreed conditionally or unconditionally to be allotted, issued and dealt with separately or concurrently (whether pursuant to an option or otherwise) by the Board (or the Directors authorised by the Board) during the Relevant Period pursuant to the approval in paragraph (2), other than issue of Shares by conversion of the surplus reserve into share capital in accordance with the Company Law and the Articles of Association, shall not exceed 20% of each class of the A Shares or H Shares of Sinopec Corp. in issue at the time when this resolution is passed at the AGM.
- (5) In exercising the powers granted in paragraph (2), the Board (or the Directors authorised by the Board) must (i) comply with the Company Law and the relevant regulations stipulated (as amended from time to time) by the places where Sinopec Corp. is listed; and (ii) obtain registration from China Securities Regulatory Commission and/or approval from other relevant PRC government departments.
- (6) For the purpose of this resolution, the relevant period shall commence from the date of considering and approving this resolution at the AGM and will expire on the earliest among (“**Relevant Period**”):
- i. twelve months from the date of passing this resolution at the AGM;
 - ii. the conclusion of the next annual general meeting of Sinopec Corp.; and
 - iii. the date of revocation or variation of grant set out under this resolution by special resolution of the shareholders in a general meeting.

- (7) The Board (or the Directors authorised by the Board), subject to the approval of the relevant consent of the PRC authorities and in accordance with the relevant laws, administrative regulations and regulatory rules stipulated by the places where Sinopec Corp. is listed and the Articles of Association, be and is hereby authorised to increase the registered capital of Sinopec Corp. accordingly upon the exercise of the powers pursuant to paragraph (2) above.
 - (8) To authorise the Board (or the Directors authorised by the Board) to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment and issue and listing of new Shares pursuant to (2) above, provided the same does not violate the relevant laws, administrative regulations, regulatory rules of the places where Sinopec Corp. is listed and the Articles of Association.
 - (9) Subject to the consent of the relevant PRC authorities, the Board (or the Directors authorised by the Board) is hereby authorised to make appropriate and necessary amendments to the Articles of Association after completion of the allotment and issuance of new Shares according to the method, type and number of the allotment and issue of new Shares by Sinopec Corp. and the actual situation of the shareholding structure of Sinopec Corp. at the time of completion of the allotment and issue of new Shares in order to reflect the alteration of the share capital structure and registered capital of Sinopec Corp. pursuant to the General Mandate.
10. To consider and approve the resolution on the grant to the Board of Sinopec Corp. a mandate to buy back domestic shares and/or overseas-listed foreign shares of the Company:
- (1) The Board (or the Director authorised by the Board) be and is hereby authorised to buy back A Shares not exceeding 10% of the number of A Shares of the Company in issue, calculated on the basis of the total share capital at the time when this resolution is considered and approved by the AGM and the Class Meetings, in accordance with market conditions and the needs of the Company, in order to safeguard the value of the Company and the interests of Shareholders, or to use the Shares for purposes including, but not limited to, employee stock ownership plan or equity incentive, conversion of corporate bonds issued by the Company that are convertible into Shares, etc.
 - (2) The Board (or the Director authorised by the Board) be and is hereby authorised to buy back H Shares not exceeding 10% of the number of H Shares of the Company in issue, calculated on the basis of the total share capital at the time when this resolution is considered and approved by the AGM and the Class Meetings, in accordance with market conditions and the needs of the Company.

- (3) The Board (or the Director authorised by the Board) be and is hereby authorised to, among other things:
- a. formulate and implement specific buy-back plans including but not limited to the type of Shares to be bought back, the buy-back price, and the number of Shares to be bought back and to determine the timing and period of buy-back;
 - b. notify the creditors and publish announcements in accordance with the provisions of the Company Law and other relevant laws, regulations and regulatory documents and the Articles of Association (if applicable);
 - c. open a foreign stock account and complete the corresponding registration procedure of the change in foreign exchange;
 - d. fulfil the relevant approval or filing procedures in accordance with the requirements of the regulatory authorities and the places of listing of the Company (if applicable);
 - e. complete the procedure for the transfer or cancellation of the Shares bought back according to the actual buy-back situation, to amend the Articles of Association with respect to relevant content such as the total share capital, shareholding structure, and to perform the relevant domestic and foreign registration and filing procedures related to buy-back according to the statutory requirements in the PRC and foreign regions; and
 - f. sign and execute other documents and complete other matters related to the buy-back of Shares.
- (4) The above general mandate shall not exceed the relevant period (“**Relevant Period**”), which shall start from the date of approval of this resolution by way of special resolution at the AGM and the Class Meetings until whichever is the earlier of:
- a. the conclusion of the next annual general meeting of the Company; or
 - b. the date on which the authorisation conferred by this resolution is revoked or varied by a special resolution at an annual general meeting and/or a class meeting of A Shares and/or a class meeting of H Shares.

If the Board decides to buy back A Shares during the Relevant Period, such buy-back may need to be pursued or implemented after the end of the Relevant Period.

- (5) Subject to the authorisation of the AGM and the Class Meetings, the Board continues to authorise the Chairman and/or a Director designated by the Chairman to specifically handle the aforesaid buy-back.

Resolutions 1 to 6 are ordinary resolutions and Resolutions 7 to 10 are special resolutions.

Resolution to be considered and approved at the H Shareholders Class Meeting

By way of non-cumulative voting and by special resolution:

1. To consider and approve the resolution on the grant to the Board of Sinopec Corp. a mandate to buy back domestic shares and/or overseas-listed foreign shares of the Company:
 - (1) The Board (or the Director authorised by the Board) be and is hereby authorised to buy back A Shares not exceeding 10% of the number of A Shares of the Company in issue, calculated on the basis of the total share capital at the time when this resolution is considered and approved by the AGM and the Class Meetings, in accordance with market conditions and the needs of the Company, in order to safeguard the value of the Company and the interests of Shareholders, or to use the Shares for purposes including, but not limited to, employee stock ownership plan or equity incentive, conversion of corporate bonds issued by the Company that are convertible into Shares, etc.
 - (2) The Board (or the Director authorised by the Board) be and is hereby authorised to buy back H Shares not exceeding 10% of the number of H Shares of the Company in issue, calculated on the basis of the total share capital at the time when this resolution is considered and approved by the AGM and the Class Meetings, in accordance with market conditions and the needs of the Company.
 - (3) The Board (or the Director authorised by the Board) be and is hereby authorised to, among other things:
 - a. formulate and implement specific buy-back plans including but not limited to the type of Shares to be bought back, the buy-back price, and the number of Shares to be bought back and to determine the timing and period of buy-back;
 - b. notify the creditors and publish announcements in accordance with the provisions of the Company Law and other relevant laws, regulations and regulatory documents and the Articles of Association (if applicable);

- c. open a foreign stock account and complete the corresponding registration procedure of the change in foreign exchange;
 - d. fulfil the relevant approval or filing procedures in accordance with the requirements of the regulatory authorities and the places of listing of the Company (if applicable);
 - e. complete the procedure for the transfer or cancellation of the Shares bought back according to the actual buy-back situation, to amend the Articles of Association with respect to relevant content such as the total share capital, shareholding structure, and to perform the relevant domestic and foreign registration and filing procedures related to buy-back according to the statutory requirements in the PRC and foreign regions; and
 - f. sign and execute other documents and complete other matters related to the buy-back of Shares.
- (4) The above general mandate shall not exceed the relevant period (“**Relevant Period**”), which shall start from the date of approval of this resolution by way of special resolution at the AGM and the Class Meetings until whichever is the earlier of:
- a. the conclusion of the next annual general meeting of the Company; or
 - b. the date on which the authorisation conferred by this resolution is revoked or varied by a special resolution at an annual general meeting and/or a class meeting of A Shares and/or a class meeting of H Shares.

If the Board decides to buy back A Shares during the Relevant Period, such buy-back may need to be pursued or implemented after the end of the Relevant Period.

- (5) Subject to the authorisation of the AGM and the Class Meetings, the Board continues to authorise the Chairman and/or a Director designated by the Chairman to specifically handle the aforesaid buy-back.

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

Beijing, PRC
7 April 2025

Notes:

I. ATTENDEES OF THE AGM AND THE H SHAREHOLDERS CLASS MEETING

1. Eligibility for attending the AGM and the H Shareholders Class Meeting

Holders of A Shares whose names appear on the domestic shares register maintained by China Securities Depository & Clearing Corporation Limited Shanghai Branch and holders of H Shares whose names appear on the register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Monday, 28 April 2025 are eligible to attend the AGM and/or H Shareholders Class Meeting. Holders of H Shares who wish to attend the AGM and/or the H Shareholders Class Meeting shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Limited (the address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) before 4:30 p.m. on Friday, 25 April 2025.

2. Proxy

- (1) A member eligible to attend and vote at the AGM and the H Shareholders Class Meeting (the “**Meetings**”) is entitled to appoint, in written form, one or more proxies to attend and vote at the AGM and/or the H Shareholders Class Meeting on its behalf. A proxy need not be a Shareholder of Sinopec Corp.
- (2) A proxy should be appointed by a written instrument signed by the appointer or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorising that attorney to sign or other authorisation document(s) must be notarised.
- (3) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered to the statutory address of Sinopec Corp. not less than 24 hours before the designated time for holding each meeting. Holders of A Shares shall deliver the relevant document(s) to Board Secretariat of Sinopec Corp. (the address is 22 Chaoyangmen North Street, Chaoyang District, Beijing 100728, PRC). Holder(s) of H Shares shall deliver the relevant document(s) to the Computershare Hong Kong Investor Services Limited (the address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong).
- (4) Shareholders or their proxies may exercise the right to vote by poll.

3. The Directors, supervisors and senior management of Sinopec Corp.

4. Legal advisors of Sinopec Corp.

5. Others

II. REGISTRATION PROCEDURES FOR ATTENDING THE AGM AND THE H SHAREHOLDERS CLASS MEETING

1. A shareholder or his proxy shall produce proof of identity when attending the Meetings. If a shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such shareholder may attend the Meetings by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such persons to attend the Meetings.
2. Holders of H Shares intending to attend the Meetings should return the reply slip for attending the Meetings to Board Secretariat of Sinopec Corp. during hours between 9:00 a.m. and 11:30 a.m., 2:00 p.m. and 4:30 p.m. on every business day on or before Thursday, 8 May 2025 in person, by post or by fax.
3. Closure of Register of Members. The H Share register of members of Sinopec Corp. will be closed from Monday, 28 April 2025 to Wednesday, 28 May 2025 (both days inclusive).

III. MISCELLANEOUS

1. The details of the ordinary resolutions No. 1 to No. 3 above are included in the 2024 annual report of the Company.
2. The AGM and the H Shareholders Class Meeting will not last for more than one working day. Shareholders who attend shall bear their own travelling and accommodation expenses.
3. The address of the Share Registrar for A Shares of Sinopec Corp., China Securities Registration and Clearing Company Limited Shanghai Branch Company is: 188 Yanggao South Road, Shanghai Pilot Free Trade Zone, PRC.
4. The address of the Share Registrar of H Shares of Sinopec Corp., Computershare Hong Kong Investor Services Limited is: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
5. The contact for the AGM and the H Shareholders Class Meeting is:

Board Secretariat of Sinopec Corp.
22 Chaoyangmen North Street
Chaoyang District Beijing 100728
PRC
Attn: Chen Dongdong
Telephone No.: (+86) 10 5996 9671
Facsimile No.: (+86) 10 5996 0386

As of the date of this notice, Directors of the Company are: Ma Yongsheng^{}, Zhao Dong[#], Zhong Ren^{*}, Li Yonglin[#], Lv Lianggong[#], Niu Shuanwen[#], Wan Tao[#], Yu Baocai[#], Xu Lin⁺, Zhang Liying⁺, Liu Tsz Bun Bennett⁺, Zhang Xiliang⁺*

[#] *Executive Director*

^{*} *Non-executive Director*

⁺ *Independent Non-executive Director*