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If you have sold or transferred all your shares of China Petroleum & Chemical Corporation, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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中国石化
SINOPEC

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)

ANNUAL GENERAL MEETING FOR 2024
AND
FIRST H SHAREHOLDERS CLASS MEETING FOR 2025

The AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting will be held in sequence 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. The Notice of Annual General Meeting for 2024 and First H Shareholders Class Meeting for 2025 is set out in this circular. Whether or not you are able to attend the AGM and/or H Shareholders Class Meeting, you are requested to complete and return the proxy forms in accordance with the instructions thereon as soon as possible and in any event not less than 24 hours before the time designated for each meeting. Completion and return of the proxy forms shall not preclude you from attending and voting in person at the AGM and/or the H Shareholders Class Meeting should you so wish.

7 April 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“A Share(s)”	the domestic share(s) issued by the Company to domestic investors denominated in RMB and which are listed on the Shanghai Stock Exchange;
“A Share Buy-back Mandate”	the general mandate to the Board to buy back A Shares not exceeding 10% of the number of A Shares in issue as at the date of passing the relevant proposed resolution approving the A Share Buy-back Mandate at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting, details of which are set out in the Notice of Annual General Meeting for 2024 and First H Shareholders Class Meeting for 2025;
“A Shareholder(s)”	holder(s) of A Share(s);
“A Shareholders Class Meeting”	the first class meeting of the A Shareholders for 2025 to be held at Swissôtel Beijing Hong Kong Macau Center, No. 2 Chaoyangmen North Street, Dongcheng District, Beijing, PRC on Wednesday, 28 May 2025 immediately following the conclusion of the AGM;
“AGM”	the annual general meeting of the Company for 2024 to 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.;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Board”	the board of directors of the Company;
“Buy-back Mandate”	the general mandate to the Board to buy back A Shares and/or H Shares not exceeding 10% of the number of A Shares and/or H Shares in issue as at the date of passing the relevant proposed resolution(s) approving the Buy-back Mandate at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting, details of which are set out in the Notice of Annual General Meeting for 2024 and First H Shareholders Class Meeting for 2025;

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“China” or “PRC”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“Class Meeting(s)”	collectively, the A Shareholders Class Meeting and the H Shareholders Class Meeting;
“Company” or “Sinopec Corp.”	China Petroleum & Chemical Corporation, a joint stock limited company incorporated in the PRC with limited liability;
“Company Law”	Company Law of the People’s Republic of China;
“connected person(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Director(s)”	the directors of the Company;
“H Share(s)”	the overseas-listed foreign share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange;
“H Share Buy-back Mandate”	the general mandate to the Board to buy back H Shares not exceeding 10% of the number of H Shares in issue as at the date of passing the relevant proposed resolution approving the H Share Buy-back Mandate at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting, details of which are set out in the Notice of Annual General Meeting for 2024 and First H Shareholders Class Meeting for 2025;
“H Shareholder(s)”	holder(s) of H Share(s);
“H Shareholders Class Meeting”	the first class meeting of the H Shareholders for 2025 to be held at Swissôtel Beijing Hong Kong Macau Center, No. 2 Chaoyangmen North Street, Dongcheng District, Beijing, PRC on Wednesday, 28 May 2025 immediately following the conclusion of the AGM and the A Shareholders Class Meeting;
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	1 April 2025, being the latest practicable date of this circular for ascertaining certain information contained herein;
“Proposed Amendments”	the proposed amendments to the Articles of Association;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shanghai Listing Rules”	Rules Governing the Listing of Stocks on the Shanghai Stock Exchange;
“Share(s)”	the ordinary shares of RMB1.00 each in the share capital of the Company, including the A Shares and H Shares;
“Shareholder(s)”	the holder(s) of Shares;
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs.

LETTER FROM THE BOARD



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)

Non-executive Directors:

Ma Yongsheng

Zhong Ren

Registered address:

22 Chaoyangmen North Street

Chaoyang District

Beijing 100728

The People's Republic of China

Executive Directors:

Zhao Dong

Li Yonglin

Lv Lianggong

Niu Shuanwen

Wan Tao

Yu Baocai

Independent Non-Executive Directors:

Xu Lin

Zhang Liying

Liu Tsz Bun Bennett

Zhang Xiliang

7 April 2025

To the Shareholders

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

I. INTRODUCTION

Reference is made to the announcement of the Company dated 21 March 2025 in relation to the Proposed Amendments.

The purpose of this circular is to provide you with further information regarding the proposed resolutions at the AGM and the H Shareholders Class Meeting so as to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM and the H Shareholders Class Meeting.

LETTER FROM THE BOARD

II. PROPOSED REDUCTION OF THE REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To safeguard corporate value and shareholders' interests, the Company continued to implement the share repurchase in 2024. As of the Latest Practicable Date, the Company completed the cancellation of 130,146,195 repurchased A shares and 327,988,000 repurchased H shares. The total number of shares of the Company has changed from 121,739,689,893 shares to 121,281,555,698 shares.

On 21 March 2025, the Company convened the 5th meeting of the ninth session of the Board at which the resolution in relation to the reduction of the registered capital and amendments to the Articles of Association was considered and approved. In accordance with the repurchase and cancellation of shares mentioned above, the Board agreed to reduce its registered capital accordingly and amend the Articles of Association, specifically as follows:

1. The second paragraph of Article 21 of the Articles of Association

The current Article: "The existing structure of the Company's share capital is as follows: the total number of issued ordinary shares of the Company is 121,739,689,893 shares, among which, 97,362,409,293 shares representing 79.98% of the total number of issued ordinary shares of the Company are held by the holders of A shares; and 24,377,280,600 shares representing 20.02% are held by the holders of H shares."

is hereby proposed to be amended as follows: "The existing structure of the Company's share capital is as follows: the total number of issued ordinary shares of the Company is 121,281,555,698 shares, among which, 97,232,263,098 shares representing 80.17% of the total number of issued ordinary shares of the Company are held by the holders of A shares; and 24,049,292,600 shares representing 19.83% are held by the holders of H shares."

2. Article 24 of the Articles of Association

The current Article: "The registered capital of the Company is RMB121,739,689,893."

is hereby proposed to be amended as follows: "The registered capital of the Company is RMB121,281,555,698."

LETTER FROM THE BOARD

III. 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. A Share Buy-back Mandate

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not buy back its shares unless such buy-back is effected for the purposes of (a) reducing its registered share capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; (d) the buy-back is made at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or division; (e) utilizing the shares for conversion of corporate bonds issued by the company which are convertible into shares; or (f) where it is necessary for safeguarding the value of the company and the interests of its shareholders.

PRC laws and regulations, the Shanghai Listing Rules and the Articles of Association permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to buy back the A shares of such company that are listed on the Shanghai Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting and special resolutions passed by holders of domestic shares and overseas-listed foreign shares in separate class meetings.

2. H Share Buy-back Mandate

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not buy back its shares unless such buy-back is effected for the purposes of (a) reducing its registered share capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; (d) the buy-back is made at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or division; (e) utilizing the shares for conversion of corporate bonds issued by the company which are convertible into shares; or (f) where it is necessary for safeguarding the value of the company and the interests of its shareholders.

PRC laws and regulations, the Hong Kong Listing Rules and the Articles of Association permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to buy back H shares of such company that are listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting and special resolutions passed by holders of domestic shares and overseas-listed foreign shares in separate class meetings.

LETTER FROM THE BOARD

3. General

Pursuant to the relevant regulatory requirements, it is proposed to the Shareholders at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting to grant the Buy-back Mandate:

- (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 and

LETTER FROM THE BOARD

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.

An explanatory statement giving certain information regarding the Buy-back Mandate is set out in Appendix to this circular.

IV. 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.

LETTER FROM THE BOARD

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 regulatory 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

LETTER FROM THE BOARD

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.

LETTER FROM THE BOARD

V. RECOMMENDATION OF THE BOARD

The Board considers that the resolutions as set out in the Notice of Annual General Meeting for 2024 and First H Shareholders Class Meeting for 2025 are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM and the H Shareholders Class Meeting.

VI. AGM AND H SHAREHOLDERS CLASS MEETING

The AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting will be held in sequence 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. The Notice of Annual General Meeting for 2024 and First H Shareholders Class Meeting for 2025 is set out in this circular. The proxy forms and the reply slips of the AGM and the H Shareholders Class Meeting will be despatched to the H Shareholders with this circular (if applicable).

If you intend to appoint a proxy to attend the AGM and/or the H Shareholders Class Meeting, you are required to complete and return the proxy forms in accordance with the instructions thereon as soon as possible. For H Shareholders, the proxy forms should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (the address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening each meeting (i.e. before 9:00 a.m., 27 May 2025 Hong Kong time). Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM and/or the H Shareholders Class Meeting should you so wish.

If you intend to attend the AGM and/or the H Shareholders Class Meeting in person or by proxy, you are required to complete and return the reply slip for attending the meetings to the Board Secretariat of Sinopec Corp. by personal delivery, post or facsimile 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. Failure to complete or return the reply slip will not preclude eligible Shareholders from attending the AGM and/or the H Shareholders Class Meeting should they so wish.

Shareholders (or their proxies) shall vote by poll.

LETTER FROM THE BOARD

VII. CLOSURE OF REGISTER OF HOLDERS OF H SHARES

The register of holders of H Shares will be closed from Monday, 28 April 2025 to Wednesday, 28 May 2025, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the AGM and/or the H Shareholders Class Meeting, all transfer documents of H Shares accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 25 April 2025.

By order of the Board

China Petroleum & Chemical Corporation

Huang Wensheng

Vice President and Secretary to the Board of Directors

In accordance with the Hong Kong Listing Rules, this Appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution(s) to be proposed at the AGM and the Class Meetings for the grant of the Buy-back Mandate to the Directors.

BUY-BACK MANDATE

Reasons for Buying Back Shares

The Directors believe that the grant of Buy-back Mandate has comprehensively taken into consideration the overall value of the Company, Shareholders' interests and future development needs and is flexible and feasible, and that the flexibility afforded by the Buy-back Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company. Such buy-backs will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

Exercise of the Buy-back Mandate

Subject to the passing of the relevant special resolution(s) set out in the notice and the special resolution(s) approving the grant to the Board of the Buy-back Mandate at the Class Meetings, the Board will be granted the Buy-back Mandate until the earlier of: (a) the conclusion of the next annual general meeting of the Company; or (b) the date on which the authority conferred by this proposal 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 ("**Relevant Period**"). If the Board decides to buy back A Shares during the Relevant Period, such A Share buy-backs may need to be implemented after the end of the Relevant Period.

The exercise in full of the A Share Buy-back Mandate (on the basis of 97,232,263,098 A Shares in issue as at the Latest Practicable Date and there is no change to the number of issued A Shares prior to the date of the AGM, the A Shareholders Class Meeting and H Shareholders Class Meeting) would result in a maximum of 9,723,226,309 A Shares being bought back by the Company during the Relevant Period, being the maximum of 10% of the total A Shares in issue as at the date of passing the relevant resolution(s).

The exercise in full of the H Share Buy-back Mandate (on the basis of 24,049,292,600 H Shares in issue as at the Latest Practicable Date and there is no change to the number of issued H Shares prior to the date of the AGM, the A Shareholders Class Meeting and H Shareholders Class Meeting) would result in a maximum of 2,404,929,260 H Shares being bought back by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution(s).

The Company may cancel the Shares bought back under the Buy-back Mandate, and/or hold them as treasury Shares subject to, for example, market conditions, purposes of buy-backs and its capital management needs at the relevant time of the buy-backs.

Funding of Buy-backs

In buying back its Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by its Articles of Association to buy back its Shares. The Company may not buy back securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time. Shares bought back will be dealt with in accordance with relevant PRC laws and regulations, Articles of Association and Shanghai Listing Rules.

GENERAL

The Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the Buy-back Mandate is to be exercised in full at any time during the proposed buy-back period (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2024). However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company. The number of A Shares and/or H Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs under the Buy-back Mandate in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC. In addition, neither this Explanatory Statement nor the proposed Share buy-backs have any unusual features.

H SHARE PRICES

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Date	Highest HK\$	Lowest HK\$
2024		
May	5.28	4.60
June	5.12	4.62
July	5.43	4.62
August	5.46	4.79
September	5.34	4.16
October	5.47	4.33
November	4.48	4.09
December	4.50	4.13
2025		
January	4.49	4.22
February	4.43	4.11
March	4.32	4.05
April (up to the Latest Practicable Date)	4.15	4.10

SHARES BOUGHT BACK BY THE COMPANY

Details of the Shares bought back by the Company (whether on the Hong Kong Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date are as follows:

A Shares repurchased by the Company:

	Number of Shares repurchased	Highest price RMB	Lowest price RMB	Aggregate amount RMB
2024				
October	30,309,200	6.33	6.16	188,823,082.00
November	92,346,195	6.43	6.18	579,862,976.20
December	—	—	—	—
2025				
January	—	—	—	—
February	—	—	—	—
March	—	—	—	—
April	—	—	—	—

H Shares repurchased by the Company:

	Number of Shares repurchased	Highest price HK\$	Lowest price HK\$	Aggregate amount HK\$
2024				
October	15,370,000	4.41	4.34	67,233,397.00
November	125,756,000	4.47	4.09	532,312,348.00
December	35,942,000	4.50	4.13	153,757,383.40
2025				
January	—	—	—	—
February	—	—	—	—
March	36,180,000	4.17	4.09	149,221,546.00
April	—	—	—	—

DISCLOSURE OF INTERESTS

If as a result of a share buy-back by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any buy-backs to be made under the Buy-back Mandate. Moreover, the Directors will not make share buy-backs on the Hong Kong Stock Exchange if such buy-backs would result in the requirements under Rule 8.08 of the Hong Kong Listing Rules not being complied with.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates presently intends to sell A Shares and/or H Shares to the Company under the Buy-back Mandate in the event that the Buy-back Mandate is approved by the Shareholders and the conditions (if any) to which the Buy-back Mandate is subject are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any A Shares and/or H Shares to the Company, or that they have undertaken not to sell any A Shares and/or H Shares held by them to the Company in the event that the Buy-back Mandate is approved by its Shareholders and the conditions (if any) to which the Buy-back Mandate is subject are fulfilled.

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



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.

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

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.

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

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;

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

- 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.

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FIRST H SHAREHOLDERS CLASS MEETING FOR 2025**

- (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.

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

- (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.

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

- (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);

**NOTICE OF ANNUAL GENERAL MEETING FOR 2024 AND
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- 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

NOTICE OF ANNUAL GENERAL MEETING FOR 2024 AND FIRST H SHAREHOLDERS CLASS MEETING FOR 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).

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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*