

**TERMS OF REFERENCE OF THE AUDIT
COMMITTEE UNDER THE BOARD OF DIRECTORS
OF
CHINA PETROLEUM & CHEMICAL CORPORATION**

**Reviewed and adopted by the 19th Meeting of the 8th Session
of the Board on 26 October 2023**

Chapter 1 General Provisions

Article 1 This Agreement (the "Terms") is made between the undersigned (the "Company") and the undersigned (the "Committee") in accordance with the provisions of the Articles of Association and the Memorandum of Association of the Company, and in accordance with the provisions of the Articles of Association of the Company.

Article 2 This Agreement shall be governed by the law of the State of New York.

Chapter 2 Composition

Article 3 The Committee shall consist of five members, who shall be elected by the members of the Company.

- Article 4** The members of the Committee shall be elected as follows:
- (1) Five members, who shall be elected by the members of the Company.
 - (2) Half of the members shall be elected for a term of one year, and the other half shall be elected for a term of two years.
 - (3) Half of the members shall be elected for a term of one year, and the other half shall be elected for a term of two years.
 - (4) The members shall be elected by the members of the Company.
 - (5) The members shall be elected by the members of the Company.
 - (6) The members shall be elected by the members of the Company.

Article 5 T C
v , v , v . T C v

Article 6 M C C ,
C . T ,
C .

Article 7 M C
C . A C v C
C , , C
C , ,
, , , .

Article 8 T C , C , v

Chapter 3 Duties and Responsibilities

Article 9 T C , , ,
(, , , , , , , , ,)
, , , , , .

Article 10 T C v ,

Article 11 T C , , :
(1) T , , , C ,
, , , v , ,
, , v , 2 .
(2) T v , v

Article 12 T C , v ,
, : ,
(1) T v , , ,
, v .
(2) T , v , , ,

(3) T , , . T C , ,
v

(4) T , , , , , v , ,
C , , , , ,

(5) T , , , , ,
C . , , , ,

Article 13

T C , : v C , , , ,

(1) T , , , , , C , , , , ,

(2) T , v C , , , , , , , , , ,
C

· T v , , , , , C , ,
, , , , , , , , , , ,
, C , , , , , , , , , ,

· T v v , , , , , v , , , , ,
, , , , , , , , , , ,
v

· T v , , , , , , , , , , ,

· T v , , , , , , , , , , ,

(6) T , C
Ψ C : ()
, C , ,
, , , ,
; () C , , , ,
, Ψ , , , ,
, , .

T C
C , Ψ
, ,
.

Article 17

T C ,
, Ψ C , , ,
, .

Article 18

T C ,
Ψ :
(1) C , Ψ ,
, , ,
(2) T , , ,
, , ,
(3) T ,
, .
(4) T , ,
Ψ Ψ , ,
(5) T , , ,
, , .

Article 19

T C Ψ C
, .

Article 20

T C Ψ
:
(1) T C .
(2) T , C .

- (3) T C
 - (4) T C
 - (5) T C
 - (6) T C
- I C

Chapter 4 Rules of Procedure

- Article 21** T C
- Article 22** T C
- Article 23** A C
- Article 24** A C

Article 25 M , , , , C . D
, , , C

Chapter 5 Guarantee for the Committee's Performance

Article 26 T , , , , C
, , , , I , , , C
, , , , C
C , , , , C
C , , , , C

Article 27 T C , , , , C
, , , , T C , , , ,
, , , , (C/A), , ,
, , , , C

Chapter 6 Supplementary Provisions

Article 28 T T , , , C .

Article 29 I , , , , T , , , ,
C , , , , , , , ,

Article 30 T , , , , T , , , ,
C .