

H. K. E. C. L. T. S. E. H. K. L.
W. W. W.



中国石化
SINOPEC

中国石油化工股份有限公司

CHINA PETROLEUM & CHEMICAL CORPORATION

(Incorporated in the People's Republic of China)

It is proposed by the Board to the Shareholders at the AGM to consider and approve the distribution of a final cash dividend of RMB0.2 (tax inclusive) per share held by the Shareholders on the relevant record date (15 July 2024). Combining with the interim cash dividend of RMB0.145 (tax inclusive) per share which has been declared and distributed by the Company, the annual cash dividend will be RMB0.345 (tax inclusive) per share for the year 2023.

5. To consider and approve to authorize the Board of Sinopec Corp. to determine the interim profit distribution plan for the year 2024.
6. To consider and approve the re-appointment of KPMG as the external auditors of Sinopec Corp. for the year 2024 and to authorize the Board to determine their remunerations.
7. To consider and approve the resolution in relation to change of the registered capital and amendments to the Articles of Association, the Rules and Procedures for the Board Meetings and the Rules and Procedures for the Supervisory Committee Meeting.
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 2024 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 and 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.

In 2023, the Company used such mandate to issue approximately 2.39 billion A Shares to China Petrochemical Corporation, the controlling shareholder, representing approximately 2.5% of the Company’s A Shares in issue and raising funds of approximately RMB12 billion, which will mainly be used for the development of clean energy and high value-added materials of the Company.

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 subscribe4(suc

- 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 existing 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 Company Law, 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 maintain 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.
- 11. To consider and approve the service contracts (including remuneration terms) of Directors of the Ninth Session of the Board and Supervisors of the Ninth Session of the Supervisory Committee of Sinopec Corp.

By way of cumulative voting:

- 12. To consider and approve the resolution in relation to the election of Directors (excluding independent non-executive Directors):
 - 12.01 To elect Mr. Ma Yongsheng as a non-executive Director of the Ninth Session of the Board of the Company.
 - 12.02 To elect Mr. Zhao Dong as an executive Director of the Ninth Session of the Board of the Company.
 - 12.03 To elect Mr. Zhong Ren as a non-executive Director of the Ninth Session of the Board of the Company.
 - 12.04 To elect Mr. Li Yonglin as an executive Director of the Ninth Session of the Board of the Company.
 - 12.05 To elect Mr. Lv Lianggong as an executive Director of the Ninth Session of the Board of the Company.
 - 12.06 To elect Mr. Niu Shuanwen as an executive Director of the Ninth Session of the Board of the Company.
 - 12.07 To elect Mr. Wan Tao as an executive Director of the Ninth Session of the Board of the Company.
 - 12.08 To elect Mr. Yu Baocai as an executive Director of the Ninth Session of the Board of the Company.
- 13. To consider and approve the resolution in relation to the election of independent non-executive Directors:
 - 13.01 To elect Mr. Xu Lin as an independent non-executive Director of the Ninth Session of the Board of the Company.

- 13.02 To elect Ms. Zhang Liying as an independent non-executive Director of the Ninth Session of the Board of the Company.
- 13.03 To elect Mr. Liu Tsz Bun Bennett as an independent non-executive Director of the Ninth Session of the Board of the Company.
- 13.04 To elect Mr. Zhang Xiliang as an independent non-executive Director of the Ninth Session of the Board of the Company.
- 14. To consider and approve the resolution in relation to the election of Supervisors (excluding employee representative Supervisors):
 - 14.01 To elect Mr. Zhang Shaofeng as an external Supervisor of the Ninth Session of the Supervisory Committee of the Company.
 - 14.02 To elect Mr. Wang An as an external Supervisor of the Ninth Session of the Supervisory Committee of the Company.
 - 14.03 To elect Mr. Dai Liqi as an external Supervisor of the Ninth Session of the Supervisory Committee of the Company.
 - 14.04 To elect Mr. Tan Wenfang as an external Supervisor of the Ninth Session of the Supervisory Committee of the Company.
 - 14.05 To elect Mr. Yang Yanfei as an external Supervisor of the Ninth Session of the Supervisory Committee of the Company.
 - 14.06

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 maintain 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 place 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

V. P. S. B. D.

Beijing, PRC
13 May 2024

N. . . :

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 Hong Kong Registrars Limited at the close of business on Wednesday, 29 May 2024 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 Hong Kong Registrars 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 Tuesday, 28 May 2024.

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 Hong Kong Registrars 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 Friday, 7 June 2024 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 Wednesday, 29 May 2024 to Friday, 28 June 2024 (both days inclusive).

III. Please note:

1. For sub-resolutions 12.01-12.08 of the resolution No. 12 “To consider and approve the resolution in relation to the election of Directors (excluding independent non-executive Directors)”, sub-resolutions 13.01-13.04 of the resolution No. 13 “To consider and approve the resolution in relation to the election of independent non-executive Directors” and sub-resolutions 14.01-14.06 of the resolution No. 14 “To consider and approve the resolution in relation to the election of Supervisors (excluding employee representative Supervisors)”, the Company will adopt single-candidate election and “cumulative voting system” for voting by poll separately and counting the voting results. Please refer to the following requirements when voting by poll:
 - (1) Take resolution 12 as an example, in respect of sub-resolutions 12.01-12.08, each Share you hold has voting rights equal to the total number of Directors (not including independent non-executive Directors) to be elected i.e. 8. For example, if you hold 1 million Shares, and the total number of Directors (not including independent non-executive Directors) to be elected is 8, the total number of Shares for which you have the voting rights under sub-resolutions 12.01-12.08 of the resolution No. 12 will be 8 million Shares (i.e. 1 million Shares x 8 = 8 million Shares).
 - (2) Please note that you may give equal number of votes to each candidate, or give all your votes as represented by the Shares you hold to one particular candidate, or certain number of votes as represented by the Shares you hold to certain candidates.
 - (3) If you wish to give equal number of votes to each candidate, please indicate with a “✓” in the appropriate space under “For” or “Against” in the form of proxy; if not, please state the number of votes in the column “For” and/or “Against” you give to each of the candidates for election.
 - (4) After you have allocated all the voting rights represented by all of the Shares held by you to a certain number of candidates, you do not have further voting rights in respect of other candidates.
 - (5) Please note with particular attention that, if the total number of votes you have exercised and allocated to a certain number of candidates exceeds the total number of voting rights represented by the Shares held by you, all your votes shall become void, and you will be deemed to have abstained from voting. If the total number of votes you have exercised and allocated to a certain number of candidates is no more than the total number of voting rights represented by the Shares held by you, your votes are valid, and those votes not exercised (if any) will be deemed as being abstained from voting.
 - (6) Where the total number of votes in favour of a candidate for Director (not including independent non-executive Directors), independent non-executive Directors or Supervisors (not including employee representative Supervisors) exceeds one-half of the total number of Shares with voting rights represented by Shareholders attending the AGM (based on the non-cumulative number of Shares) and the votes for exceed the votes against, that candidate will be elected. If an insufficient number of Directors or Supervisors is to be elected at the AGM, then a further round of voting in respect of the unelected candidates will be conducted for the remaining vacancy, until all the Directors and Supervisors have been elected.
 - (7) When conducting a further round of voting for the vacancy of Directors (not including independent non-executive Directors), independent non-executive Directors or Supervisors (not including employee representative Supervisors) according to (5) above, the total number of Shares for which the Shareholders have the voting rights shall be re-calculated based on the number of the then candidates.

IV. MISCELLANEOUS

1. The details of the ordinary resolutions No. 1 to No. 3 above are included in the 2023 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., Hong Kong Registrars 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

A , D C : M Y * , Z D # , L Y # ,
 L L # , Y B # , C H + , N , K L J + , S D + B M +

E D

* N D

+ I N D