

Next Day Disclosure Return  
(Equity issuer - changes in issued share capital and/or share buybacks)

Instrument:

Equity issuer

Status:

New Submission

Name of Issuer:

China Petroleum & Chemical Corporation

Date Submitted:

27 March 2024

Section I must be completed by a listed issuer where there has been a change in its issued share capital which is discloseable pursuant to rule 13.25A of the Main Board Rules (the “Main Board Listing Rules”) / rule 17.27A of the GEM Rules (the “GEM Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Exchange”)

Section I

1. Class of shares	Ordinary shares	Type of shares	H	Listed on SEHK (Note 11)	Yes		+
Stock code (if listed)	00386	Description					
Issues of shares (Notes 6 and 7)		No. of shares	Issued shares as a % of existing number of issued shares before relevant share issue (Notes 4, 6 and 7)	Issue price per share (Notes 1 and 7)	Closing market price per share of the immediately preceding business day (Note 5)	% discount(-)/ premium of issue price to market price (Note 7)	+
Opening balance as at (Note 2) 26 March 2024		24,377,280,600					
1). Repurchase of shares (or other securities) but not cancelled  Description (Notes 3, 6 and 7)  Date of changes 26 March 2024		19,866,000	0.02 %			%	
2). Repurchase of shares (or other securities) but not cancelled  Description (Notes 3, 6 and 7)  Date of changes 27 March 2024		20,000,000	0.02 %			%	
Closing balance as at (Note 8) 27 March 2024		24,377,280,600					

Remarks:

Issued shares as a % of existing number of issued shares before relevant share issue is calculated with reference to the Company's total number of issued shares of 121,739,689,893 shares (comprising 24,377,280,600 H shares and 97,362,409,293 A shares).

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We hereby confirm to the best knowledge, information and belief that, in relation to each issue of securities as set out in Section I, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 9)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for the listing imposed by the Main Board Listing Rules / GEM Listing Rules under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 10);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

*Notes to Section I:*

1. *Where shares have been issued at more than one issue price per share, a weighted average issue price per share should be given.*
2. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to Main Board Rule 13.25A / GEM Rule 17.27A or Monthly Return pursuant to Main Board Rule 13.25B / GEM Rule 17.27B, whichever is the later.*
3. *Please set out all changes in issued share capital requiring disclosure pursuant to Main Board Rule 13.25A / GEM Rule 17.27A together with the relevant dates of issue. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the listed issuer's Monthly Return. For example, multiple issues of shares as a result of multiple exercises of share options under the same share option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of share options under 2 share option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.*
4. *The percentage change in the number of issued shares of listed issuer is to be calculated by reference to the listed issuer's total number of shares in issue (excluding for such purpose any shares repurchased or redeemed but not yet cancelled) as it was immediately before the earliest relevant event which has not been disclosed in a Monthly Return or Next Day Disclosure Return.*
5. *Where trading in the shares of the listed issuer has been suspended, "closing market price per share of the immediately preceding business day" should be construed as "closing market price per share of the business day on which the shares were last traded".*
6. *In the context of a repurchase of shares:*
  - *"issues of shares" should be construed as "repurchases of shares"; and*

- *"issued shares as a % of existing number of shares before relevant share issue" should be construed as "repurchased shares as a % of existing number of shares before relevant share repurchase".*

7. *In the context of a redemption of shares:*

- *"issues of shares" should be construed as "redemptions of shares";*
- *"issued shares as a % of existing number of shares before relevant share issue" should be construed as "redeemed shares as a % of existing number of shares before relevant share redemption"; and*
- *"issue price per share" should be construed as "redemption price per share".*

8. *The closing balance date is the date of the last relevant event being disclosed.*

9. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases.*

10. *"Identical" means in this context:*

- *the securities are of the same nominal value with the same amount called up or paid up;*
- *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
- *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*

11. *SEHK refers to Stock Exchange of Hong Kong.*

Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under Main Board Rule 10.06(4)(a) / GEM Rule 13.13(1).

**The issuer has Purchase report or additional information for issuer whose primary listing is on the Exchange** ☐ Not applicable

Section II						
1. Class of shares	Ordinary shares	Type of shares	H	Listed on SEHK (Note)	Yes	
Stock code (if listed)	00386	Description				
A. Purchase report						
Trading date	Number of securities purchased	Method of purchase (Note)	Price per share or highest price paid \$	Lowest price paid \$	Total paid \$	
1). 27 March 2024	20,000,000	On the Exchange	HKD 4.41	HKD 4.36	HKD 87,924,000	
Total number of securities purchased		20,000,000		Total paid \$		HKD 87,924,000
B. Additional information for issuer whose primary listing is on the Exchange						
1).	Number of such securities purchased on the Exchange in the year to date (since ordinary resolution)				(a)	443,522,000
2).	% of number of shares in issue at time ordinary resolution passed acquired on the Exchange since date of resolution ( (a) x 100 ) / Number of shares in issue					0.37 %

We hereby confirm that the repurchases set out in A above which were made on the Exchange were made in accordance with the Main Board Listing Rules / GEM Listing Rules and that other than the non-public issuance of 2,390,438,247 A shares (detailed below), there have been no material changes to the particulars contained in the Explanatory Statement dated 12 April 2023 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Remarks:

- For further details on the non-public issuance of A shares of the Company, please refer to the announcements and/or circulars disclosed by the Company on the website of The Stock Exchange of Hong Kong Limited on 26 March 2023, 12 April 2023, 30 May 2023, 15 March 2024 and 19 March 2024, respectively.
- In relation to repurchase of H shares, the above B 2) % of number of shares in issue at time ordinary resolution passed acquired on the Exchange since date of resolution was calculated based on the Company's total number of issued shares of 119,896,407,646 shares on 30 May 2023 (comprising 24,780,936,600 H shares and 95,115,471,046 A shares).

Note to Section II: Please state whether on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

Submitted by: Huang Wensheng

(Name)

Title: Vice President and Secretary to the Board of Directors

(Director, Secretary or other Duly Authorised Officer)

翌日披露報表  
(股份發行人——已發行股本變動及/或股份購回)

表格類別：

股票

狀態：

新提交

公司名稱：

中國石油化工股份有限公司

呈交日期：

2024年3月27日

如上市發行人的已發行股本出現變動而須根據《香港聯合交易所有限公司證券上市規則》(《主板上市規則》)第13.25A條 / 《香港聯合交易所有限公司GEM證券上市規則》(《GEM上市規則》)第17.27A條作出披露，必須填妥第一章節。

第一章節							+
1. 股份分類	普通股	股份類別	H	於香港聯交所上市(註11)	是		
證券代號 (如於香港聯交所上市)	00386	說明					
							+
發行股份 (註6及7)	股份數目	已發行股份佔 有關股份發行前的 現有已發行股份數目 百分比 (註4、6及7)	每股發行價(註1及7)	上一個營業日 的每股收市價 (註5)	發行價較市值的折讓/ 溢價幅度(百分比) (註7)		
於下列日期開始時的結存(註2) 2024年3月26日	24,377,280,600						
1). 購回股份(或其他證券)但沒有註銷  說明(註3、6及7)  變動日期 2024年3月26日	19,866,000	0.02 %					
2). 購回股份(或其他證券)但沒有註銷  說明(註3、6及7)  變動日期 2024年3月27日	20,000,000	0.02 %					
於下列日期結束時的結存(註8) 2024年3月27日	24,377,280,600						

備註：

已發行股份佔有關股份發行前的現有已發行股份數目百分比是依據本公司已發行股份數目總額 121,739,689,893股 (包括24,377,280,600股H股及97,362,409,293股A股)計算。

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我們在此確認，據我們所知所信，第一章節所述的每項證券發行已獲發行人董事會正式授權批准，並在適用的情況下：

(註9)

(i) 上市發行人已收取其在是次發行應得的全部款項；

(ii) 已履行主板上市規則 / GEM上市規則「上市資格」項下所規定有關上市的一切先決條件；

(iii) 批准證券上市買賣的正式函件內所載的所有條件（如有）已予履行；

(iv) 每類證券在各方面均屬相同(註10)；

(v) 《公司（清盤及雜項條文）條例》規定送呈公司註冊處處長存檔的全部文件已經正式存檔，而一切其他法律規定亦已全部遵行；

(vi) 確實所有權文件按照發行條款的規定經已發送/現正準備發送/正在準備中並將會發送；

(vii) 發行人的上市文件所示已由其購買或同意購買的全部物業的交易已完成；全部該等物業的購買代價已予繳付；及

(viii) 有關債券、借貸股份、票據或公司債券的信託契約/平邊契據經已製備及簽署，有關詳情已送呈公司註冊處處長存檔（如法律如此規定）。

第一章節註釋：

1. 若股份曾以超過一個每股發行價發行，須提供每股加權平均發行價。
2. 請填上根據《主板上市規則》第13.25A條 / 《GEM上市規則》第17.27A條刊發的上一份「翌日披露報表」或根據《主板上市規則》第13.25B條 / 《GEM上市規則》第17.27B條刊發的上一份「月報表」（以較後者為準）的期終結存日期。
3. 請列出所有須根據《主板上市規則》第13.25A條 / 《GEM上市規則》第17.27A條披露的已發行股本變動，連同有關的發行日期。每個類別須獨立披露，並提供充足資料，以便使用者可在上市發行人的「月報表」內識別有關類別。例如：因多次根據同一股份期權計劃行使股份期權或多次根據同一可換股票據進行換股而多次發行的股份，必須綜合計算，在同一類別下披露。然而，若因根據兩項股份期權計劃行使股份期權或根據兩項可換股票據進行換股而進行的發行，則必須分開兩個類別披露。
4. 在計算上市發行人已發行股份數目變動的百分比時，將參照以上市發行人在發生其最早一宗相關事件前的已發行股份數目總額(就此目的而言不包括已購回或贖回但尚未註銷的任何股份)；該最早一宗相關事件是之前並未有在「月報表」或「翌日披露報表」內披露的。
5. 如上市發行人的股份暫停買賣，則「上一個營業日的每股收市價」應理解為「股份作最後買賣的營業日當天的每股收市價」。
6. 如購回股份：
  - 「發行股份」應理解為「購回股份」；及
  - 「已發行股份佔有關股份發行前的現有已發行股份數目百分比」應理解為「已購回股份佔有關股份購回前的現有已發行股份數目百分比」。
7. 如贖回股份：
  - 「發行股份」應理解為「贖回股份」；及
  - 「已發行股份佔有關股份發行前的現有已發行股份數目百分比」應理解為「已贖回股份佔有關股份贖回前的現有已發行股份數目百分比」。
  - 「每股發行價」應理解為「每股贖回價」。

8. 期終結存日期為最後一宗披露的相關事件的日期。
9. (i) 至 (viii) 項為聲明的建議格式，可按個別情況予以修訂。
10. 在此「相同」指：
- 證券的面值相同，須繳或繳足的股款亦相同；
  - 證券有權領取同一期間內按同一息率計算的股息／利息，下次派息時每單位應獲派發的股息／利息額亦完全相同（總額及淨額）；及
  - 證券附有相同權益，如不受限制的轉讓、出席會議及於會上投票，並在所有其他方面享有同等權益。
11. 香港聯交所指香港聯合交易所。

如上市發行人購回股份而須根據《主板上市規則》第10.06(4)(a)條 / 《GEM上市規則》第13.13(1) 條作出披露，則亦須填妥第二章節。

發行人持有購回報告或其他資料以表明本交易所為發行人的第一上市地 ☐ 不適用

第二章節						
1. 股份分類	普通股	股份類別	H	於香港聯交所上市 (註)	是	
證券代號 (如於香港聯交所上市)	00386	說明				
A. 購回報告						
交易日	購回證券數目	購回方式 (註)	每股價格或付出最高價 (元)	最低價 (元)	付出總額 (元)	
1). 2024年3月27日	20,000,000	於本交易所進行	HKD 4.41	HKD 4.36	HKD	87,924,000
合共購回證券總數		20,000,000	合共付出總額 (元)		HKD	87,924,000
B. 以貴交易所為第一上市地的發行人的其他資料						
1).	本年內至今天為止 (自普通決議案通過以來) 在貴交易所購回該等證券的數目				(a)	443,522,000
2).	自決議案通過日期以來在貴交易所購回的證券佔於普通決議案通過時已發行股份數目的百分比 ( (a) x 100 )/已發行股份數目					0.37 %

我們確認，上文A部所述於貴交易所進行的購回是根據《主板上市規則》 / 《GEM上市規則》的規定進行，而除非公開發行2,390,438,247股A股股份外（請見下文詳述），已呈交貴交易所日期為2023年4月12日的說明函件所載資料並無任何重大變動。我們亦確認，上文A部所述於另一家證券交易所進行的購股活動，是根據當地有關在該交易所購入股份的適用規則進行。

備註：

1.有關本公司非公開發行A股股份之詳情，請參見本公司分別於2023年3月26日、2023年4月12日、2023年5月30日、2024年3月15日、2024年3月19日在香港聯合交易所有限公司網站披露的相關公告及/或通函。

2.就回購H股而言，上述B 2) 自決議案通過日期以來在貴交易所購回的證券佔於普通決議案通過時已發行股份數目的百分比是依據本公司於2023年5月30日已發行股份數目總額119,896,407,646股 (包括 24,780,936,600股H股及95,115,471,046股A股) 計算。

第二章節註釋：請註明是於本交易所、另一家證券交易所 (列明交易所名稱)、以私人安排方式或以全面收購方式進行。

呈交者： 黃文生

(姓名)

職銜： 副總裁、董事會秘書

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(董事、秘書或其他獲正式授權的人員)