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中石化煉化工程(集團)股份有限公司
SINOPEC Engineering (Group) Co., Ltd.*

(a joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 2386)

NOTICE OF THE ANNUAL GENERAL MEETING FOR THE YEAR 2013

NOTICE IS HEREBY GIVEN that an annual general meeting for the year 2013 (the “**AGM**”) of SINOPEC Engineering (Group) Co., Ltd. (the “**Company**”) will be held at Crowne Plaza Park View Wuzhou Beijing, 8 Beisihuan Zhong Lu, Beijing, the PRC on Thursday, 8 May 2014 at 9 a.m. for the purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Company’s circular (the “**Circular**”) dated 18 March 2014.

RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE AGM

By way of ordinary resolutions:

- (1) to consider and approve the report of the Board for the year 2013;
- (2) to consider and approve the report of the Supervisory Committee for the year 2013;
- (3) to consider and approve the proposed appointment of a Director;
- (4) to consider and approve the proposed final dividend distribution plan for the year 2013;
- (5) to authorize the Board to determine the interim profit distribution plan of the Company for the year 2014;
- (6) to consider and approve the proposed re-appointment of Grant Thornton China (Special General Partnership) and Grant Thornton Hong Kong Limited as the domestic auditor and the international auditor of the Company, respectively, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year 2014;
- (7) to consider and approve the proposed business operation plan, investment plan and financial budget for the year 2014; and

* *For identification purposes only.*

- (8) to consider and approve the audited financial statements for the year 2013.

By way of special resolution:

- (1) to consider and approve the proposed grant of the general mandate to the Board to issue Domestic Shares and/or H Shares; and
- (2) to consider and approve the proposed grant of general mandate to the Board to repurchase Domestic Shares and/or H Shares.

Details of the above resolutions proposed at the AGM are contained in the Circular, which is available on the website of Hong Kong Exchanges and Clearing Limited (www.hkex.com.hk) and the website of the Company (www.segroup.cn).

By Order of the Board
SINOPEC Engineering (Group) Co., Ltd.
Sang Jinghua
Secretary to the Board and Company Secretary

Beijing, PRC
18 March 2014

As at the date of this notice, the executive director is Yan Shaochun; the non-executive directors are Cai Xiyong, Zhang Kehua, Lei Dianwu, Ling Yiqun and Chang Zhenyong; and the independent non-executive directors are Hui Chiu Chung, Stephen, Jin Yong and Ye Zheng.

Notes:

ATTENDEE OF THE AGM

1. Eligibility for attending the AGM

For the purpose of ascertaining shareholders who are entitled to attend and vote at the AGM, the H share register of members of the Company will be closed from Tuesday, 8 April 2014 to Thursday, 8 May 2014 (both days inclusive). Holders of H shares who wish to attend the AGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Ltd. (address: Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) before 4:30 p.m. on 7 April 2014 for registration.

2. Proxy

- (a) A member eligible to attend and vote at the AGM is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. A proxy need not be a shareholder of the Company.

- (b) A proxy should be appointed by a written instrument signed by the appointer or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.
- (c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to the place of business of the Company. In the case of holders of domestic shares, the address is Tower B, No. 19 Anyuan, Anhui Beili, Chaoyang District, Beijing, the PRC (or via fax no.: (+86)10 6499 8599), and in the case of holders of H shares, the address is Computershare Hong Kong Investor Services Ltd., 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time designated for holding of the AGM.
- (d) A shareholder or his proxy may exercise the right to vote by poll.

3. **Registration procedures for attending the AGM**

- (a) A shareholder or his proxy shall produce proof of identity when attending the meeting. If a shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder, he/she may attend the AGM 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 meeting.
- (b) Holders of H shares and domestic shares intending to attend the AGM should return the reply slip for attending the AGM to the Company on or before Thursday, 17 April 2014.
- (c) Shareholder may send the above reply slip to the Company in person, by post or by fax.
- (d) Closure of Register of Members. The H share register of members of the Company will be closed from Tuesday, 8 April 2014 to Thursday, 8 May 2013 (both days inclusive).

4. **Miscellaneous**

- (a) The AGM will not last for more than one working day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (b) For the purpose of ascertaining shareholders who qualify for the final dividend for the year 2013, the H share register of members of the Company will be closed from Thursday, 15 May 2014 to Tuesday, 20 May 2014 (both days inclusive). In order to qualify for the final dividend, holders of H shares shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Ltd. (address: Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) before 4:30 p.m. on Wednesday, 14 May 2014 for registration.
- (c) The address of the share registrar of H shares of the Company: Computershare Hong Kong Investor Services Ltd. is at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (d) The place of business of the Company is at:

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