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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)

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT THE
ANNUAL GENERAL MEETING FOR YEAR 2013**

Important Notice:

- There is no objection against or amendment to the resolutions at the AGM (as defined below).
- There is no supplementary resolution before the convening of the AGM (as defined below).

I. Convening and attendance of the meeting

SINOPEC Engineering (Group) Co., Ltd. (the “**Company**”) held its annual general meeting for the year 2013 (the “**AGM**”) at Crowne Plaza Park View Wuzhou Beijing, 8 Beisihuan Zhong Lu, Beijing, the PRC at 9:00 a.m. on Thursday, 8 May 2014. The board of directors of the Company (the “**Board**”) is pleased to announce that all the proposed resolutions set out in the notice of the AGM dated 18 March 2014 were duly passed. In this announcement, unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 18 March 2014 (the “**Circular**”).

As at the shareholding record date of the AGM (8 April 2014), the total number of issued Shares entitling the holders to attend and vote for, against or abstain from voting on the resolutions at the AGM was 4,428,000,000 Shares. The number of Shareholders and authorised proxies who actually attended the AGM

** For identification purposes only*

was 7^{note 1}, holding an aggregate of 3,358,173,349 Shares carrying valid voting rights, representing 75.84% of the total number of Shares carrying valid voting rights, among which the number of holders of Domestic Shares and authorised proxies was 2^{note 1}, holding an aggregate of 2,967,200,000 Domestic Shares, representing 100% of total number of Domestic Shares carrying valid voting rights, while the number of holders of H Shares and authorised proxies was 5^{note 1}, holding an aggregate of 390,973,349 H Shares, representing 26.76% of total number of H Shares carrying valid voting rights.

As at the date of the AGM, the total number of issued Shares entitling the Shareholders to vote for, against or abstain from voting on these resolutions was 4,428,000,000 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the relevant resolutions at the AGM pursuant to Rule 13.40 of the Hong Kong Listing Rules. There were no Shareholders who have stated their intention in the Circular to vote against or to abstain from voting in respect of any of the resolutions at the AGM.

The AGM was convened by the Board and chaired by the Chairman of the Board, Cai Xiyong. There are currently 9 Directors and 7 supervisors of the Company (“**Supervisors**”) at the date of the AGM. Some members of the Board, the Supervisory Committee and the senior management of the Company were present at the AGM. The convening of and the procedures for holding the AGM and the voting procedures at the AGM were in compliance with the requirements of the Company Law of the People’s Republic of China and the Articles.

Note 1: The chairman of the AGM was appointed by some of the holders of Domestic Shares and H Shares to vote on their behalf, and he was not counted repeatedly towards the calculation of the total number of the Shareholders and authorised proxies who attended the AGM.

II. Consideration of the resolutions

The following resolutions were considered and approved, respectively, at the AGM by way of poll. Any abstain vote was disregarded as voting rights for the purpose of calculating the results of the relevant resolution.

By way of ordinary resolutions:

1. To consider and approve the report of the Board for the year 2013.

	Representing Shares	For (Shares)	Against (Shares)	Abstain (Shares)	Approval (%)
Voting results	3,358,173,349	3,358,172,349	1,000	0	99.999970

2. To consider and approve the report of the Supervisory Committee for the year 2013.

	Representing Shares	For (Shares)	Against (Shares)	Abstain (Shares)	Approval (%)
Voting results	3,358,173,349	3,358,172,349	1,000	0	99.999970

3. To consider and approve the proposed appointment of a Director.

	Representing Shares	For (Shares)	Against (Shares)	Abstain (Shares)	Approval (%)
Voting results	3,358,173,349	3,330,030,449	28,142,900	0	99.161958

4. To consider and approve the proposed final dividend distribution plan for the year 2013.

	Representing Shares	For (Shares)	Against (Shares)	Abstain (Shares)	Approval (%)
Voting results	3,358,173,349	3,358,172,349	1,000	0	99.999970

5. To authorise the Board to determine the interim profit distribution plan of the Company for the year 2014.

	Representing Shares	For (Shares)	Against (Shares)	Abstain (Shares)	Approval (%)
Voting results	3,358,173,349	3,358,172,349	1,000	0	99.999970

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 authorise the Board to fix their remuneration for the year 2014.

	Representing Shares	For (Shares)	Against (Shares)	Abstain (Shares)	Approval (%)
Voting results	3,358,173,349	3,358,172,349	1,000	0	99.999970

7. To consider and approve the proposed business operation plan, investment plan and financial budget for the year 2014.

	Representing Shares	For (Shares)	Against (Shares)	Abstain (Shares)	Approval (%)
Voting results	3,358,173,349	3,358,172,349	1,000	0	99.999970

8. To consider and approve the audited financial statements for the year 2013.

	Representing Shares	For (Shares)	Against (Shares)	Abstain (Shares)	Approval (%)
Voting results	3,358,173,349	3,358,172,349	1,000	0	99.999970

By way of special resolution:

9. To consider and approve the proposed grant of the general mandate to the Board to issue Domestic Shares and/or H Shares.

	Representing Shares	For (Shares)	Against (Shares)	Abstain (Shares)	Approval (%)
Voting results	3,358,173,349	3,056,150,500	302,022,849	0	91.006335

10. To consider and approve the proposed grant of general mandate to the Board to repurchase Domestic Shares and/or H Shares.

	Representing Shares	For (Shares)	Against (Shares)	Abstain (Shares)	Approval (%)
Voting results	3,358,173,349	3,358,172,349	1,000	0	99.999970

In accordance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited was appointed as the scrutineer in respect of voting at the AGM ^{note 2}.

Note 2: Computershare Hong Kong Investor Services Limited is the H Share registrar for the Company.

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

Beijing, PRC
9 May 2014

As at the date of this announcement, the executive director is Yan Shaochun; the non-executive directors are Cai Xiyu, Lei Dianwu, Ling Yiqun, Chang Zhenyong and Li Guoqing; and the independent non-executive directors are Hui Chiu Chung, Stephen, Jin Yong and Ye Zhen.