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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 CLASS MEETING FOR HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN** that the first class meeting for H Shareholders for the year 2016 (the “**H Share Class Meeting**”) of SINOPEC Engineering (Group) Co., Ltd. (the “**Company**”) will be held at V-Continent Beijing Parkview Wuzhou Hotel, 8 Beisihuan Zhong Lu, Chaoyang District, Beijing, the PRC immediately after the annual general meeting of the Company for the year 2015 (the “**AGM**”) and the first class meeting for Domestic Shareholders for the year 2016 (the “**Domestic Share Class Meeting**”) to be convened and held on the same date at the same place on Friday, 6 May 2016 for the purposes of considering and, if thought fit, approving the following resolution. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company’s circular dated 21 March 2016.

**By way of special resolution:**

To consider and approve the authorisation to the Board to repurchase Domestic Shares and/or H Shares subject to the following conditions:

- (a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase Domestic Shares and/or H Shares in issue, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange or of any other governmental or regulatory body, is approved;
- (b) the aggregate nominal value of Domestic Shares or H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period (as defined in paragraph (d) below) shall not exceed 10% of the aggregate nominal value of Domestic Shares or H Shares in issue, respectively, as at the date of the passing of this special resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
  - (i) the special resolution to be passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting shall be of the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i));

\* For identification purposes only.

- (ii) compliance with the relevant requirements of the Company Law and the regulations of the regulatory authorities (including the Hong Kong Stock Exchange) of the place of listing of the Company as amended from time to time; and
  - (iii) the approval of or the filing with the SAFE, CSRC and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made.
- (d) For the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution in the AGM, the Domestic Share Class Meeting and the H Share Class Meeting until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or other applicable laws to be held;
  - (iii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, by a special resolution of Domestic Shareholders at a class meeting for Domestic Shareholders or by a special resolution of H Shareholders at a class meeting for H Shareholders; or
  - (iv) the expiration of a period of 12 months after this special resolution has been passed at each of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.
- (e) the Board is hereby authorised to:
  - (i) formulate and implement specific repurchase plans, including but not limited to the repurchase price, the amount of repurchases, the timing and period for repurchases;
  - (ii) notify creditors and publish announcements in accordance with the requirements of the Company Law, the Articles and the relevant requirements of the Hong Kong Stock Exchange (if applicable) as amended from time to time;
  - (iii) open a foreign stock account and complete the corresponding procedure of change in foreign exchange registration;
  - (iv) perform the relevant approval procedure in accordance with the requirements of the regulatory authority and the place of listing, including filing with CSRC;

- (v) complete the procedure for the cancellation of the repurchased Shares, the reduction of the Company's registered capital, the amendment of the relevant clauses of the Articles relating to, among other things, the total amount of share capital and structure of shareholding, and perform the relevant domestic and foreign registration and filing procedures according to the statutory requirements in the PRC and foreign regions; and
- (vi) sign and execute other documents and complete other matters relevant to repurchases of Shares.

By Order of the Board  
**SINOPEC ENGINEERING (GROUP) CO., LTD.**  
**SANG Jinghua**  
*Vice President, Secretary to the Board*

Beijing, the PRC  
21 March 2016

*As at the date of this notice, the executive Directors are LU Dong, YAN Shaochun, SUN Lili (employee representative Director) and WU Derong (employee representative Director); the non-executive Directors are ZHANG Jianhua and LI Guoqing; and the independent non-executive Directors are HUI Chiu Chung, Stephen, JIN Yong and YE Zheng.*

*Notes:*

#### **ATTENDEE OF THE H SHARE CLASS MEETING**

##### **1. Eligibility and Registration Procedures for Attending the H Share Class Meeting**

- (a) Closure of Register of Members. For the purpose of ascertaining H Shareholders who are entitled to vote at the H Share Class Meeting, the register of members of the Company will be closed from Wednesday, 6 April 2016 to Friday, 6 May 2016, both dates inclusive.
- (b) H Shareholders whose names appear on the register of members of the Company before the close of business on Wednesday, 6 April 2016 are entitled to attend and vote in respect of the resolution to be proposed at the H Share Class Meeting.
- (c) H Shareholders who wish to attend the H Share Class Meeting shall lodge their share certificates accompanied by the transfer documents with the Company's share registrar of H Shares before 4:30 p.m. on Tuesday, 5 April 2016 for registration.
- (d) An H Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If an H 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 H Share Class Meeting 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.

- (e) H Shareholders who intend to attend the H Share Class Meeting should return the reply slip for attending the H Share Class Meeting to the Company on or before Saturday, 16 April 2016.
- (f) H Shareholders may send the above reply slip in person, by post or by fax.

2. **Proxy**

- (a) An H Shareholder eligible to attend and vote at the H Share Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder.
- (b) A proxy should be appointed by a written instrument signed by the appointer or his/her/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 the authorisation document(s) must be notarised.
- (c) 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 Company' share registrar of H Shares, Computershare Hong Kong Investor Services Ltd. at 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 H Share Class Meeting.
- (d) An H Shareholder or his/her/its proxy may exercise the right to vote by poll.

3. **Miscellaneous**

- (a) The H Share Class Meeting is expected to take place immediately after the AGM and the Domestic Share Class Meeting. H Shareholders attending the H Share Class Meeting shall be responsible for their own travel and accommodation expenses.
- (b) The address of the Company's share registrar of H Shares, Computershare Hong Kong Investor Services Ltd., is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (c) The place of business of the Company is at:

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