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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 2016 AND CLOSURE OF REGISTER OF MEMBERS**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) for the year 2016 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 at 9 a.m. on Tuesday, 16 May 2017 for the purposes of considering and, if thought fit, passing the following resolutions. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company’s circular dated 30 March 2017 (the “**Circular**”).

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 2016;
- (2) to consider and approve the report of the Supervisory Committee for the year 2016;
- (3) to consider and approve the audited financial statements for the year 2016;
- (4) to consider and approve the final dividend distribution plan for the year 2016;
- (5) to consider and approve the authorisation to the Board to determine the interim profit distribution plan of the Company for the year 2017;
- (6) to consider and approve the 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 the authorisation to the Board to fix their remuneration for the year 2017; and
- (7) to consider and approve the business operation plan, investment plan and financial budget for the year 2017.

* For identification purposes only.

By way of special resolutions:

- (1) to consider and approve the grant of a general mandate to the Board to repurchase Domestic Shares and/or H Shares; and
- (2) to consider and approve the grant of a general mandate to the Board to issue 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
Vice President, Secretary to the Board

Beijing, the PRC
30 March 2017

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

Notes:

ATTENDEE OF THE AGM

1. Eligibility and Registration Procedures for Attending the AGM

- (a) Closure of Register of Members. For the purpose of ascertaining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Sunday, 16 April 2017 to Tuesday, 16 May 2017 (both days inclusive).
- (b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company before the close of business on Sunday, 16 April 2017 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM.
- (c) H Shareholders who wish to attend the AGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Ltd. before 4:30 p.m. on Thursday, 13 April 2017 for registration.

- (d) A Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. 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 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.
- (e) Domestic Shareholders and H Shareholders intending to attend the AGM should return the reply slip for attending the AGM to the Company on or before Wednesday, 26 April 2017.
- (f) Shareholders may send the above reply slip to the Company in person, by post or by fax.

2. **Proxy**

- (a) A Shareholder eligible to attend and vote at the AGM is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy needs 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 place of business of the Company for Domestic Shareholders and Computershare Hong Kong Investor Services Ltd. at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding the AGM.
- (d) A Shareholder or his/her/its proxy may exercise the right to vote by poll.

3. **Closure of Register of Members for H Shares regarding Final Dividend**

For the purpose of ascertaining Shareholders who qualify for the Final Dividend for the year 2016, the H Share register of members of the Company will be closed from Wednesday, 24 May 2017 to Monday, 29 May 2017 (both days inclusive). In order to qualify for the Final Dividend, H shareholders 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, 23 May 2017 for registration.

4. **Miscellaneous**

- (a) The AGM will not last for more than one working day. Shareholders who attend the AGM shall bear 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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