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中石化炼化工程(集团)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 DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that the first class meeting for Domestic Shareholders for the year 2017 (the “**Domestic 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 2016 (the “**AGM**”) to be convened and held on the same date at the same place on Tuesday, 16 May 2017 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 30 March 2017.

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, regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange or 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 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, the 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 at 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 relevant requirements (if applicable) the Company Law, the Articles and 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 the CSRC;

- (v) complete the procedure for the cancellation of the repurchased Shares, the reduction of registered capital of the Company, the amendment of the relevant provisions of the Articles relating to, among other things, the total amount of share capital and shareholding structure, 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
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 DOMESTIC SHARE CLASS MEETING

1. Eligibility and Registration Procedures for Attending the Domestic Share Class Meeting

- (a) Closure of Register of Members. For the purpose of ascertaining Domestic Shareholders who are entitled to attend and vote at the Domestic Share Class Meeting, 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 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 the resolution to be proposed at the Domestic Share Class Meeting.
- (c) A Domestic Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If a Domestic 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 Domestic 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.
- (d) Domestic Shareholders intending to attend the Domestic Share Class Meeting should return the reply slip for attending the Domestic Share Class Meeting to the Company on or before Wednesday, 26 April 2017.
- (e) Domestic Shareholders may send the above reply slip to the Company in person, by post or by fax.

2. **Proxy**

- (a) A Domestic Shareholder eligible to attend and vote at the Domestic 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 place of business of the Company not less than 24 hours before the time designated for holding the Domestic Share Class Meeting.
- (d) A Domestic Shareholder or his/her/its proxy may exercise the right to vote by poll.

3. **Miscellaneous**

- (a) The Domestic Share Class Meeting is expected to take place immediately after the AGM. Domestic Shareholders attending the Domestic Share Class Meeting shall be responsible for their own travel and accommodation expenses.
- (b) The place of business of the Company is at:

Tower B, No. 19 Anyuan, Anhui Beili, Chaoyang District, Beijing, the PRC
Post Code: 100101
Telephone No.: (+86) 10 6499 8054
Facsimile No.: (+86) 10 6499 8599