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Sinopec Oilfield Service Corporation

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

(Stock code: 1033)

Notice of 2015 Annual General Meeting

Notice Is Hereby Given that 2015 Annual General Meeting (the “**AGM**”) of Sinopec Oilfield Service Corporation (the “**Company**”) will be held at Meeting Room 6, the Third Floor of Kun Tai Royal Hotel B12 Chaowai Street, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) on Monday, 6 June 2016 at 9:00 a.m. in the form of on-site meeting. The AGM will be convened by the board (the “**Board**”) of the directors (the “**Directors**”) of the Company. The following resolutions will be considered and approved at the AGM.

By way of ordinary resolutions:

1. To consider and approve the Report of the Board of the Directors for the year 2015.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year 2015.
3. To consider and approve the audited financial statements and the auditor’s report of the Company for the year 2015.
4. To consider and approve the profit distribution plan of the Company for the year 2015.
5. To re-appoint Grant Thornton (Special General Partnership) as the domestic auditor and internal control auditor of the Company for the year 2016 and to re-appoint Grant Thornton Hong Kong Limited as the international auditor of the Company for the year 2016, and to authorise the Board to determine their remuneration.
6. To elect Mr. Sun Qingde as an executive director of the eighth session of the Board of the Company.

Biography of Mr. Sun Qingde

Mr. Sun Qingde (“**Mr. Sun**”), aged 54, is a professor-level senior engineer with a Ph. D degree. He has been working for Zhongyuan Petroleum Exploration Administration of China Petrochemical Corporation as the deputy general manager of Drilling Company, the manager of Zhongyuan Argentina Company, the deputy manager of the Third Drilling Company and the manager of the Second Drilling Company. In December 2001, he was appointed as Deputy Director of Zhongyuan Petroleum Exploration Administration of China Petrochemical Corporation. From December 2012, he acted as

the Executive Director and General Manager of Sinopec Zhongyuan Oil Engineering Company Limited, from September 2014, he acted as Director of Henan Petroleum Exploration Administration of China Petrochemical Corporation and General Manager of Sinopec Henan Oilfield Branch Company. On 11 March 2016, He was appointed as the General Manger of the Company.

The independent non-executive Directors have approved to propose Mr. Sun as the candidate of an Executive Director of the Board.

Other than disclosed above, Mr. Sun did not hold any positions in the Company or any of its subsidiaries, nor did he hold any other directorship of other listed companies in the past three years. He does not have any relationship with any other Directors, supervisors, senior management or substantial shareholders or controlling shareholder of the Company. As the date of this notice, Mr. Sun has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Sun has not received any regulatory sanction imposed by the China Securities Regulatory Commission or any other government authority.

Mr. Sun, once elected at the AGM, will enter into a service contract with the Company. The term of Mr. Sun shall start from the date of the approval at the AGM to the date when the term of the eighth session of the board of directors expires (expecting to be in February 2018). The remuneration of Mr. Sun as an Executive Director will be determined according to relevant state regulations and Measures for Implementation of Remuneration Packages for Senior Management of the Company. Pursuant to such Measures for Implementation of Remuneration Packages for Senior Management of the Company, the specific amount of remuneration will consist of base salary, performance bonus and mid-term and long-term incentive, with specific reference to the functions, responsibilities of the respective employee and also the performance of the Company as a whole.

Other than disclosed above, there are no other matters in relation to Mr. Sun which should be disclosed to the shareholders of the Company or matters which would require disclosure under rule 13.51(2)(h) to 13.51(2)(v) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”).

By way of special resolutions:

7. To authorise the Board to determine the proposed plan for issuance of debt financing instrument(s)

A proposal will be submitted to the AGM for granting a general and unconditional mandate to the Board (or Director(s) authorised by the Board) to determine, within the extent of the amount of bonds that may be issued, the matters relating to the issuance of debt financing instruments, including (but not limited to) determining the actual amount to be issued, interest rate, term, target of issuance and use of proceeds of the relevant debt financing instruments and the preparation, signing and disclosure of all necessary documents. The relevant debt financing instruments include but not limited to short-term debentures, super-short term debentures, medium term notes, corporate bonds, offshore market RMB bonds and foreign currency bonds, etc.

Subject to authorisation by the AGM, the Board will in turn authorise the Chairman and/or President and/or a Director designated by the Chairman to implement above matters of issuance.

The validity of this proposal will expire at the conclusion of the next annual general meeting of the Company.

8. To grant to the Board a general mandate to issue new domestic shares and/or overseas-listed foreign shares of the Company.

Pursuant to the relevant requirements in Article 124 of the Articles of Association of the Company. (the “Articles of Association”) and the Hong Kong Listing Rules, if approval has been granted by way of a special resolution in a general meeting of the Company, the Company may issue domestic shares (A Shares) and overseas-listed foreign shares (H Shares) separately or jointly (the “Relevant Issuance”) at a 12-month interval and the number of A Shares and H Shares intended to be issued will not exceed 20% of the outstanding shares in issue for each class of such shares without convening a class general meeting by the Company to seek approval for the Relevant Issuance.

On 16 June 2015, the annual general meeting of the Company for 2014 had approved the granting of a general mandate to the Board of the Company to issue domestic shares and/or overseas-listed foreign shares of the Company. From the date of granting of the mandate at the annual general meeting, the Company has not used such mandate to issue shares.

In order to grant discretion to the Board on the flexibility of issuance of new shares, it is proposed to the shareholders at the AGM, to grant the general mandate to issue new domestic shares of the Company (“A Shares”) and overseas-listed foreign shares of the Company (“H Shares”) by way of special resolution (“General Mandate”).

- (1) To authorise the Board (or the directors authorised by the Board) to allot, issue and deal with shares or securities convertible into such shares, options, warrants or similar rights to subscribe for any A Shares or H Shares of the Company (“Similar Rights”) not exceeding 20% of the existing A Share and H Shares in issue at the time when this resolution is passed at the AGM. However, notwithstanding the obtaining of the general mandate by the Board, any issue of A Shares needs shareholders’ approval at a general meeting in accordance with the relevant laws and regulations of the PRC.
- (2) Subject to paragraphs (3) and (4) and pursuant to the PRC Company Law and the listing rules of the relevant stock exchanges (as amended from time to time), the exercise by the Board (or the directors authorised by the Board) of all the powers of the Company granted by the unconditional General Mandate to allot, issue and deal with A Shares and/or H Shares or Similar Rights and to determine the terms and conditions for the allotment and issuance of new shares or Similar Rights including the following terms:
 - (a) class and number of new shares to be issued;
 - (b) price determination method of new shares and/or issuance price (including price range);
 - (c) the starting and closing dates for the issue;
 - (d) class and number of the new shares to be issued to existing shareholders; and/or
 - (e) the making or granting of offers, agreements, options, convertible rights or other Similar Rights which might require the exercise of such powers.

- (3) The aggregate nominal amount of new A Shares and H Shares conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board (or the directors authorised by the Board) pursuant to the approval in paragraph (2), otherwise than pursuant to issue of shares by conversion of the surplus reserve into share capital in accordance with the PRC Company Law and the Articles of Association, shall not exceed 20% of each class of the existing A Shares and H Shares in issue at the time when this resolution is passed at the AGM.
- (4) In exercising the powers granted in paragraph (2), the Board (or the directors authorised by the Board) must (i) comply with the PRC Company Law and the relevant regulatory stipulations (as amended from time to time) of the places where the Company is listed; and (ii) obtain approval from China Securities Regulatory Commission and other relevant PRC government departments.
- (5) The Board (or the directors authorised by the Board), subject to the approval of the relevant authorities of the PRC and in accordance with the PRC Company Law, be and is hereby authorised to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (2) above.
- (6) To authorise the Board (or the directors authorised by the Board) to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issuance and listing of new shares, provided the same do not violate the relevant laws, administrative regulations, listing rules of the relevant stock exchanges and the Articles of Association.
- (7) Subject to the approval of the relevant PRC authorities, the Board (or the directors authorised by the Board) is hereby authorised to make appropriate and necessary amendments to the Articles of Association after completion of the allotment and issuance of new shares according to the method, type and number of the allotment and issuance of new shares by the Company and the actual situation of the shareholding structure of the Company at the time of completion of the allotment and issuance of new shares in order to reflect the alteration of the share capital structure and registered capital of the Company pursuant to the exercise of this General Mandate.
- (8) The above General Mandate will be granted from the date of passing this special resolution at the AGM and will expire on the earliest among (“Relevant Period”):
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) twelve months from the date of passing this resolution at the AGM; and
 - (iii) the revocation or variation of the General Mandate granted under this resolution by special resolution of the shareholders in a general meeting.

Except where the Board has resolved to make or grant of offers, agreements, options, convertible rights or other Similar Rights during the Relevant Period and such offers, agreements, options, convertible rights or other Similar Rights are to be continued or implemented after the Relevant Period.

The details regarding the abovementioned ordinary resolutions 1, 2, 3 and 4 are available in the annual report of the Company for the year 2015. The Board considers that the resolutions hereto are in the interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend the shareholders to vote in favour of such resolutions to be proposed at the AGM as set out in this notice.

By order of the Board
Li Honghai
Company Secretary

Beijing, 20 April 2016

Notes:

I. Attendee of AGM

1. *Eligibility for attending the AGM*

Holders of A shares of the Company whose names appear on the domestic shares register maintained by China Securities Depository & Clearing Corporation Limited Shanghai Branch and holders of H shares of the Company whose names appear on the register of members maintained by Hong Kong Registrars Limited at the close of business on Monday, 9 May 2016 are eligible to attend the AGM. The H share register of members of the Company will be closed from Saturday, 7 May 2016 to Monday, 6 June 2016 (both days inclusive), during which period no transfer of H shares will be effected. Holders of H Shares who wish to attend the AGM shall lodge their share certificates accompanied by the transfer documents with Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, 6 May 2016.

2. *Proxy*

- (1) A shareholder of the Company (“**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 its behalf. A proxy need not be a Shareholder.
- (2) A proxy should be appointed by a written instrument signed by the appointer or 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 other authorisation document(s) must be notarised.
- (3) 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 business address of the Company not less than 24 hours before the designated time for holding the AGM or any adjournment. Business address of the Company is No.9 Jishikou Road, Chaoyang District, Beijing, the PRC. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment if he so desires and in such event, the form of proxy shall be deemed to be revoked.
- (4) Shareholders or their proxies may exercise the right to vote by poll.

3. *The Directors, Supervisors and senior management of the Company.*

4. *Legal advisors of the Company.*

II. Registration procedures for attending the AGM

1. A Shareholder or his proxy shall produce proof of identity when attending the AGM. 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 AGM.

2. Shareholders intending to attend the AGM should return the reply slip for attending the AGM to the Company on or before Tuesday, 17 May 2016.
3. Shareholder may send the above reply slip to the Company in person, by post or by fax.

III. Miscellaneous

1. The AGM will not last for more than one working day. Shareholder and proxies attending the AGM shall be responsible for their own traveling, food and accommodation expenses.
2. The address of the Share Registrar for A shares of the Company, China Securities Registration and Clearing Company Limited Shanghai Branch Company is at 166 Lujiazuidong Road, Pudong District, Shanghai.
3. The address of the Share Registrar of H shares of the Company, Hong Kong Registrars Limited is at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
4. Business Address of the Company:
No. 9 Jishikou Road, Chaoyang District, Beijing, the PRC
Telephone: 86-10-59965998
Facsimile: 86-10-59965997
Postal Code: 100728

As at the date of this notice, the Board of Directors comprises Mr. Jiao Fangzheng⁺, Mr. Zhou Shiliang[#], Mr. Li Lianwu⁺, Mr. Zhang Hong⁺, Ms. Jiang Bo^{}, Mr. Zhang Huaqiao^{*} and Mr. Pan Ying^{*}.*

⁺ *Non-Executive Director*

[#] *Executive Director*

^{*} *Independent Non-Executive Director*