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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 The Second Extraordinary General Meeting for 2015**

**Notice Is Hereby Given** that the second extraordinary general meeting for 2015 (the “**EGM**”) of Sinopec Oilfield Service Corporation (中石化石油工程技術服務股份有限公司) (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 Wednesday, 16 December 2015 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### **By Way of Ordinary Resolutions:**

1. “THAT the resolution in relation to the 2015 Mutual Product Supply Framework Agreement and the Major Continuing Connected Transactions contemplated thereunder (as defined in the announcement dated 28 October 2015 published by the Company in relation to the continuing connected transactions (the “**Announcement**”)), and the proposed annual caps for each of three years ending on 31 December 2018 be and is hereby approved”
2. “THAT the resolution in relation to the 2015 General Services Framework Agreement and the Major Continuing Connected Transactions contemplated thereunder (as defined in the Announcement), and the proposed annual caps for each of three years ending on 31 December 2018 be and is hereby approved”
3. “THAT the resolution in relation to the 2015 Engineering and Construction Services Framework Agreement and the Major Continuing Connected Transactions contemplated thereunder (as defined in the Announcement), and the proposed annual caps for each of three years ending on 31 December 2018 be and is hereby approved”
4. “THAT the resolution in relation to the 2015 Financial Services Framework Agreement and the Major Continuing Connected Transactions contemplated thereunder (as defined in the Announcement), and the proposed annual caps for each of three years ending on 31 December 2018 be and is hereby approved”
5. “To elect Mr. James Pan as an independent non-executive director of the eighth session of the board of directors of the Company”

The biographical details of Mr. James Pan (“**Mr. PAN**”) are as follows:

Mr. PAN, aged 45, is a United States citizen with a bachelor degree. Mr. PAN began to work at China’s State Administration of Foreign Exchange (“**SAFE**”) in 1991, and was responsible for establishing SAFE Investment Company, Ltd., in 1994 based in Hong Kong. Mr. PAN joined Seagate Global Group Ltd., in Los Angeles in 1997 and served as CEO of SeaBright Asset Management Limited in 2004. He began to act as CEO of Everbright Ashmore (Beijing) Real Estate Investment Consultants Limited, a member of the management committee of China Everbright Limited, and a member of the investment & strategy committee, executive committee and audit committee of Everbright Prestige Capital.

The independent non-executive directors of the Company have approved to propose Mr. PAN as the candidate of an independent non-executive director of the eighth session of the board of directors of the Company (the “**Board**”).

Other than disclosed above, Mr. PAN 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 at the date of this notice, Mr. PAN has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. PAN has not received any regulatory sanction imposed by the China Securities Regulatory Commission, or the Hong Kong Stock Exchange or any other government authority

Mr. PAN once elected at the EGM, will enter into a service contract with the Company. The term of Mr. PAN shall start from 16 December 2015 to the date when the term of the eighth session of the board of directors expires (expecting to be February 2018). The remuneration of Mr. PAN as an independent non-executive director is RMB 200,000 per year (including tax). The remuneration of Mr. PAN is determined by the Board with reference to the fees paid by other listed companies in Hong Kong to independent non-executive directors and also his position(s) held in any committee of the Company.

Other than disclosed above, there are no other matters in relation to Mr. PAN 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 Resolution:**

6. “THAT the resolution in relation to proposed amendments to the articles of association of the Company (the “Articles of Association”) and authorise the secretary to the Board, on behalf of the Company, to deal with all the procedural requirements such as applications, approvals, registrations and filings in relation to the proposed amendments to the Articles of Association (including cosmetic amendments as requested by the relevant regulatory authorities) be and is hereby approved”

Details of the abovementioned resolutions are available on the website of <http://www.hkexnews.hk>. Further details will be included in the circular to be dispatched separately to the holders of H shares of the Company.

For and on behalf of the Board of Directors  
**Li Honghai**  
*Company Secretary*

Beijing, PRC, 28 October 2015

*Notes:*

1. According to the articles of association of the Company, a holder of H share whose name is in the register of members of the Company as at the close of business on Friday, 13 November 2015 shall be entitled to attend and vote at the EGM. The register of holders of H shares of the Company will be closed from Monday, 16 November 2015 to Wednesday, 16 December 2015, both days inclusive, for the purpose of determining a shareholders' list for the EGM. In order to qualify for attending the EGM, holders of H shares whose transfers have not been registered must deliver their transfer documents together with the relevant share certificates to the Company's H share registrars in Hong Kong, Hong Kong Registrars Limited at Rooms 1712—1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 13 November 2015.
2. Those shareholders entitled to attend the EGM shall return the reply slip to the registered address of the Company on or before Thursday, 26 November 2015, although the reply slip will not affect the shareholders' entitlement to attend and vote at the EGM as shown in Note 1.
3. Shareholders attending the EGM shall present their own identity cards as well as their shareholding account cards (if applicable).
4. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. In the event the appointor is a body corporate, such shareholder shall be represented in the EGM by the legal representative or such person authorized by the resolution of the board of directors or decision-making body of such appointor.
5. A shareholder or his proxy may exercise the right to vote by poll.
6. Pursuant to the Hong Kong Listing Rules and the Share Listing Rules of Shanghai Stock Exchange, the ordinary resolutions (1) to (4) of the EGM is subject to the independent shareholders' approval. China Petrochemical Corporation and its associates will abstain from voting on the ordinary resolutions (1) to (4) at the EGM.

7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing. The instrument appointing a proxy, and if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the registered address of the Company not less than 24 hours before the time appointed for the holding of the EGM.
8. Shareholders or their proxies attending the EGM when voting on any resolution, shall clearly signify whether he or she is voting for or against such resolution. When the Company is counting the votes on any resolution, those who abstain from voting would not be regarded as having a right to vote.
9. The EGM is expected to last for a half day. Shareholders and proxies attending the EGM shall be responsible for their own traveling, food and accommodation expenses.
10. Registered Address of the Company: #9 Jishikou Road, Chaoyang District, Beijing, the PRC.

Postal Code: 100728

Telephone: 86-10-5996 5998

Facsimile: 86-10-5996 5997

*As at the date of this notice, the Board of Directors comprises Mr. Jiao Fangzheng<sup>+</sup>, Mr. Yuan Zhengwen<sup>#</sup>, Mr. Zhu Ping<sup>#</sup>, Mr. Zhou Shiliang<sup>#</sup>, Mr. Li Lianwu<sup>+</sup>, Mr. Zhang Hong<sup>+</sup>, Ms. Jiang Bo\* and Mr. Zhang Huaqiao\*.*

<sup>+</sup> *Non-Executive Director*

<sup>#</sup> *Executive Director*

<sup>\*</sup> *Independent Non-Executive Director*