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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 First H Shareholders Class Meeting for 2016**

**Notice Is Hereby Given** that the first H shareholders class meeting for 2016 (the “**H Shareholders Class Meeting**”) 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 Tuesday, 25 October 2016 at 9:00 a.m. by way of onsite meeting for the purpose of considering and, if thought fit, passing the following resolutions. This notice should be read in conjunction with the circular to be published by the Company in relation to the Share Option Scheme.

#### **By Way of Special Resolution:**

1. THAT the Sinopec Oilfield Service Corporation A Share Option Scheme (Amended Draft) be and is hereby approved and adopted:
  - 1.1 the basis for determining the Participants and the scope of the Participants;
  - 1.2 the source and number of the Underlying Shares;
  - 1.3 the Validity Period, the Grant Date, the vesting period, the exercise arrangements and the lock-up provisions under the Share Option Scheme;
  - 1.4 the Exercise Price of the Share Options and the basis of determination;
  - 1.5 the conditions to the Grant and the exercise of the Share Options;
  - 1.6 the mechanism and procedures for adjusting the number and the Exercise Price of the Share Options;
  - 1.7 the accounting policies for the Share Options;
  - 1.8 the procedures of the Proposed Grant and the exercise of the Share Options;

- 1.9 the respective rights and obligations of the Company and the Participants;
  - 1.10 the solutions for special circumstances;
  - 1.11 the amendments to and termination of the Share Option Scheme;
  - 1.12 the dispute resolution mechanism between the Company and the Participants.
2. THAT the Administrative Measures on the Sinopec Oilfield Service Corporation A Share Option Incentive Scheme (Amended Draft) be and is hereby approved and adopted.
  3. THAT the Administrative Measures for Appraisal under the Sinopec Oilfield Service Corporation A Share Option Incentive Scheme (Draft) be and is hereby approved and adopted.
  4. THAT the Board be and is hereby authorised to deal with all matters in relation to the Share Option Scheme of the Company.

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 (the “**H Shareholder(s)**”).

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

Beijing, PRC, 7 September 2016

*Notes:*

1. According to the articles of association of the Company, a H Shareholder whose name is in the register of members of the Company as at the close of business on Friday, 23 September 2016 shall be entitled to attend and vote at the H Shareholders Class Meeting. The register of H Shareholders of the Company will be closed from Monday, 26 September 2016 to Tuesday, 25 October 2016, both days inclusive, for the purpose of determining a shareholders’ list for the H Shareholders Class Meeting. In order to qualify for attending the H Shareholders Class Meeting, H Shareholders whose transfers have not been registered must deliver their transfer documents together with the relevant share certificates to the Company’s H share registrars, 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, 23 September 2016.
2. Those shareholders entitled to attend the H Shareholders Class Meeting shall return the reply slip to the business address of the Company on or before Wednesday, 5 October 2016, although the reply slip will not affect the shareholders’ entitlement to attend and vote at the H Shareholders Class Meeting as shown in Note 1.
3. Shareholders attending the H Shareholders Class Meeting shall present their own identity cards as well as their shareholding account cards (if applicable).

4. Independent Non-executive Director's Proxy Form

- (1). Pursuant to the Share Incentive Plan Measures, independent directors of a company listed on the Shanghai Stock Exchange should solicit votes publicly from all shareholders of the company if the company is to adopt a share incentive scheme. This is to encourage shareholders of such listed company to participate in the voting on proposals regarding adoption of a share incentive scheme by providing them with an additional way of participation in the general meeting. Ms. Jiang Bo, being an independent non-executive director, has sent out the Independent Director's Proxy Forms to solicit votes from the Shareholders pursuant to the Share Incentive Plan Measures and delegation from other independent non-executive directors. Please refer to the announcement of the Company dated 7 September 2016 with respect to public solicitation of votes by independent non-executive Directors.
- (2). Should you wish to appoint Ms. Jiang Bo as your proxy to vote for you and on your behalf at the H Shareholders Class Meeting on the resolutions regarding the Share Option Scheme, please complete the Independent Director's Proxy Form and return it to the Company's H Share Registrar, Hong Kong Registrars Limited in person or by post not less than 24 hours before the time stipulated for convening the H Shareholders Class Meeting or its adjourned meeting.
- (3). You may appoint Ms. Jiang Bo as your proxy to vote for you and on your behalf on the resolutions. Alternatively, if you wish to appoint any person other than Ms. Jiang Bo as your proxy to vote for you and on your behalf at the H Shareholders Class Meeting, you may simply disregard the Independent Director's Proxy Form and complete and return the form of proxy instead.
- (4). Please note that if you complete and return both the form of proxy and the Independent Director's Proxy Form and your voting indications in relation to the relevant resolutions on the Share Option Scheme as set out in the form of proxy and the Independent Director's Proxy Form are inconsistent, your voting indications set out in the INDEPENDENT DIRECTOR'S PROXY FORM will be counted as your vote(s) for or against the relevant resolutions on the Share Option Scheme.

5. Any shareholder entitled to attend and vote at the H Shareholders Class Meeting 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 H Shareholders Class Meeting by the legal representative or such person authorised by the resolution of the board of directors or decision-making body of such appointor.

In respect of the H Shareholders, the notarially certified power of attorney or other authorising document together with the form of proxy or the Independent Director's Proxy Form must be returned to the Company's H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours prior to the commencement of the H Shareholders Class Meeting. A form of proxy, an Independent Director's Proxy Form and a reply slip are enclosed herein with the notice of the H Shareholders Class Meetings. A circular containing detail information regarding the Share Option Scheme and related matters will be despatched to the H Shareholders in due course.

6. A shareholder or his proxy may exercise the right to vote by poll.

H Shareholders may participate in the on-site open ballot (including voting by proxy) or solicitation of votes by independent non-executive directors.

7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised 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 business address of the Company not less than 24 hours before the time appointed for the holding of the H Shareholders Class Meeting.

8. Shareholders or their proxies attending the H Shareholders Class Meeting 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 H Shareholders Class Meeting is expected to last for a half day. Shareholders and proxies attending the H Shareholders Class Meeting shall be responsible for their own traveling, food and accommodation expenses.
10. Business 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. Sun Qingde<sup>#</sup>, Mr. Zhou Shiliang<sup>#</sup>, Mr. Li Lianwu<sup>+</sup>, Mr. Zhang Hong<sup>+</sup>, Ms. Jiang Bo<sup>\*</sup>, Mr. Zhang Huaqiao<sup>\*</sup>, and Mr. Pan Ying.*

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

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

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