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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 2016 Annual General Meeting**

NOTICE IS HEREBY GIVEN that 2016 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 Thursday, 29 June 2017 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 of the Company for the year 2016.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year 2016.
3. To consider and approve the audited financial statements and the auditor's report of the Company for the year 2016.
4. To consider and approve the profit distribution plan of the Company for the year 2016.
5. To re-appoint Grant Thornton (Special General Partnership) as the domestic auditor and internal control auditor of the Company for the year 2017 and to re-appoint Grant Thornton Hong Kong Limited as the international auditor of the Company for the year 2017, and to authorise the Board to determine their remuneration.

**By way of special resolutions:**

6. 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.

The validity of this proposal will expire at the conclusion of the 2017 annual general meeting of the Company.

7. 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 6 June 2016, the annual general meeting of the Company for 2015 had approved the granting of a general mandate to the Board to issue domestic shares and/or overseas-listed foreign shares of the Company. From the date of granting of the mandate at such 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 of the Company, 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 relevant laws, administrative regulations, listing rules of the relevant Stock Exchanges and the Articles of Association, 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 2017 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.

8. To approve the proposed amendments to the Articles of Association

To further improve corporate governance, and combined with the Company's actual situation, the Company proposes to add contents which are related to the Party's construction to the Articles of Association. Meanwhile, according to the business license obtained after the completion of a unified business license replacing a separate business license, organization code certificate and taxation registration certificate, the Company proposes to amend the business license number in the Articles of Association.

The sixteenth meeting of the eighth session of the Board held on 27 April 2017 reviewed and approved the proposal to amend Articles of Association of the Company. Details of the proposed amendments are set out below:

(1) The third paragraph of the current Article 2:

The Company is currently registered with the Beijing Administration for Industry and Commerce with its business license No. 320000400000997.

is hereby proposed to be amended as follows:

The Company is currently registered with the Beijing Administration for Industry and Commerce with its unified social credit code 911100006259082971.

(2) Addition of Article 8 to the current Chapter One "General Provisions":

Article 8 In accordance with the Company Law and the Constitution of the Communist Party of China (the "**Party**"), the Company hereby set up Party organisations and related working organs, and maintain an adequate level of staffing to handle Party affairs as well as sufficient funding necessary for the activities of the Party organisations. The Party organisations play the role of the leadership core and political core in the Company.

Subsequent existing articles will be renumbered accordingly.

(3) Addition of Article 136 to the current Chapter Ten "Board of Directors":

Article 136 When making decisions on significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the Board should seek advice from the Party organisation. When the Board proposes to engage a senior management staff of the Company, the Party organisation shall consider and provide their opinions on the candidate nominated by the Board or General Manager, or recommend relevant candidate to the Board or to the General Manager.

Subsequent existing articles will be renumbered accordingly.

9. To approve the proposed amendments to the rules of procedure for board of directors' meeting of the Company

The sixteenth meeting of the eighth session of the Board held on 27 April 2017 reviewed and approved the proposal to amend the rules of procedure for board of directors' meeting of the Company (the “**Rules of Procedure for Board of Directors' Meeting**”). Details of the proposed amendments are set out below:

Addition of Article 2 to the current Chapter Two “Authority and Authorisation of the Board of Directors”

Article 2 When making decisions on significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the Board should seek advice from the Party organization. When the Board proposes to engage a senior management staff of the Company, the Party organization shall consider and provide their opinions on the candidate nominated by the Board or General Manager, or recommend relevant candidate to the Board or to the General Manager.

Subsequent existing articles will be renumbered accordingly.

The details regarding the abovementioned ordinary resolutions 1, 2, 3 and 4 are available in the annual report of the Company for the year 2016. 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, 11 May 2017

*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 Wednesday, 31 May 2017 (Hong Kong time) are eligible to attend the AGM. The H share register of members of the Company will be closed from Tuesday, 30 May 2017 to Thursday, 29 June 2017 (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 Monday, 29 May 2017 (Hong Kong time).

### *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 (no later than Hong Kong time 9 a.m. on 28 June 2017) 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 Friday, 9 June 2017.
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<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*

*# Executive Director*

*\* Independent Non-Executive Director*