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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SINOPEC Engineering (Group) Co., Ltd., you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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中石化煉化工程(集團)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)

PROPOSED APPOINTMENT OF A DIRECTOR AND A SUPERVISOR

A letter from the Board is set out on pages 3 to 6 of this circular.

An extract of the notice convening the first extraordinary general meeting of the Company for the year 2021 (the "EGM") to be held at Conference Room 201, Building 8, Shenggujiayuan, Shenggu Middle Road, Chaoyang District, Beijing, the PRC at 8:30 a.m. on Monday, 22 February 2021 is set out on pages 7 to 9 of this circular.

If you intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event by Monday, 1 February 2021.

Whether or not you are able to attend the EGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time scheduled for holding such meeting (or any adjourned meeting thereof). Completion and delivery of the proxy form shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings.

“Articles”	the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (H Share), as amended, supplemented or otherwise modified from time to time
“Board”	the board of directors of the Company
“Company”	SINOPEC Engineering (Group) Co., Ltd., a joint stock limited liability company incorporated under the laws of the PRC on 28 August 2012, which is listed on the Main Board of Hong Kong Stock Exchange (Stock Code: 2386)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are unlisted Shares which are currently not listed or traded on any stock exchange
“Domestic Shareholder(s)”	the Shareholder(s) who/which hold Domestic Share(s)
“EGM”	the first extraordinary general meeting of the Company for the year 2021 to be convened and held on Monday, 22 February 2021
“EGM Notice”	the notice for convening the EGM set out on pages 7 to 9 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	the Shareholder(s) who/which hold H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“PRC” or “People’s Republic of China”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administration Region of the PRC and Taiwan
“RMB”	the lawful currency of the PRC
“Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) in the capital of the Company, with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s)
“Sinopec Corp.”	China Petroleum & Chemical Corporation (中國石油化工股份有限公司), a joint stock limited liability company incorporated under the laws of the PRC, which is listed on the Hong Kong Stock Exchange (Stock Code: 0386), the Shanghai Stock Exchange (Stock Code: 600028), the London Stock Exchange (Stock Code: SNP) and the New York Stock Exchange (Stock Code: SNP)
“subsidiary” or “subsidiaries”	has the meaning ascribed thereto under the Hong Kong Listing Rules

LETTER FROM THE BOARD



中石化煉化工程(集團)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)

Executive Directors:

YU Renming (俞仁明) (Chairman)

XIANG Wenwu (向文武)

SUN Lili (孫麗麗) (employee representative Director)

ZHOU Yingguan (周羸冠) (employee representative Director)

Non-executive Director:

WU Wenxin (吳文信)

Independent non-executive Directors:

HUI Chiu Chung, Stephen (許照中)

JIN Yong (金涌)

YE Zheng (葉政)

30 December 2020

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF A DIRECTOR AND A SUPERVISOR

I INTRODUCTION

The purpose of this circular is to provide you with, among other things, further information in relation to the ordinary resolution to be proposed at the EGM to consider and, if thought fit, approve the proposed appointment of a Director and a Supervisor.

* For identification purposes only

LETTER FROM THE BOARD

II PROPOSED APPOINTMENT OF A DIRECTOR AND A SUPERVISOR

Resignation of Directors

The Board was recently notified by (i) Mr. YU Renming of his resignation as an executive director of the Company, chairman of the Board, chairman of the nomination committee, and chairman of the strategy and development committee; and (ii) Mr. ZHOU Yingguan of his resignation as an executive director of the Company and a member of strategy and development committee due to their respective work adjustment. The resignation of Mr. YU Renming and Mr. ZHOU Yingguan shall become effective when it is tendered to the Board.

Each of Mr. YU Renming and Mr. ZHOU Yingguan has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

Proposed Appointment of A Director and A Supervisor

The Board held the thirteenth meeting (the “**Meeting**”) of the Third Session of the Board on 30 December 2020. The Board approved the proposed appointment of Mr. JIANG Dejun as an executive director of the Company for a term commencing from the date of appointment and ending on the expiry of the term of the Third Session of the Board and the proposed appointment of Mr. ZHOU Yingguan as a non-representative of the employees supervisor of the Company for a term commencing from the date of appointment and ending on the expiry of the term of the Third Session of the Supervisory Committee. According to the Articles, the proposed appointment of a director of the Company and the proposed appointment of a supervisor assumed by a non-representative of the employees of the Company is subject to the approval of the shareholders of the Company is subject to the Shareholders’ approval. The proposal of the appointment of Mr. JIANG Dejun as an executive director and the proposal of the appointment of Mr. ZHOU Yingguan as a non-representative of the employees supervisor will be put forward at the EGM for the Shareholders’ consideration and approval by way of ordinary resolutions.

The Company will enter into service contracts with Mr. JIANG Dejun and Mr. ZHOU Yingguan respectively upon Mr. JIANG Dejun’s proposed appointment as an executive director and Mr. ZHOU Yingguan’s proposed appointment as a supervisor being approved at the first extraordinary general meeting of the Company for the year 2021, for a term commencing from the date of appointment and ending on the expiry of the term of the Third Session of the Board and the Third Session of the Supervisory Committee. Mr. JIANG Dejun and Mr. ZHOU Yingguan will receive remuneration for serving as an executive director or a supervisor of the Company under their service contracts, which will be determined in accordance with the relevant laws and regulations of the People’s Republic of China and the internal measures on remuneration of the Company. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Company will disclose in its annual report the remuneration received by Mr. JIANG Dejun and Mr. ZHOU Yingguan from the Company during the relevant reporting period.

LETTER FROM THE BOARD

Biographical details of Mr. JIANG Dejun and Mr. ZHOU Yingguan are set out below:

Mr. JIANG Dejun, aged 55, is an executive director and the president of the Company. Mr. JIANG Dejun is a senior engineer with a Ph. D degree. From November 2001 to September 2003, he was the deputy head of Lanzhou Design Institute of Sinopec Group (中國石化集團蘭州設計院). From September 2003 to June 2007, he was a director and vice president of Sinopec Ningbo Engineering Co., Ltd. (中石化寧波工程有限公司). From June 2007 to December 2008, he was the deputy manager of SINOPEC Engineering Co., Ltd. (中石化集團煉化工程有限公司). From December 2008 to September 2012, he was the vice president of the SINOPEC Engineering Co., Ltd. and the deputy director of the Engineering Enterprise Management Department of Sinopec Group Corporation. From September 2012 to October 2019, he was the vice president of Sinopec Fifth Construction Co., Ltd. (中石化第五建設有限公司). From January 2015 to December 2020, he was an employee representative supervisor of the Company. From October 2019 to December 2020, he was the general manager of Sinopec Engineering Incorporation (中國石化工程建設有限公司). He has been an executive director and the president of the Company since December 2020.

Mr. ZHOU Yingguan, aged 52, is a supervisor of the Company, as well as an executive director of Sinopec Nanjing Engineering Co., Ltd. (中石化南京工程有限公司). Mr. ZHOU Yingguan is a senior engineer with a university diploma. From March 2004 to July 2010, Mr. ZHOU Yingguan served as the deputy manager of the Sinopec Group Second Construction Company (中國石化集團第二建設公司). From July 2010 to April 2012, he served as the vice president of Sinopec Group Nanjing Engineering Co., Ltd. (中國石化集團南京工程有限公司). From April 2012 to April 2017, he was the vice president of Sinopec Nanjing Engineering Co., Ltd. He was a supervisor of the Company from January 2015 to October 2018. He was an executive director and the president of Sinopec Fourth Construction Co., Ltd. (中石化第四建設有限公司) from April 2017 to December 2020. He was a director of the Company from October 2018 to December 2020. He has been a supervisor of the Company and an executive director of Sinopec Nanjing Engineering Co., Ltd. since December 2020.

As at the date of this announcement, save as disclosed in this announcement, Mr. JIANG Dejun and Mr. ZHOU Yingguan did not serve as a director in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the date of this announcement, Mr. JIANG Dejun and Mr. ZHOU Yingguan do not (i) hold any other positions with the Company or its subsidiaries, (ii) have any relationship with any director, supervisor, senior management or substantial or controlling shareholder of the Company (as defined under the Listing Rules), or (iii) have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed in this announcement, the Board is not aware of any other matter in relation to the proposed appointment of Mr. JIANG Dejun and Mr. ZHOU Yingguan as an executive director of the Company that needs to be brought to the attention of the Shareholders, or any other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

According to Article 94 of the articles of association of the Company, the Board shall consist of nine directors. The Board will make its best endeavor to identify suitable candidates for directorship as soon as practicable and will make further announcement(s) in due course.

III RECOMMENDATION

The Directors (including all independent non-executive Directors) consider that the resolutions in relation to the proposed appointment of Mr. JIANG Dejun as an executive director and the proposed appointment of Mr. ZHOU Yingguan as a supervisor are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of these resolutions to be proposed at the EGM as set out in the EGM Notice.

By order of the Board
SINOPEC ENGINEERING (GROUP) CO., LTD.
Jia Yiqun
Chief Financial Officer, Company Secretary

Beijing, the PRC
30 December 2020

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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 THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2021 AND CLOSURE OF REGISTER OF MEMBERS FOR H SHARES

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting for the year 2021 (the “EGM”) of SINOPEC Engineering (Group) Co., Ltd. (the “Company”) will be held at Conference Room 201, Building 8, Shenggujiayuan, Shenggu Middle Road, Chaoyang District, Beijing, the PRC at 8:30 a.m. on Monday, 22 February 2021 for the purpose of considering and, if thought fit, approving the following resolution. In this notice, unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Company’s circular dated 30 December 2020 (the “Circular”).

RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE EGM

By way of ordinary resolutions:

- (1) to consider and approve the proposed appointment of Mr. JIANG Dejun as an executive director and the authorisation to the Board to determine his remuneration.
- (2) to consider and approve the proposed appointment of Mr. ZHOU Yingguan as a non-representative of the employees supervisor.

Details of the above resolution proposed at the EGM are contained in the Circular, which is available on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Company (www.segroup.cn).

By Order of the Board
SINOPEC ENGINEERING (GROUP) CO., LTD.
Jia Yiqun
Chief Financial Officer, Company Secretary

Beijing, the PRC
30 December 2020

* *For identification purposes only*

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the Company's executive Directors are YU Renming, XIANG Wenwu, SUN Lili (employee representative Director) and ZHOU Yingguan (employee representative Director); the non-executive Director is WU Wenxin; and the independent non-executive Directors are HUI Chiu Chung, Stephen, JIN Yong and YE Zheng.

This notice is available on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Company (www.segroup.cn).

Notes:

ATTENDEE OF THE EGM

1. Eligibility and Registration Procedure for attending the EGM

- (a) Closure of Register of Members. For the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Saturday, 23 January 2021 to Monday, 22 February 2021 (both days inclusive).
- (b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company before the close of business on Saturday, 23 January 2021 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM.
- (c) H Shareholders who wish to attend the EGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Limited before 4:30 p.m. on Friday, 22 January 2021 for registration.
- (d) A Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. 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 EGM 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.
- (e) Domestic Shareholders and H Shareholders intending to attend the EGM should return the reply slip for attending the EGM to the Company on or before Monday, 1 February 2021.
- (f) Shareholders may send the above reply slip to the Company by hand, by post or by fax.

2. Proxy

- (a) A member eligible to attend and vote at the EGM 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 proxy form 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 has been notarised, together with the completed proxy form, must be delivered to the place of business of the Company for Domestic Shareholders and Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding of the EGM.
- (d) A Shareholder or his/her/its proxy may exercise the right to vote by poll.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

3. Miscellaneous

- (a) The EGM will not last for more than one working day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses. Meanwhile, in order to make every effort to prevent and control the pandemic of COVID-19 and safeguard the health and safety of Shareholders and the attendees, the board of directors of the Company recommends that Shareholders vote on relevant resolutions by proxy (rather than attending in person).
- (b) The address of the Company's Share Registrar of H Shares, Computershare Hong Kong Investor Services Limited, is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (c) The place of business of the Company is at:

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Telephone No.: +86(10) 5673 0522
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