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## **SINOPEC KANTONS HOLDINGS LIMITED**

**(中石化冠德控股有限公司) \***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 934)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of the shareholders (the “**Shareholders**”) of Sinopec Kantons Holdings Limited (the “**Company**”) will be held at Salon Rooms II-III, 5/F., Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Friday, 29 November 2019 at 10:00 a.m. and at any adjournment thereof for the purposes of considering and, if thought fit, passing (with or without amendments) each of the following resolutions as an ordinary resolution:

Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 11 November 2019.

### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (i) the entering into of the New Crude Oil Jetty and Storage Services Framework Master Agreement be and is hereby approved;
- (ii) the proposed annual caps for the New Crude Oil Jetty and Storage Services Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and
- (iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Crude Oil Jetty and Storage Services Framework Master Agreement.”

\* *For identification purpose only*

2. **“THAT**

- (i) the entering into of the New Sinopec Finance Financial Services Framework Master Agreement be and is hereby approved;
- (ii) the proposed annual caps for the New Sinopec Finance Financial Services Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and
- (iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Sinopec Finance Financial Services Framework Master Agreement.”

3. **“THAT**

- (i) the entering into of the New Century Bright Financial Services Framework Master Agreement be and is hereby approved;
- (ii) the proposed annual caps for the New Century Bright Financial Services Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and
- (iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Century Bright Financial Services Framework Master Agreement.”

4. **“THAT**

- (i) the entering into of the New Natural Gas Transmission Services Framework Master Agreement be and is hereby approved;
- (ii) the proposed annual caps for the New Natural Gas Transmission Services Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and

(iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Natural Gas Transmission Services Framework Master Agreement.”

5. **“THAT**

(i) the entering into of the New Comprehensive Outsourcing Framework Master Agreement be and is hereby approved;

(ii) the proposed annual caps for the New Comprehensive Outsourcing Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and

(iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Comprehensive Outsourcing Framework Master Agreement.”

6. **“THAT**

(i) the entering into of the New Yu Ji Pipeline Financial Services Framework Master Agreement be and is hereby approved;

(ii) the proposed annual caps for the New Yu Ji Pipeline Financial Services Framework Master Agreement for the three financial years ending 31 December 2022 be and are hereby approved; and

(iii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Yu Ji Pipeline Financial Services Framework Master Agreement.”

7. “**THAT**

- (i) the entering into of the New Yu Ji Compression Project Framework Master Agreement be and is hereby approved; and
- (ii) any one Director (or where execution under the common seal of the Company is required, any two Directors or any one Director and any one secretary of the Company) be and is/are hereby authorised to do further acts and things, enter into all transactions and arrangements, execute all other documents and/or deeds and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the New Yu Ji Compression Project Framework Master Agreement.”

By order of the Board of  
**Sinopec Kantons Holdings Limited**  
**Chen Bo**  
*Chairman*

Hong Kong, 11 November 2019

*Principal office in Hong Kong:*

34/F, Citicorp Centre

18 Whitfield Road

Causeway Bay

Hong Kong

*Notes:*

1. The resolutions proposed at the SGM are subject to the approval by the Independent Shareholders and will be voted by way of poll.
2. Any Shareholder entitled to attend and vote at the SGM (or at any adjournment thereof) convened by the above notice is entitled to appoint one or more proxy(ies) to attend and vote instead of him/her in accordance with the provisions of the Bye-laws of the Company. A proxy need not be a Shareholder.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible, and in any event not later than forty-eight (48) hours before the time appointed for the holding of the meeting (or at any adjournment thereof).
4. The Register of Members of the Company will be closed from 25 November 2019 to 29 November 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify to attend the SGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:00 p.m. on 22 November 2019.

As at the date of this notice, the Board comprises the following:

***Executive Directors:***

Mr. Chen Bo (*Chairman*)

Mr. Xiang Xiwen (*Deputy Chairman*)

Mr. Dai Liqi

Mr. Li Jianxin

Mr. Wang Guotao

Mr. Ye Zhijun (*Managing Director*)

***Independent non-executive Directors:***

Ms. Tam Wai Chu, Maria

Mr. Fong Chung, Mark

Dr. Wong Yau Kar, David

Ms. Wong Pui Sze, Priscilla