

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)**

**APPOINTMENT OF DIRECTORS OF THE  
FOURTH SESSION OF THE BOARD  
APPOINTMENT OF MEMBERS OF  
THE SPECIAL COMMITTEES UNDER THE  
FOURTH SESSION OF THE BOARD  
APPOINTMENT OF SUPERVISORS OF THE  
FOURTH SESSION OF THE SUPERVISORY COMMITTEE  
RESIGNATION OF A DIRECTOR  
AND  
NON-COMPLIANCE WITH RULE 3.10A OF  
THE LISTING RULES**

References are made to the announcement dated 19 March 2023, the circular dated 19 March 2023 (the “**Circular**”) and the announcement dated 4 May 2023 of SINOPEC Engineering (Group) Co., Ltd. (the “**Company**”). In this announcement, unless the context otherwise requires, terms used herein shall have the same meanings as those defined in the Circular.

**Appointment of Directors of the Fourth Session of the Board**

As considered and approved by ordinary resolutions at the AGM held on 26 May 2023, Mr. ZHANG Xinming was appointed as an executive Director of the Fourth Session of the Board and Mr. DUAN Xue was appointed as an independent non-executive Director of the Fourth Session of the Board. For details of the relevant resolutions, please refer to the Circular and the Announcement of Resolutions Passed at the Annual General Meeting for the Year 2022 of the Company dated 26 May 2023 (the “**Resolutions Announcement**”).

In addition, pursuant to the relevant requirements of the Company Law of the People's Republic of China, the Company has appointed Ms. XIE Yanli as an executive Director (employee representative Director) of the Fourth Session of the Board through a democratic election procedure on 26 May 2023.

\* For identification purpose only

Mr. ZHANG Xinming, Ms. XIE Yanli and Mr. DUAN Xue will each serve as a Director of the Fourth Session of the Board for a term commencing from the date of appointment until the election of Directors of the next session of the Board. Mr. ZHANG Xinming, Ms. XIE Yanli and Mr. DUAN Xue will receive remuneration for serving as Directors of the Company under their respective service contracts, which will be determined in accordance with the relevant laws and regulations of the PRC and the relevant remuneration management measures of the Company. In accordance with 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 reports the remuneration received by Mr. ZHANG Xinming, Ms. XIE Yanli and Mr. DUAN Xue from the Company during the relevant reporting periods. The biographical details of Mr. ZHANG Xinming and Mr. DUAN Xue are set out in the Company’s announcements dated 19 March 2023 and 4 May 2023. The brief biographical details of Ms. XIE Yanli are set out below:

Ms. XIE Yanli, aged 47, is a senior engineer and holds a Master of Science in Engineering degree. From July 2002 to June 2020, Ms. XIE Yanli successively held various positions in Sinopec Economics & Development Research Institute, Sinopec Energy Management Co., Ltd. and Sinopec Energy Management Center. She has been serving as an executive director and the general manager of Sinopec Energy Management Co., Ltd. and the director of Sinopec Energy Management Center since June 2020.

As at the date of this announcement, save as disclosed in the Company’s announcements dated 19 March 2023 and 4 May 2023 and in this announcement, Mr. ZHANG Xinming, Mr. DUAN Xue and Ms. XIE Yanli did not hold any directorship in any other listed companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years. As at the date of this announcement, Mr. ZHANG Xinming, Mr. DUAN Xue and Ms. XIE Yanli (i) do not hold any other positions with the Company or any of its subsidiaries, (ii) do not have any relationship with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, and (iii) do not have any interests 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). Mr. ZHANG Xinming, Mr. DUAN Xue and Ms. XIE Yanli have not been subject to any penalties imposed by any securities regulatory authorities or any other relevant authorities.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr. ZHANG Xinming, Mr. DUAN Xue and Ms. XIE Yanli as Directors that need to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company or any other information that needs to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules.

Following the appointment of Mr. ZHANG Xinming, Mr. DUAN Xue and Ms. XIE Yanli, the Board comprises ten members, namely four executive Directors, three non-executive Directors and three independent non-executive Directors. The number of independent non-executive Directors is less than one-third of the number of the members of the Board, which falls below the minimum requirement under Rule 3.10A of the Listing Rules. In view of the above, the Board will strive to identify suitable candidates so that the Board can have sufficient number of independent non-executive Directors as soon as practicable and in any event within three months from the date of this announcement, and will make further announcement(s) as and when appropriate.

### **Appointment of Members of the Special Committees under the Fourth Session of the Board**

The twelfth meeting of the Fourth Session of the Board held by the Company has approved the appointment of Mr. JIANG Dejun as the Chairman of each of the Nomination Committee, the Strategy and Development Committee and the ESG Committee, the appointment of Mr. ZHANG Xinming as a member of each of the Strategy and Development Committee and the ESG Committee, the appointment of Ms. XIE Yanli as a member of the ESG Committee, and the appointment of Mr. DUAN Xue as a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the ESG Committee and the Vice Chairman of the Strategy and Development Committee. For details of the roles and functions of the Directors, please see the announcement of the Company titled List of Directors and Their Roles and Functions dated 29 May 2023.

### **Appointment of Supervisors of the Fourth Session of the Supervisory Committee**

As considered and approved by ordinary resolutions at the AGM held on 26 May 2023, Mr. MA Yanhui, Mr. WU Defei and Mr. HAN Weiguo were appointed as non-employee representative supervisors of the Fourth Session of the Supervisory Committee. For details of the relevant resolutions, please refer to the Circular and the Resolutions Announcement.

Mr. MA Yanhui, Mr. WU Defei and Mr. HAN Weiguo will each serve as a supervisor of the Fourth Session of the Supervisory Committee for a term commencing from the date of appointment until the election of the next session of the Supervisory Committee. Mr. MA Yanhui, Mr. WU Defei and Mr. HAN Weiguo will receive remuneration for serving as supervisors of the Company under their respective service contracts, which will be determined in accordance with the relevant laws and regulations of the PRC and the relevant remuneration management measures of the Company. In accordance with 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 reports the remuneration received by Mr. MA Yanhui, Mr. WU Defei and Mr. HAN Weiguo from the Company during the relevant reporting periods. The biographical details of Mr. MA Yanhui, Mr. WU Defei and Mr. HAN Weiguo are set out in the Company’s announcements dated 19 March 2023 and 4 May 2023.

As at the date of this announcement, save as disclosed in the Company's announcements dated 19 March 2023 and 4 May 2023, Mr. MA Yanhui, Mr. WU Defei and Mr. HAN Weiguo did not hold any directorship in any other listed companies whose securities are listed on any securities market in Hong Kong or overseas in the last three years. As at the date of this announcement, Mr. MA Yanhui, Mr. WU Defei and Mr. HAN Weiguo (i) do not hold any other positions with the Company or any of its subsidiaries, (ii) do not have any relationship with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, and (iii) do not have any interests 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). Mr. MA Yanhui, Mr. WU Defei and Mr. HAN Weiguo have not been subject to any penalties imposed by any securities regulatory authorities or any other relevant authorities.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr. MA Yanhui, Mr. WU Defei and Mr. HAN Weiguo as supervisors that need to be brought to the attention of the Shareholders or any other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

### **Resignation of a Director**

The Board of the Company hereby announces that, due to work adjustment, Mdm. SUN Lili has recently submitted her resignation as the Chairwoman of the Board and an executive Director, the Chairwoman of the Nomination Committee, the Chairwoman of the Strategy and Development Committee and the Chairwoman of the ESG Committee of the Board. Mdm. SUN Lili's resignation has taken effect on 26 May 2023. Given Ms. XIE Yanli is appointed as a Director, the Company continues to comply with the gender diversity requirement under Rule 13.92 of the Listing Rules notwithstanding the resignation of Mdm. SUN Lili.

Mdm. SUN Lili has confirmed that she has no disagreement with the Board and there are no matters relating to her resignation that need to be brought to the attention of the Shareholders.

Mdm. SUN Lili has been diligent and dedicated during her tenure. The Company and the Board would like to express sincere gratitude to Mdm. SUN Lili for her hard work and contributions to the Company during her term as a Director of the Company.

By order of the Board  
**SINOPEC ENGINEERING (GROUP) CO., LTD.**

**Jia Yiqun**

*Chief Financial Officer, Secretary to the Board, Company Secretary*

Beijing, the PRC  
29 May 2023

*As at the date of this announcement, directors of the Company are: JIANG Dejun<sup>#</sup>, XIANG Wenwu<sup>#</sup>, WANG Zizong<sup>\*</sup>, LI Chengfeng<sup>\*</sup>, WU Wenxin<sup>\*</sup>, ZHANG Xinming<sup>#</sup>, XIE Yanli<sup>#</sup>, HUI Chiu Chung, Stephen<sup>+</sup>, DUAN Xue<sup>+</sup> and YE Zheng<sup>+</sup>.*

# *Executive Directors*

\* *Non-executive Directors*

+ *Independent non-executive Directors*

*This announcement is available on the website of Hong Kong Exchanges and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and on the website of the Company ([www.segroup.cn](http://www.segroup.cn)).*