# 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)**

## ANNOUNCEMENT OF RESOLUTIONS PASSED AT THE THIRTEENTH MEETING OF THE FIRST SESSION OF THE BOARD

SINOPEC Engineering (Group) Co., Ltd. (the "**Company**") held the thirteenth meeting (the "**Meeting**") of the First Session of the Board of Directors (the "**Board**") on 20 November 2014.

The convening of, and the procedures for holding, the Meeting were in compliance with relevant laws and the Company's articles of association.

The Board hereby announces that, after due consideration, each of the following resolutions was approved by all directors unanimously:

1. The proposed appointments of directors

   The Board was notified by Mr. CAI Xiyou of his resignation as the Company's non-executive director, chairman of the Board and chairman of the nomination committee of the Board in consideration of job adjustment. Meanwhile, the Board was notified by Mr. LEI Dianwu, Mr. LING Yiqun and Mr. CHANG Zhenyong of each of their resignations as non-executive directors and members of the strategy and development committee of the Board in consideration of job adjustment. Mr. CAI Xiyou will continue performing his duties as a non-executive director, chairman of the Board, and chairman of the nomination committee of the Board and Mr. LEI Dianwu, Mr. LING Yiqun and Mr. CHANG Zhenyong will continue performing their respective duties as non-executive directors and members of the strategy and development committee of the Board before the new directors are appointed by election.

* *For identification purposes only*

The Board proposed to appoint Mr. ZHANG Jianhua as the Company's non-executive director and Mr. LU Dong as the Company's executive director. Such proposal will be put forward at the first extraordinary general meeting for the year 2015 for the shareholders' consideration and approval. For details, please refer to the circular issued by the Company to the shareholders dated 21 November 2014 and relevant documents.

2. The proposed appointments of supervisors

The supervisory committee was notified by Mr. ZHANG Jixing, Mr. GENG Limin, Mr. ZOU Huiping, Mr. ZHU Jinbao, Mr. WANG Renli and Mr. WANG Yuejie of each of their resignations as supervisors of the Company in consideration of job adjustment.

After the supervisory committee of the Company's consideration and approval, the Board nominated Mr. ZHOU Yingguan, Mr. FAN Jixian and Mr. WANG Guoliang as the Company's non-employee representative supervisors. Such proposal will be put forward at the first extraordinary general meeting for the year 2015 for the shareholders' consideration and approval. For details, please refer to the circular issued by the Company to the shareholders dated 21 November 2014 and relevant documents.

3. The proposed adjustment of the members of the senior management of the Company

The Board agreed to engage Mr. QI Guosheng as a vice president of the Company with effect from 20 November 2014. Due to work rearrangement, Mr. FAN Jixian, Mr. WU Derong, Mr. WANG Guoliang, Ms. SUN Lili, Mr. HE Jianbo, Mr. TIAN Jianjun and Mr. LI Xusheng will no longer serve as vice presidents of the Company. After the adjustment, the number of the members of the Company's senior management will be seven. Please refer to the details set out in the table below:

| | **Members of the Senior Management after the Rearrangement** | |
|---|---|---|
| | **Name** | **Position** |
| 1. | YAN Shaochun | President |
| 2. | XIAO Gang | Vice President |
| 3. | XIANG Wenwu | Vice President |
| 4. | QI Guosheng | Vice President |
| 5. | JIA Yiqun | Chief Financial Officer |
| 6. | SANG Jinghua | Vice President<br>Secretary to the Board<br>Company Secretary |
| 7. | SUN Xiaobo | Vice President |

4. The proposed approval to convene the first extraordinary general meeting for the year 2015.

In addition, each of Mr. CAI Xiyou, Mr. LEI Dianwu, Mr. LING Yiqun and Mr. CHANG Zhenyong has confirmed that he does not have any disagreement with the Board or the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders. Each of Mr. ZHANG Jixing, Mr. ZOU Huiping, Mr. GENG Limin, Mr. ZHU Jinbao, Mr. WANG Renli and Mr. WANG Yuejie has confirmed that he does not have any disagreement with the supervisory committee or the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders.

The directors, Mr. CAI Xiyou, Mr. LEI Dianwu, Mr. LING Yiqun and Mr. CHANG Zhenyong, the supervisors, Mr. ZHANG Jixing, Mr. ZOU Huiping, Mr. GENG Limin, Mr. ZHU Jinbao, Mr. WANG Renli and Mr. WANG Yuejie, the senior management members, Mr. FAN Jixian, Mr. WU Derong, Mr. WANG Guoliang, Ms. SUN Lili, Mr. HE Jianbo, Mr. TIAN Jianjun and Mr. LI Xusheng were diligent and responsible during their tenures. The Company would like to take this opportunity to express its gratitude to them for their hard work and contribution to the Company!

According to the relevant rules of Company Law of the People's Republic of China, through democratic nomination procedures, Ms. SUN Lili and Mr. WU Derong have been nominated and proposed by the Company to be appointed as employee representative directors of the Company, and Mr. ZHU Fei, Mr. JIANG Dejun and Mr. XU Yijun have been nominated and proposed to be appointed as employee representative supervisors of the Company. The Company will officially appoint the above candidates through democratic election procedures at the scheduled time.

**SINOPEC Engineering (Group) Co., Ltd.**
**SANG Jinghua**
*Secretary to the Board of Directors and the Company Secretary*

Beijing, China

20 November 2014

*As of the date of this announcement, the executive director of the Company is YAN Shaochun; the non-executive directors are CAI Xiyou, LEI Dianwu, LING Yiqun, CHANG Zhenyong and LI Guoqing; the independent non-executive directors are HUI Chiu Chung, Stephen, JIN Yong and YE Zheng.*