中国石化
SINOPEC

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 INDEPENDENT NON-EXECUTIVE DIRECTOR

SINOPEC Engineering (Group) Co., Ltd. (the "**Company**") convened the second meeting of the fifth session of the board of directors (the "**Board**") on 14 March 2025, at which Ms. ZHANG Xuyan (章旭彥女士) ("**Ms. ZHANG**") was proposed to be elected as an independent non-executive director of the Company (the "**Proposed Appointment**"). The relevant resolution will be proposed to 2024 annual general meeting of the Company (the "**AGM**") for consideration and approval by the shareholders of the Company.

Reference is made to an announcement of the Company dated 18 December 2024 in relation to the resignation of Mr. DUAN Xue, an independent non-executive director of the Company. Given that Mr. DUAN Xue's resignation will result in the number of independent non-executive directors in the Board and its special committees falling below the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), the resignation of Mr. DUAN Xue will take effect upon the approval by the AGM of Ms. ZHANG as a new independent non-executive director in accordance with the articles of association of the Company.

Subject to the approval of the resolution of the Proposed Appointment at the AGM, the Company will enter into a service contract with Ms. ZHANG for a term commencing from the date of her appointment at the AGM to the expiration of the term of the fifth session of the Board. As an independent non-executive director of the Company, Ms. ZHANG will receive remuneration under the service contract. Such remuneration will be determined in accordance with the relevant laws and regulations of the PRC and the relevant measures on remuneration of the Company. Pursuant to the requirements of the Hong Kong Listing Rules, the Company shall disclose in an annual report the remuneration received by Ms. ZHANG from the Company during the relevant reporting period.

Biographical details of Ms. ZHANG are set out below:

Ms. ZHANG Xuyan, aged 61, obtained her bachelor's degree in philosophy from Hangzhou Normal University in 1984. From September 1984 to August 1994, Ms. ZHANG served as a teacher in Hangzhou Xiaoshan Middle School* (杭州蕭山中學), Zhejiang Province. From September 1994 to May 1998, she served as a vice president of Zhejiang Hangzhou North Swan Clothing Co., Ltd.* (浙江杭州北天鵝服飾有限公司); from June 1998 to February 2002, she served as the headmaster of Hangzhou North Swan Training School* (杭州北天鵝培訓學校); from March 2002 to date, she has been serving as the general manager of Hangzhou New Wisdom Industry Co., Ltd.*(杭州新睿智業有限公司). Ms. ZHANG presided over a series of reports on the "Belt and Road Initiative Investment Risk Guidelines" by the National Development and Reform Commission of the People's Republic of China (the "**NDRC**"), and she was recognized as an excellent project implementer by the NDRC. Also, she served as a special tutor of science and technology innovation CEO training camp of talent center under Ministry of Science and Technology of the People's Republic of China.

Ms. ZHANG has satisfied the independence guidelines as set out in Rule 3.13 of the Hong Kong Listing Rules and is independent pursuant to the terms of the guidelines.

The Company was informed by Ms. ZHANG that, as of the date of this announcement, the following companies were cancelled during the period when she held the position of the director, supervisor or manager or within 12 months after her termination of the position as the director, supervisor and manager. As confirmed by Ms. ZHANG, the following companies (i) were solvent immediately prior to their cancellation; (ii) were cancelled not due to any fault of her own or any doubt as to her integrity; and (iii) were not involved in any claim or litigation. Ms. ZHANG further confirmed that the cancellation of these companies did not result in her being subject to any penalty by the industry and commerce administration authority, or assuming any liability or obligation. Details of such cancellation of these companies are set out below in accordance with Rule 13.51(2)(l) of the Hong Kong Listing Rules:

	Name of company	**Place of establishment**	**Major business**	**Reason for cancellation**	**Cancellation date**	**Assets/ (Liabilities) \of the company when cancelled**	**Current status**
1	Hangzhou Jinwei Trading Co., Ltd. * (杭州金煒貿易有限公司)	Hangzhou, Zhejiang Province	Distribution of construction and decoration materials, metal materials, knitted textiles, light textile raw materials (except state-owned and controlled commodities), household appliances, electrical equipment, paper (except news letterpress)	Never in operation	25 July 2000	None	Cancelled

	Name of company	Place of establishment	Major business	Reason for cancellation	Cancellation date	Assets/ (Liabilities) \of the company when cancelled	Current status
2	Jiaxing Ruijing Enterprise Management Co., Ltd.* (嘉興瑞敬企業管理有限公司)	Haiyan County, Jiaxing City, Zhejiang Province	Business management consulting; tour consulting (not allowed to engage in travel agency business); business information consulting; property management; construction labor outsourcing; building decoration and engineering construction (For projects subject to approval according to law, business activities can only be carried out after obtaining the approval of relevant departments)	Never in operation	14 June 2022	None	Cancelled

The Company was informed by Ms. ZHANG that, as of the date of this announcement, the business licenses of the following companies were revoked during the period in which she was or is a partner, director, supervisor or manager of these companies. As confirmed by Ms. ZHANG, the following companies (i) were solvent when their business licenses were revoked; (ii) the revocations of their business licenses were not due to any fault of her own or any doubt as to her integrity; and (iii) were not involved in any claim or litigation. Ms. ZHANG further confirmed that the revocation of these business licenses did not result in her being subject to any penalty by the industry and commerce administration authority, or assuming any liability or obligation. Details of those revocations of these companies are set out below in accordance with Rule 13.51(2)(p) of the Hong Kong Listing Rules:

	Name of company	Place of establishment	Major business	Revocation date	Reason for revocation	Current status
1	Beijing Jiuzhou Heheng Consulting Co., Ltd.* (北京九州和衡諮詢有限公司)	Xicheng District, Beijing	Business management consulting; investment information consulting (excluding intermediary services); organizing cultural and art exchange activities (excluding performances); technical training in business management	22 October 2008	Never in operation Overdue annual inspection	Its business license was revoked and the company was cancelled.
2	Hangzhou Xiaoshan North Swan Clothing Marketing Co., Ltd.* (杭州蕭山北天鵝服裝營銷有限公司)	Xiaoshan District, Hangzhou City, Zhejiang Province	Apparel Sales	08 October 2004	Overdue annual inspection	Its business license was revoked and the company was cancelled.

The Board and the nomination committee of the Company have considered the above events and the Board is of the view that the cancellation and revocation procedures of the relevant companies would not adversely affect the appointment of Ms. ZHANG as an independent non-executive director of the Company.

As of the date of this announcement, save as disclosed in this announcement, Ms. ZHANG has not held any directorship 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 of the date of this announcement, Ms. ZHANG does not (i) hold any other positions with the Company and its subsidiaries, (ii) have any relationship with any director, supervisor, senior management or substantial or controlling shareholder (as defined under the Hong Kong Listing Rules) of the Company, or (iii) have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed in this announcement, the Board is not aware of any other matter in relation to the Proposed Appointment that needs to be brought to the attention of the shareholders of the Company, or any other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

By order of the Board
SINOPEC ENGINEERING (GROUP) CO., LTD.
YIN Fengbing
Chief Financial Officer & Secretary to the Board

Beijing, the PRC
16 March 2025

As at the date of this announcement, directors of the Company are: JIANG Dejun#, ZHANG Xinming#, XIANG Wenwu, LI Chengfeng*, YU Renming*, DUAN Xue+, YE Zheng+, ZHAO Jinsong+, and XIE Yanli#.*

Executive Directors
* *Non-executive Directors*
\+ *Independent non-executive Directors*

This announcement 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).

* *For identification purposes only*