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# 中國油氣控股有限公司 SINO OIL AND GAS HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 702)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Sino Oil and Gas Holdings Limited (the “**Company**”) will be held at 44/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 11 June 2020 at 11:10 a.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 11:00 a.m. on the same day, whichever is later), for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** subject to the fulfillment of the conditions as set out in the deed of amendment (the “**Deed of Amendment**”) (a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification) dated 23 March 2020 and entered into between the Company, Power Great Limited and Crescent Spring Investment Holdings Limited (the “**Bondholder**”) in relation to the proposed alterations of terms of the convertible bonds (the “**Convertible Bonds**”) in the principal amount of US\$130,000,000, issued by the Company to the Bondholder,

- (a) the Deed of Amendment and all the transactions contemplated thereunder and all other matters in connection herewith and incidental thereto, be and are hereby approved, confirmed and ratified;
- (b) the issue and the creation of the amended and restated Convertible Bonds in accordance with the terms and conditions of the Deed of Amendment be and are hereby approved; and

(c) any Director(s) be and is/are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as he/they may in his/their discretion consider necessary desirable or expedient to carry out and implement the Deed of Amendment and all the transactions contemplated thereunder into full effect.”

By order of the Board  
**Sino Oil and Gas Holdings Limited**  
**Dai Xiaobing**  
*Chairman*

Hong Kong, 6 May 2020

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business:*  
44/F, Office Tower  
Convention Plaza  
1 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Meeting (i.e. Tuesday, 9 June 2020 at 11:10 a.m. (Hong Kong time)) or any adjournment thereof.
4. In order to determine the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from 6 June 2020 to 11 June 2020, both days inclusive, during which period the registration of transfers of Shares will be suspended. In order to qualify to attend and vote at the Meeting, completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 5 June 2020 (Hong Kong time).
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the form of proxy shall be deemed to be revoked.

8. The following precautionary measures will be taken by the Company for the Meeting to prevent the spread of coronavirus disease:

- compulsory temperature checks
- compulsory wearing of face masks (please bring your own)
- no provision of refreshments

**Any person who does not comply with the precautionary measures may be denied entry into the Meeting venue. Shareholders are reminded that they may appoint the Chairman of the Meeting as their proxy to vote on the relevant resolution at the Meeting as an alternative to attending the Meeting in person.**

9. The Directors as at the date of this notice are Dr. Dai Xiaobing, Mr. King Hap Lee and Mr. Wan Tze Fan Terence being the executive Directors, Mr. Chen Hua, Mr. Huang Shaowu and Ms. Chai Lin being the non-executive Directors, and Professor Wong Lung Tak Patrick, Dr. Wang Yanbin and Dr. Dang Weihua being the independent non-executive Directors.