

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.



**SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO
SUBSCRIPTION OF CONVERTIBLE BONDS UNDER GENERAL MANDATE**

Reference is made to the announcement of Polyard Petroleum International Group Limited dated 28 June 2020 in relation to the subscription of convertible bonds under general mandate (the “**Announcement**”). Unless the contexts require otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

AMENDED AND RESTATED AGREEMENT

On 6 July 2020 (after trading hours), the Company and the Subscriber entered into an amended and restated subscription agreement (the “**Amended and Restated Agreement**”) to amend certain terms of the Subscription Agreement. Set out below are the amended terms of the Subscription Agreement:

1. Long stop date for fulfillment of conditions precedent

The obligation of the Subscriber to subscribe for the Convertible Bonds is subject to the fulfilment of each of the following conditions at or prior to the Closing:

- (i) the current listing of the Shares not having been cancelled or withdrawn, the Shares continuing to be traded on the Stock Exchange at all times from the date of the Subscription Agreement to and including the Closing Date (save for pending clearance of any announcement(s) or circular(s) to be published by the Company under the GEM Listing Rules regarding the transactions contemplated by the Subscription Agreement, the Convertible Bonds and the certificate of the Convertible Bonds and any other document designated as such by the Subscriber);
- (ii) the listing committee of the Stock Exchange having granted approval to the listing of, and the permission to deal in, the Conversion Shares (and such listing and permission not being subsequently revoked prior to Closing); and
- (iii) the warranties made by the Company in the Subscription Agreement remaining true, correct, accurate, complete and not misleading up to the Closing Date.

Save for condition (ii) above, the Subscriber may agree to waive the above conditions at its discretion. The Company shall procure the fulfillment of all the conditions set out above as soon as possible after the date of the Subscription Agreement and in any event no later than 12 July 2020 extendable upon mutual agreement of the Company and the Subscriber.

2. Closing Date

The issue and subscription of the Convertible Bonds in the aggregate principal amount of HK\$75,000,000 shall be held on 13 July 2020 or at such other date as the Company and the Subscriber may mutually agree upon.

3. Subsequent closing

Subsequent closing refers to the closing of the issue and subscription of the remaining Convertible Bonds in the aggregate principal amount of HK\$25,000,000.

Subject to (i) the completion of the Closing; and (ii) the remaining 2015 Bonds in the aggregate principal amount of HK\$25,000,000 having been transferred to the Subscriber and registered in the name of the Subscriber, the Subscriber shall within three (3) Business Days after the completion of the transfer of the remaining 2015 Bonds in the aggregate principal amount of HK\$25,000,000, which shall take place during the period commencing on the Closing Date and ending on the first anniversary of the Closing Date (or such later date to be agreed by the Company in writing), serve a written notice to the Company for the subscription of the Convertible Bonds in the principal amount of HK\$25,000,000 transferred from Haitong and registered in the name of the Subscriber.

The notice of subsequent closing shall include, among others, (i) the amount of Convertible Bonds to be subscribed by the Subscriber which shall be HK\$25,000,000; and (ii) the date of the closing for the subscription which shall be not less than five (5) Business Days after the date of the notice of subsequent closing. The subsequent closing of the issue and subscription of the remaining Convertible Bonds in the principal amount of HK\$25,000,000 shall be held at the office of the Company in Hong Kong on the date specified in the notice of subsequent closing or at such other place, time and/or date as the Company and the Subscriber may mutually agree upon. .

Save as aforesaid, all other terms and conditions of the Subscription Agreements remain unchanged.

ADDITIONAL INFORMATION

In addition to the above, the Board wishes to (i) provide additional information on the identity and the background of the ultimate beneficial owner of the Subscriber; and (ii) clarify the effect of the subscription on the shareholding structure of the Company.

Information on the Subscriber

The Subscriber is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in providing oilfield engineering and technology services. The entire issued share capital of the Subscriber is beneficially owned by Ms. Li Suiqing who has over six years of experience in the investment in the oil and gas industry. To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner are Independent Third Parties and there is no other past or present relationships (whether business, employment, family, trust, financing, personal or otherwise) between (i) the Subscriber and its ultimate beneficial owner; and (ii) the Company, its subsidiaries, their shareholders, directors, or any of their respective associates.

Effects of the Subscription on the shareholding structure

	As at the date of this announcement		Immediately upon full conversion of the Convertible Bonds at the initial Conversion Price	
	Number of Shares	Approximate %	Number of Shares	Approximate %
<i>Mr. Lam Nam and his associates</i> (Note 1)	1,925,355,931	65.54	1,925,355,931	55.12
<i>The Subscriber and its ultimate beneficial owner</i> (Note 2)	62,500,000	2.13	618,055,556	17.69
Sub-total	1,987,855,931	67.67	2,543,411,487	72.81
<i>Public Shareholders</i>	949,681,880	32.33	949,681,880	27.19
Total	<u>2,937,537,811</u>	<u>100.00</u>	<u>3,493,093,367</u>	<u>100.00</u>

Notes:

- (1) This represents the aggregate of (i) 48,480,000 Shares beneficially owned by Mr. Lam Nam (being the ultimate controlling shareholder of the Company); and (ii) 1,876,875,931 Shares held by Silver Star Enterprises Holdings Inc., which is wholly-owned by Mr. Lam Nam, as at the date of this announcement.
- (2) Ms. Li Suiqing, being the ultimate beneficial owner of the Subscriber, owns 62,500,000 Shares as at the date of the Subscription Agreement and the date of this announcement.

By order of the Board
Cheng, Yun Sing
 Company Secretary

Hong Kong, 6 July 2020

At the date of this announcement, the executive directors of the Company are Mr. Zhao Zhiyong, Mr. Lai Chun Liang and Mr. Lin Zhang; the independent non-executive directors of the Company are Mr. Pai Hsi-ping, Ms. Xie Qun and Mr. Kwan King Chi George.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least seven days from the date of its posting and on the website of the Company at www.ppig.com.hk.