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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY given that the Special General Meeting (the “**SGM**”) of the Company will be held at Suite 1518, 15th Floor, Xinhai International Business Centre, No. 9 Qianshan Road, Xiangzhou District, Zhuhai City, Guangdong Province, China on Wednesday, 27 October 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the share transfer agreement dated 10 August 2021 (the “**Share Transfer Agreement III**”) entered into between China Oil and Gas Investment Group Co., Ltd.* (“**China Oil and Gas Investment**”) (中油燃氣投資集團有限公司) and Shandong Shengli Investment Co., Ltd.* (山東勝利投資股份有限公司) in relation to the acquisition of a total of 61,500,000 shares of Shandong Shengli Co., Ltd. (the “**Target Company**”) at RMB5.23 per share, a copy of which was produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the authorisation to any one of the directors of the Company (the “**Director(s)**”), or any other person authorised by the board of Director(s) (the “**Board**”) from time to time, for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and to do all such acts, matters and things and take all such steps as he or she or they may in his or her or their absolute discretion consider to be necessary, expedient, desirable or appropriate to give effect to and implement the Share Transfer Agreement III and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Share Transfer Agreement III or the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.”

* For identification purposes only

2. **“THAT:**

- (a) the share transfer agreement dated 10 August 2021 (the **“Share Transfer Agreement IV”**) entered into between China Oil and Gas Investment and Mr. Sun Guanjie* (孫冠杰先生) in relation to the acquisition of a total of 27,023,600 shares of the Target Company at RMB5.23 per share, a copy of which was produced to this meeting and marked **“B”** and initialed by the chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the authorisation to any one of the Directors, or any other person authorised by the Board from time to time, for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and to do all such acts, matters and things and take all such steps as he or she or they may in his or her or their absolute discretion consider to be necessary, expedient, desirable or appropriate to give effect to and implement the Share Transfer Agreement IV and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Share Transfer Agreement IV or the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.”

3. **“THAT:**

- (a) the share transfer agreement dated 10 August 2021 (the **“Share Transfer Agreement V”**) entered into between China Oil and Gas Investment and Mr. Yan Changyong* (閻長勇先生) in relation to the acquisition of a total of 15,101,119 shares of the Target Company at RMB5.23 per share, a copy of which was produced to this meeting and marked **“C”** and initialed by the chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the authorisation to any one of the Directors, or any other person authorised by the Board from time to time, for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and to do all such acts, matters and things and take all such steps as he or she or they may in his or her or their absolute discretion consider to be necessary, expedient, desirable or appropriate to give effect to and implement the Share Transfer Agreement V and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any

modifications, amendments, waivers, variations or extensions of the Share Transfer Agreement V or the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.”

4. “**THAT:**

- (a) the re-election of Mr. Gao Falian as an executive Director be and is hereby approved; and
- (b) the re-election of Mr. Wang Wenhua as an independent non-executive Director be and is hereby approved.”

By Order of the Board
China Oil And Gas Group Limited
Chan Yuen Ying, Stella
Company Secretary

Hong Kong, 11 October 2021

Head office and principal place of business in Hong Kong:

Suite 2805, 28th Floor
Sino Plaza
255–257 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a member.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The instrument appointing a proxy and 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 Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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 in respect of the joint holding.
6. For determining the identity of the Shareholders to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 21 October 2021 to Wednesday, 27 October 2021 (both days inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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 for registration not later than 4:30 p.m. on Wednesday, 20 October 2021.
7. With respect to resolution no. 4 of this notice, Mr. Gao Falian and Mr. Wang Wenhua shall retire from the office of directorship and offer themselves for re-election in accordance with the Bye-laws. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 11 October 2021.
8. As at the date of this notice, the board of directors of the Company comprises three executive Directors, namely Mr. Xu Tie-liang (Chairman and Chief Executive Officer), Ms. Guan Yijun and Mr. Gao Falian; and three independent non-executive Directors, namely Mr. Wang Wenhua, Mr. Wang Guangtian and Mr. Yang Jie.