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## **KING STONE ENERGY GROUP LIMITED**

**金山能源集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00663)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of King Stone Energy Group Limited (the “**Company**”) will be held at 17th Floor, V Heun Building, No. 138 Queen’s Road Central, Central, Hong Kong on Tuesday, 28 December 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT** subject to and conditional upon (i) the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) compliance with the relevant procedures and requirements under the applicable laws of Hong Kong and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation (as defined below):
  - (a) with effect from the second business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
    - (i) every ten (10) issued and unissued ordinary shares in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) (together as the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in constitutional documents of the Company;
    - (ii) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (if applicable); and

(iii) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

2. **“THAT:**

- (a) the placing agreement dated 16 November 2021 (the **“Placing Agreement”**) (a copy of which, signed by the chairman of the EGM for the purposes of identification, has been produced to the EGM marked **“A”**) entered into between the Company and DT Securities & Futures Co. Limited (the **“Placing Agent”**) in relation to the best effort placing (the **“Placing”**) by the Placing Agent of such number of shares of the Company as is equivalent to the number of shares being the difference between (i) the total number of rights shares available for subscription as at the record date of the rights issue of the Company; and (ii) the total number of rights shares taken up by qualifying shareholders whether under the PAL(s) or EAF(s) during the offer period of rights issue of the Company (the **“Placing Share(s)”**) at the placing price of HK\$0.25 per Placing Share, and all transactions contemplated under, and all other matters of, and incidental to, and in connection with, the Placing Agreement be and are hereby approved, confirmed and ratified in all respects;
- (b) subject to and conditional upon the satisfaction of all conditions of the Placing Agreement, the Directors be and are hereby granted a specific mandate (the **“Specific Mandate”**) to exercise the powers of the Company to allot and issue the Placing Shares pursuant to the terms and conditions of the Placing Agreement for a period of three-months from the date of the passing of this resolution, such Placing Shares ranking *pari passu* amongst themselves and with all other fully paid Shares in issue as at the date of allotment and issue of the Placing Shares in all respects and such Specific Mandate being in addition to and not prejudicing or revoking any other general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company; and

- (c) any Director be and is hereby authorised to do all such acts or things, to sign and execute all such documents, and to take such steps as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the Placing Agreement and the transactions contemplated under the Placing Agreement, and to agree to such variation, amendments or waiver of matters relating to the Placing Agreement as are, in the opinion of the Director(s), in the interests of the Company.”

By order of the Board  
**King Stone Energy Group Limited**  
**Xu Zhuliang**  
*Chairman*

Hong Kong, 8 December 2021

*Registered Office & Principal Place of Business in Hong Kong:*  
17th Floor, V Heun Building,  
138 Queen’s Road Central,  
Central, Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.
2. In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of that power or authority, must be deposited at the Company’s share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of a form of proxy will not preclude shareholders from attending and voting in person should they so desire.
4. In order to establish entitlements to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 21 December 2021 to Tuesday, 28 December 2021, both days inclusive, during which period no transfer of the shares of the Company can be registered. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 20 December 2021 in order to attend and vote at the meeting.

5. If tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Tuesday, 28 December 2021, the Meeting will be adjourned and further announcement for details of alternative meeting arrangements will be made. The Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

*As at the date of this announcement, the executive directors of the Company are Mr. Xu Zhuliang, Mr. Zong Hao and Ms. He Qing and the independent non-executive directors of the Company are Mr. Chiu Sui Keung, Mr. Lee Ping and Mr. Lee Kwok Wan.*