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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY given that the Special General Meeting (the “**Meeting**”) 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 Friday, 15 July 2022 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) a memorandum dated 20 May 2022 entered into between China Oil and Gas Investment (as guarantor) and Shandong Shengli Co., Ltd. (山東勝利股份有限公司), pursuant to which China Oil and Gas Investment agrees to provide guarantees to relevant banking and financial institutions (as detailed in the circular of the Company dated 24 June 2022) for Shandong Shengli’s loan repayment obligations, and assume joint and several liability for repayment, according to the terms of the guarantee agreements to be entered into with the respective creditors, 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 Memorandum and the transactions contemplated thereunder and all

* For identification purposes only

matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Memorandum or the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.”

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

Hong Kong, 24 June 2022

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. In light of the epidemic situation of COVID-19, the Company encourages Shareholders to join the meeting by online webcast. Shareholders may consider appointing the chairman of the meeting as his/her proxy to vote on the resolution, instead of attending the meeting in person.
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 Tuesday, 12 July 2022 to Friday, 15 July 2022 (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 Monday, 11 July 2022.
7. As at the date of this notice, the board of directors of the Company comprises four executive Directors, namely Mr. Xu Tie-liang (Chairman and Chief Executive Officer), Ms. Guan Yijun, Mr. Gao Falian and Ms. Xu Ran; and three independent non-executive Directors, namely Mr. Wang Wenhua, Mr. Wang Guangtian and Mr. Yang Jie.
8. **In case the venue is being closed on the date of meeting due to COVID-19, the meeting shall stand adjourned to the same day in the next week or at such other time and place as the chairman of the meeting may determine. The Company will post an announcement on the Stock Exchange and the Company's website notifying Shareholders of the date, time and place of the adjourned meeting.**

As at the date of this notice, the Board comprises four executive Directors, namely Mr. Xu Tie-liang (Chairman and Chief Executive Officer), Ms. Guan Yijun, Mr. Gao Falian and Ms. Xu Ran; and three independent non-executive Directors, namely Mr. Wang Wenhua, Mr. Wang Guangtian and Mr. Yang Jie.