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**PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
ADOPTION OF NEW BYE-LAWS  
AND  
CLOSURE OF REGISTER OF MEMBERS**

**PROPOSED AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF NEW BYE-LAWS**

This announcement is made by China Oil And Gas Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors of the Company (the “**Board**”) proposes to make certain amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Bye-Laws**”) to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022. In view of the Proposed Amendments, the Board proposes to adopt the new bye-laws of the Company (the “**New Bye-Laws**”) in substitution for, and to the exclusion of, the Bye-Laws.

The Board proposes to amend the Bye-laws for the purposes of (i) providing greater flexibility to the Company in relation to the conduct of general meetings by allowing (but not requiring) general meetings to be held as an electronic meeting and/ or as a hybrid meeting where the Shareholders may attend by electronic means in addition to as a physical meeting where Shareholders attend in person; (ii) bringing the Bye-Laws in line with the amendments made to the Listing Rules (in particular to conform to the core shareholder protection standards as set out in Appendix 3 to the Listing Rules) and applicable laws of Bermuda; and (iii) making certain minor housekeeping amendments to the Bye-Laws.

The Board proposes to adopt the New Bye-Laws (which incorporates and consolidates all Proposed Amendments) in substitution for and to the exclusion of the Bye-Laws.

A circular which includes, among other things, the information in relation to the Proposed Amendments, the proposed adoption of the New Bye-Laws and a notice of the annual general meeting (“AGM”) along with the relevant proxy form, will be dispatched to the shareholders of the Company in due course.

## **CLOSURE OF REGISTER OF MEMBERS**

The Board is pleased to announce that the AGM will be held on Thursday, 15 June 2023. For determining the eligibility of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 9 June 2023 to Thursday, 15 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificate(s) 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 Thursday, 8 June 2023.

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

Hong Kong, 25 April 2023

*As at the date of this announcement, 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.*

*\* for identification purposes only*