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中油燃氣集團有限公司*

CHINA OIL AND GAS GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 603)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 15 JUNE 2023,
RETIREMENT OF INDEPENDENT NON- EXECUTIVE DIRECTOR,
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE OF MEMBERS OF BOARD COMMITTEES**

The Board announces that:

1. all resolutions proposed at the AGM held on 15 June 2023 were duly passed;
2. Mr. Wang Wenhua retired from office as an independent non-executive Director upon conclusion of the AGM;
3. Mr. Wang ceased to be the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee following his retirement; and
4. Ms. Liu Zhihong has been appointed as an independent non-executive Director and the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee with effect from 15 June 2023.

POLL RESULTS OF ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of China Oil And Gas Group Limited (the “**Company**”) hereby announces that at the annual general meeting of the Company held on 15 June 2023 (the “**AGM**”), all resolutions proposed were duly passed by way of poll voting.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed and acted as the scrutineer for the purpose of vote-taking at the AGM.

The poll results are as follows:

Ordinary Resolutions	Number of Shares (approximate %)	
	For	Against
1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2022.	2,027,315,722 (99.80%)	3,980,000 (0.20%)
2. (a) To re-elect Ms. GUAN Yijun as Director.	1,930,194,330 (95.02%)	101,101,392 (4.98%)
(b) To re-elect Mr. GAO Falian as a Director.	1,928,848,330 (94.96%)	102,447,392 (5.04%)
(c) To authorise the Directors to fix the Directors' remuneration.	2,013,255,722 (99.11%)	18,040,000 (0.89%)
3. To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Directors to fix its remuneration.	2,031,216,799 (99.99%)	78,923 (negligible)
4. To grant a general mandate to the Directors to issue shares in the Company.	1,911,839,709 (94.12%)	119,456,013 (5.88%)
5. To grant a general mandate to the Directors to repurchase shares of the Company.	2,031,295,722 (100%)	0 (0%)
6. To extend the general mandate to issue new shares by adding the number of shares repurchased.	1,929,879,759 (95.01%)	101,415,963 (4.99%)
7. To approve and adopt the New Share Option Scheme and to authorise the Directors to grant options and to allot, issue and deal with Shares pursuant to the exercise of any option granted thereunder.	1,912,362,330 (94.14%)	118,933,392 (5.86%)
8. To approve and adopt the New Share Award Scheme and to authorise the Directors to grant awards and to allot and issue and deal with Shares and the Scheme Mandate pursuant to the vesting of any awards granted thereunder.	1,910,676,330 (94.06%)	120,619,392 (5.94%)
Special Resolution		
9. To approve the adoption of the New Bye-Laws. ^(Note)	1,929,056,330 (94.97%)	102,239,392 (5.03%)

Note: Full text of the resolution is set out in the AGM notice dated 28 April 2023.

As a majority of the votes were cast in favour of each of the ordinary resolutions, all the ordinary resolutions were duly passed.

As over 75% of the votes were cast in favour of the special resolution, the special resolution was duly passed.

As at the date of the AGM, the total number of issued shares of the Company was 5,636,803,834 shares. After deduction of 437,429,221 shares of the Company held by the trustee for the purpose of the restricted share award scheme of the Company adopted on 4 November 2011, there were 5,199,374,613 shares of the Company entitling the shareholders of the Company to attend and vote on the resolutions at the AGM. There were no restrictions on any shareholders of the Company to cast votes on any of the proposed resolutions at the AGM.

All Directors attended the AGM.

RETIREMENT OF DIRECTOR

Reference was made to the announcement of the Company dated 29 March 2023 relating to the retirement of Mr. Wang Wenhua (“**Mr. Wang**”) from the office of independent non-executive Director. Upon conclusion of the AGM, Mr. Wang retired from his office.

Following the retirement of Mr. Wang, he ceased to be the chairman of each of the audit committee of the Company (the “**Audit Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”).

Mr. Wang confirmed that he has no disagreement with the Board or the Company and there is no other matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF MEMBERS OF BOARD COMMITTEES

The Board is also pleased to announce that Ms. Liu Zhihong (“**Ms. Liu**”) has been appointed as an independent non-executive Director, the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee with effect from 15 June 2023.

The biographical details of Ms. Liu is set out below:-

Ms. Liu, aged 45, holds an executive master's degree of business administration from the Peking University and is a member of the Chinese Institute of Certified Public Accountants. Ms. Liu has been a senior wealth management manager of AIA Hong Kong since 2020. She was the financial controller of Tonking New Energy Group Holdings Limited (a company listed on GEM of the Stock Exchange; stock code: 8326) during 2016 to 2020. Ms. Liu had participated in the audit work of BDO Limited during 2008 to 2012. She has extensive experience in the field of accounting.

Ms. Liu has signed an appointment letter issued by the Company on 15 June 2023 for an initial term of three years commencing on 15 June 2023 unless terminated by not less than one month's notice in writing served by either party to the other. She is subject to retirement and re-election at the next annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the bye-laws of the Company. Ms. Liu is entitled to a director's remuneration of HK\$10,000 per month, which is determined by the Board with reference to the recommendation of the Remuneration Committee, the performance of the Group, her duties and responsibilities and the prevailing market conditions.

Ms. Liu did not hold any directorship in other listed companies during the past three years. She does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange) of the Company. As at the date of this announcement, she does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, neither is there any further information required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to the appointment of Ms. Liu that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to extend its appreciation to Mr. Wang for his valuable contribution during his tenure as Director in the Company and welcome Ms. Liu for joining the Board.

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

Hong Kong, 15 June 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 Ms. Liu Zhihong, Mr. Wang Guangtian and Mr. Yang Jie.

** For identification purpose only*