
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China LNG Group Limited, you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



CHINA LNG GROUP LIMITED

中國天然氣集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 931)

**SUPPLEMENTAL CIRCULAR IN RELATION TO THE
PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of China LNG Group Limited dated 25 July 2023 and the notice convening an annual general meeting of the Company to be held at 8th Floor, St. John's Building, 33 Garden Road, Central, Hong Kong on Friday, 25 August 2023 at 5:00 p.m. A supplemental notice of the annual general meeting of the Company is set out on pages 21 to 22 of this supplemental circular. A second form of proxy for the annual general meeting, which shall supersede the form of proxy enclosed with the circular dated 25 July 2023, is also enclosed.

Whether or not you are able to attend the annual general meeting, please complete and sign the second form of proxy enclosed with this Circular for use at the annual general meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and return of the second form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting if you subsequently so wish and in such event, the form of proxy or the second form of proxy previously submitted shall be deemed to be revoked.

This supplemental circular together with the second form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at <http://chinalng.todayir.com>.

2 August 2023

* for identification purposes only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
INTRODUCTION.....	3
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	4
SUPPLEMENTAL NOTICE OF AGM AND SECOND PROXY FORM AND ACTIONS TO BE TAKEN.....	4
VOTING BY WAY OF POLL	6
CLOSURE OF REGISTER OF MEMBERS	6
RECOMMENDATION.....	6
RESPONSIBILITY STATEMENT	7
GENERAL INFORMATION	7
APPENDIX – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	8
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING	21

DEFINITIONS

In this Supplemental Circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 8th Floor, St. John’s Building, 33 Garden Road, Central, Hong Kong on Friday, 25 August 2023 at 5:00 p.m. or any adjournment thereof
“AGM Notice”	The notice dated 25 July 2023 convening the AGM as set out on pages 15 to 19 of the First Circular
“Articles” or “Articles of Association”	the articles of association of the Company currently in force
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Company”	China LNG Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 931)
“Director(s)”	the director(s) of the Company
“First Circular”	the circular of the Company dated 25 July 2023 in respect of the matters to be considered at the AGM
“First Proxy Form”	the proxy form which was despatched to the Shareholders on 25 July 2023 together with the First Circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 July 2023, being the latest practicable date prior to the printing of this Supplemental Circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“New Articles of Association”	the amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments (as set out in Appendix to this Supplemental Circular) which are proposed to be adopted by the Company at the AGM
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix to this Supplemental Circular (marked up against the existing Articles of Association)
“Second Proxy Form”	the second form of proxy sent together with this Supplemental Circular
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Circular”	this supplemental circular of the Company dated 2 August 2023, in addition to and supplemental of the First Circular
“Supplemental Notice”	the supplemental notice of AGM as set out on pages 21 to 22 of this Supplemental Circular
“%”	per cent

LETTER FROM THE BOARD



CHINA LNG GROUP LIMITED

中國天然氣集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 931)

Executive Directors:

Dr. Kan Che Kin, Billy Albert (*Chairman*)
Mr. Li Kai Yien, Arthur Albert

Non-executive Directors:

Mr. Simon Murray
Dr. Lam, Lee G.
Mr. Xiao Cong

Independent Non-executive Directors:

Mr. Li Siu Yui
Mr. Chow Ching Ning
Mr. Lam Lum Lee

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

8th Floor, St. John's Building
33 Garden Road
Central
Hong Kong

2 August 2023

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

This Supplemental Circular should be read in conjunction with the First Circular. Unless indicated otherwise, the capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the First Circular.

The purpose of this Supplemental Circular is to provide you with further information in respect of the special resolution to be proposed at the AGM regarding the adoption of the New Articles of Association reflecting the Proposed Amendments set out in the Appendix to this Supplemental Circular and to give you a supplemental notice of the AGM and the Second Proxy Form.

* for identification purposes only

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 1 August 2023, as set out in the announcement, the Board proposes to put to vote a special resolution at the AGM for approving the adoption of the New Articles of Association in substitution for and to the exclusion of the existing Articles of Association for the purpose of (i) bringing the existing Articles of Association up to date and in line with the Core Shareholders Protection Standards as set out in Appendix 3 to the Listing Rules; (ii) reflecting certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules; and (iii) making other consequential and housekeeping amendments.

In view of the number of amendments proposed to be made to the existing Articles of Association, the Board proposed that the New Articles of Association, which incorporates and consolidates all the Proposed Amendments to the existing Articles of Association, be adopted in substitution for and to the exclusion of the existing Articles of Association, instead of carrying out piecemeal modifications on the existing Articles of Association.

The legal adviser to the Company as to Hong Kong laws has confirmed that the Proposed Amendments conform with the requirements of the Listing Rules; and the legal adviser to the Company as to Cayman Islands laws has confirmed that the Proposed Amendments do not contravene or violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

Details of the Proposed Amendments (marked-up against the existing Articles of Association) are set out in Appendix to this Supplemental Circular. Shareholders are advised that the New Articles of Association are only available in English and the Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. The proposed adoption of the New Articles of Association is subject to the approval of the Shareholders by way of special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing Articles of Association shall remain valid.

SUPPLEMENTAL NOTICE OF AGM AND SECOND PROXY FORM AND ACTIONS TO BE TAKEN

Since the AGM Notice and the First Proxy Form despatched together with the First Circular do not contain the proposed resolution in relation to the Proposed Amendments as set out in this Supplemental Circular, a Supplemental Notice and the Second Proxy Form are enclosed with this Supplemental Circular to include such proposed resolution. The Supplemental Notice is set out on pages 21 to 22 of this Supplemental Circular.

LETTER FROM THE BOARD

The Second Proxy Form is enclosed with this Supplemental Circular and published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at <http://china.lng.todayir.com>. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting thereof if you so wish.

Shareholders who have appointed or intend to appoint proxy(ies) to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

The Second Proxy Form supersedes the First Proxy Form. A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar should note that:

- (i) Subject to (iii) below, if no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including the resolution for the Proposed Amendments as set out in this Supplemental Circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Second Proxy Form is lodged with the Company's branch share registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.

LETTER FROM THE BOARD

- (iii) If the Second Proxy Form is lodged with the Company's branch share registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

Shareholders are reminded that completion and return of the second form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting if you subsequently so wish and in such event, the form of proxy or the second form of proxy previously submitted shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. All proposed resolutions as set out in the AGM Notice and the Supplemental Notice will be voted by poll and, after being verified by the scrutineer, the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 22 August 2023 to Friday, 25 August 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all duly completed transfer documents should be lodged for registration with the Company's share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 21 August 2023.

RECOMMENDATION

The Directors believe that the Proposed Amendments as set out in the Appendix to this Supplemental Circular and the adoption of the New Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM. As at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This Supplemental Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company.

The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Supplemental Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplemental Circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this Supplemental Circular.

Shareholders are advised to read this Supplemental Circular together with the First Circular for information relating to the voting arrangement.

By Order of the Board
China LNG Group Limited
Kan Che Kin, Billy Albert
Chairman

The following are the changes to the existing Articles as introduced by the New Articles of Association. Unless otherwise specified, clauses, paragraphs and numbers referred to herein are clauses, paragraphs and numbers of the New Articles of Association:

Article number Provisions in the New Articles of Association (showing changes to existing Articles)

1 The regulations contained in Table A in the Schedule to the Companies ~~Law~~Act (as defined in Article 2~~Revised~~) do not apply to the Company.

2.(1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

“Act” the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

“Company” ~~Artel Solutions Group Holdings Limited~~China LNG Group Limited.

“Law” ~~The Companies Law (Revised) of the Cayman Islands and every modification thereof.~~

“Ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxy(ies) are allowed, by proxy at a general meeting of which ~~not less than fourteen (14) clear days~~²Notice has been duly given in accordance with Article 59.;

“Special Resolution”

a resolution shall be a special resolution when it has been passed by a majority of not less than three fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxy(ies) are allowed, by proxy at a general meeting of which not less than twenty one (21) clear days’ Notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution, Notice has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety five (95) per cent. in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty one (21) clear days’ Notice has been given; in accordance with Article 59.

“Statutes”

the LawAct every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.

2.(2)

In these Articles, unless there be something within the subject or context inconsistent with such construction:

(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form; and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;

(h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by any other method and references to a Notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(i) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member; and

(j) Section 8 and Section 19 of the Electronic Transactions Act of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.

- 3.(1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of \$0.0~~1~~2 each.
- 3.(2) Subject to the ~~Law~~Act, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit.
- 3.(3) Except as allowed by the ~~Law~~Act and subject further to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority the Company shall not give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.
4. The Company may from time to time by ordinary resolution in accordance with the ~~Law~~Act alter the conditions of its Memorandum of Association to:
- (d) sub divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association (subject, nevertheless, to the ~~Law~~Act), and may by such resolution determine that, as between the holders of the shares resulting from such sub division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the ~~Law~~Act, reduce its share capital or any share premium account or any capital redemption reserve or other undistributable reserve in any manner permitted by law.
- 8.(1) Subject to the provisions of the ~~Law~~Act and the Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.

- 8.(2) Subject to the provisions of the ~~LawAct~~, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
9. Subject to the ~~LawAct~~, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.
10. Subject to the ~~LawAct~~ and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:
- (a) the necessary quorum (~~other than including at an adjourned meeting~~) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class; ~~and at any adjourned meeting of such holders, two holders present in person or by proxy (whatever the number of shares held by them) shall be a quorum;~~

- 12.(1) Subject to the ~~Law~~Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
13. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the ~~Law~~Act. Subject to the ~~Law~~Act, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.
15. Subject to the ~~Law~~Act and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.
19. Share certificates shall be issued within the relevant time limit as prescribed by the ~~Law~~Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.

44. The Register and branch register of Members maintained in Hong Kong, as the case may be, shall be open to inspection for at least two (2) hours ~~on every~~ during business ~~day~~ hours by Members without charge or by any other person, upon a maximum payment of \$2.50 ~~or such lesser sum specified by the Board~~, at the Office or such other place ~~in the Cayman Islands~~ at which the Register is kept in accordance with the LawAct or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in ~~an appointed newspaper and where applicable, any other~~ any newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolutions.
- 48.(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place in the Cayman Islands at which the Register is kept in accordance with the LawAct.
- 49.(c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the LawAct or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in ~~an appointed~~ any newspapers ~~and, where or by applicable, any other newspapers~~ means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.

56. An annual general meeting of the Company shall be held ~~in~~ for each financial year other than the year of the Company's incorporation (within a period of not more than ~~fifteen (15)~~ and such annual general meeting must be held within six (6) months after the holding of the last preceding annual general meeting or not more than ~~eighteen (18)~~ months after the date of incorporation, end of the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.
58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
- 59.(1) An annual general meeting ~~and any extraordinary general meeting at which the passing of a special resolution is to be considered shall~~ must be called by Notice of not less than twenty one (21) clear days² ~~Notice~~. All other ~~extraordinary~~ general meetings ~~may (including an extraordinary general meeting) must~~ be called by Notice of not less than fourteen (14) clear days² ~~Notice~~ but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding representing not less than ninety five per cent. (95%) ~~in nominal value of the issued shares total giving voting that rights at the meeting of all the Members~~.
- 59.(2) The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the Auditors.

- 61.(1) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:
- (d) appointment of Auditors (where special notice of the intention for such appointment is not required by the ~~Law~~Act) and other officers;
 - (e) the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors; and
 - (f) the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent. in nominal value of its existing issued share capital.
- 61.(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person ~~or by proxy or~~ (in the case of a ~~m~~Member being a corporation) by its duly authorised representative ~~or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy~~ shall form a quorum for all purposes.
73. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the ~~Law~~Act. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
- 76.(3) All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.
- 84.(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.

- 86.(1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 87 called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Article 87 or until their successors are elected or appointed or their office is otherwise vacated.
- 86.(2) Subject to the Articles and the ~~Law~~Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
- 86.(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed ~~by the Board~~ shall hold office only until the ~~next following~~first annual general meeting of the Company after his appointment and shall then be eligible for re-election.
- 86.(5) ~~Subject to any provision to the contrary in these Articles~~ ~~the~~ Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his ~~period~~term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
- 86.(6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (4~~5~~) above may be filled by the election or appointment by ordinary resolution of the Members at the meeting at which such Director is removed.
93. An alternate Director shall only be a Director for the purposes of the ~~Law~~Act and shall only be subject to the provisions of the ~~Law~~Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.

101. Subject to the ~~Law~~Act and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 102 herein.
- 104.(3) (c) To resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the ~~Law~~Act.
- 104.(4) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the ~~Law~~Act, the Company shall not directly or indirectly:
110. The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the ~~Law~~Act, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
- 113.(2) The Board shall cause a proper register to be kept, in accordance with the provisions of the ~~Law~~Act, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the ~~Law~~Act in regard to the registration of charges and debentures therein specified and otherwise.
- 127.(1) The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the ~~Law~~Act and these Articles.
- 128.(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the ~~Law~~Act or these Articles or as may be prescribed by the Board.

130. A provision of the ~~Law~~Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
- 131.(1) The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the ~~Law~~Act or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the ~~Law~~Act.
136. Subject to the ~~Law~~Act, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.
137. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the ~~Law~~Act.
- 145.(1) (b)(iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised (“the elected shares”) and in lieu thereof shares of the relevant class shall be allotted credited as fully paid up to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserves or other special account, share premium account, capital redemption reserve other than the Subscription Rights Reserve) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and distribution to and amongst the holders of the elected shares on such basis.
- 146.(1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the ~~Law~~Act. The Company shall at all times comply with the provisions of the ~~Law~~Act in relation to the share premium account.
149. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the ~~Law~~Act:

150. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the ~~LawAct~~ or necessary to give a true and fair view of the Company's affairs and to explain its transactions.
- 153.(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the ~~Members appoint another auditor~~next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
- 153.(2) ~~A person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than fourteen (14) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the retiring Auditor. [intentionally deleted]~~
- 153.(3) The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
154. Subject to the ~~LawAct~~ the accounts of the Company shall be audited at least once in every year.
155. The remuneration of the Auditor shall be fixed by ~~the Company in an ordinary resolution passed at a general meeting~~ or in such manner as the Members may by ordinary resolution determine.
156. ~~The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 153(3), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 153(1) at such remuneration to be determined by the Members under Article 155. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene an extraordinary general meeting to fill the vacancy.~~

- 163(1). Subject to Article 162(2), ~~the~~ Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
- 163.(2) Unless otherwise provided by the Act, ~~A~~ resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.
- 164.(2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the ~~Law~~Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.
168. Unless otherwise determined by the Directors, the financial year of the Company shall end on the 31st day of March in each year.

The Board would like to remind the Shareholders that the English version of the the Articles shall always prevail in case of any discrepancy or inconsistency between English version and its Chinese translation. The proposed amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM.



CHINA LNG GROUP LIMITED

中國天然氣集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 931)

Reference is made to the notice (the “**AGM Notice**”) of the annual general meeting of China LNG Group Limited (the “**Company**”) dated 25 July 2023, which the Company convenes an annual general meeting to be held at 8th Floor, St. John’s Building, 33 Garden Road, Central, Hong Kong on Friday, 25 August 2023 at 5:00 p.m. (the “**AGM**”). This supplemental notice should be read in conjunction with the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled for the purpose of considering and, if thought fit, approving the following additional resolution, together with the other resolutions set out in the AGM Notice:

SPECIAL RESOLUTION

As special business, to consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

7. **“THAT:**

- (a) the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”) as set out in the Appendix to the supplemental circular of the Company dated 2 August 2023 (the “**Supplemental Circular**”), be and are hereby approved;
- (b) the amended and restated articles of association of the Company (the “**New Articles of Association**”), which contains all of the Proposed Amendments, a copy of which has been produced to this meeting and marked “A”, and initialed by the chairman of the meeting for the purposes of identification, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect after the close of the AGM; and

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (c) any one of the directors and the company secretary of the Company be and is hereby authorised and instructed to do all such acts and things as may be necessary or expedient in order to effect and implement the adoption of the New Articles of Association and to make such filing in Hong Kong that is necessary in connection with this resolution, and the Company’s registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution.”

Apart from the amendment set out above, all the information contained in the AGM Notice shall remain valid and effective.

By Order of the Board
China LNG Group Limited
Kan Che Kin, Billy Albert
Chairman

Hong Kong, 2 August 2023

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

8th Floor, St. John’s Building
33 Garden Road
Central
Hong Kong

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) is enclosed with the Supplemental Circular. Please refer to the section headed “Supplemental Notice of AGM and Second Proxy Form and Actions to be taken” on page 4 of the Supplemental Circular for the arrangements regarding the completion and submission of the Second Proxy Form.
2. The register of members of the Company will be closed from Tuesday, 22 August 2023 to Friday, 25 August 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all duly completed transfer documents should be lodged for registration with the Company’s share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 21 August 2023.
3. Please refer to the AGM Notice for details of the other ordinary resolutions to be considered at AGM and other relevant matters.