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If you are in any doubt as to any aspect of this 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 **PetroChina Company Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale was effected for delivery to the purchaser.

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中國石油天然氣股份有限公司
PETROCHINA COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 857)

**PROPOSED ELECTION AND APPOINTMENT OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR;
AND
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

IMPORTANT NOTICE: PLEASE NOTE THAT THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE THE SHAREHOLDERS OF PETROCHINA COMPANY LIMITED WITH INFORMATION REGARDING THE PROPOSED ELECTION AND APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR, SO THAT THE SHAREHOLDERS OF PETROCHINA COMPANY LIMITED MAY MAKE AN INFORMED DECISION ON VOTING IN RESPECT OF THE RESOLUTION TO BE PROPOSED AT THE 2024 FIRST EXTRAORDINARY GENERAL MEETING.

The EGM Notice convening the EGM to be held at V-Continent Wuzhou Hotel, No. 8 North 4th Circle Middle Road, Chaoyang District, Beijing, the PRC on Thursday, 14 November 2024 at 9 a.m. is set out on pages 5 to 6 of this circular. The proxy form for use in connection with the EGM is enclosed herewith. Whether or not you intend to attend the EGM, please complete and return the proxy form accompanying this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e., by not later than 9:00 a.m., on Wednesday, 13 November 2024). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meetings should you so wish.

27 September 2024

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company
“A Share(s)”	the PRC listed domestic share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“Board”	the board of Directors of the Company
“Company”	PetroChina Company Limited (中國石油天然氣股份有限公司), a joint stock company limited by shares incorporated in the PRC on 5 November 1999 under the laws of the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“controlling shareholder(s)”	has the meanings ascribed to it under the HKEx Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at V-Continent Wuzhou Hotel, No. 8 North 4th Circle Middle Road, Chaoyang District, Beijing, the PRC at 9 a.m. on 14 November 2024
“EGM Notice”	the notice of the EGM as set out on pages 5 to 6 of this circular
“Group”	the Company and its subsidiaries
“HKEx Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	the overseas listed foreign share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	share(s) of the Company, including the A Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of Shares of the Company
“subsidiary(ies)”	has the meanings ascribed to it under the HKEx Listing Rules
“substantial shareholder(s)”	has the meanings ascribed to it under the HKEx Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company

LETTER FROM THE BOARD



中國石油天然氣股份有限公司
PETROCHINA COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 857)

Board of Directors

Dai Houliang (*Chairman*)
Hou Qijun (*Vice Chairman*)
Duan Liangwei
Huang Yongzhang
Ren Lixin
Xie Jun
Zhang Daowei
Cai Jinyong*
Jiang, Simon X.*
Zhang Laibin*
Hung Lo Shan Lusan*
Ho Kevin King Lun*

Legal Address:

16 Andelu
Dongcheng District
Beijing 100011
PRC

Office Address:

PetroChina Building
No. 9 Dongzhimen North Street
Dongcheng District
Beijing 100007
PRC

* *Independent non-executive Directors*

27 September 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED ELECTION AND APPOINTMENT OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR;
AND
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

Reference is made to the announcement of the Company dated 27 September 2024 in relation to the proposed election and appointment of an independent non-executive Director. The purpose of this circular is to provide you with the relevant information in order to allow you to make an informed decision on voting in respect of the resolution to be proposed at the EGM.

1. PROPOSED ELECTION AND APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board has proposed to elect and appoint Ms. Liu Xiaolei as an independent non-executive Director. The proposal will be put forward to the Shareholders for review and approval by way of ordinary resolution at the EGM. The terms of office of Ms. Liu Xiaolei, if elected, will commence from the date on which the resolution

LETTER FROM THE BOARD

being approved by the Shareholders at the EGM until the expiry of the term of the 9th session of the Board. Her emoluments will be fixed by the Board pursuant to the authorization to be granted by the Shareholders by reference to her duties, responsibilities and performance, the results of the Group and the market overall situation.

The biographical details of Ms. Liu Xiaolei are set out below:

Ms. Liu Xiaolei, aged 50, the deputy director of the faculty of Economics & Management Department and chair of the Finance Department and a professor of Finance and Accounting Department at Guanghua School of Management, Peking University as well as an independent non-executive director of Bank of China Limited. Ms. Liu Xiaolei received a Ph.D. degree. She served as an associate professor at Hong Kong University of Science and Technology, an independent director of Tianjin Youfa Steel Pipe Group Co., Ltd., Chasing Securities Co., Ltd., FIL Fund Management (China) Company Limited and First Capital Securities Co., Ltd., etc. successively. She has served as a professor at Guanghua School of Management, Peking University since December 2014, the chair of the Finance Department at Guanghua School of Management, Peking University since November 2015 and the deputy director of the faculty of Economics & Management Department, Peking University since May 2022. She has served as an independent non-executive director of Bank of China Limited since March 2024.

Ms. Liu Xiaolei has confirmed that, as at the date of this circular, (i) she meets the independence criteria as set out in Rule 3.13(1) to (8) of the HKEx Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the HKEx Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence.

Save as disclosed above, as at the date of this circular, Ms. Liu Xiaolei (i) has not held any directorship in any other listed companies in the past three years; (ii) does not have any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this circular, there is no information on Ms. Liu Xiaolei that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the HKEx Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

The Board and the Nomination Committee have complied with the board diversity policy of the Company and the nomination policy of the Board and considered the development strategy of the Company, taking into consideration of skills and experience required for the overall operation of the Board and cultural and education background, gender, age and other factors of Ms. Liu Xiaolei. The Nomination Committee has made a preliminary examination on qualifications and conditions of Ms. Liu Xiaolei and has provided suggestions to the Board. The Board and the Nomination Committee are of the view that, (i) Ms. Liu Xiaolei has the basic knowledge of the operation of companies listed in Hong Kong with extensive experience in the fields of accounting, financial markets and risk management; (ii) Ms. Liu Xiaolei will help further promote the diversity of the Board; and (iii) Ms. Liu Xiaolei has the ability to provide independent, fair and objective opinions on affairs of the Company. Therefore, her election as an independent non-executive Director is in the interests of the Company and Shareholders as a whole.

Ms. Liu Xiaolei has provided a written confirmation of her independence to the Company pursuant to Rule 3.13 of the HKEx Listing Rules. The Board and the Nomination Committee consider that Ms. Liu Xiaolei meets the independence guidelines set out in Rule 3.13 of the HKEx Listing Rules and is independent in accordance with the terms of the guidelines.

2. THE EGM

The Company will convene the EGM at 9 a.m. on Thursday, 14 November 2024 at V-Continent Wuzhou Hotel, No. 8 North 4th Circle Middle Road, Chaoyang District, Beijing, the PRC to review, consider and, if thought fit, to approve the proposed election and appointment of Ms. Liu Xiaolei as an independent non-executive Director. The EGM Notice is set out on pages 5 to 6 of this circular.

The proxy form and reply slip for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, please complete the proxy form and return the same in accordance with the instructions printed thereon. To be valid, for A Shareholders, the proxy form, together with the notarized power of attorney or other document of authorization (if any), must be delivered to the Board of Directors Office at Room 0612, Block C, PetroChina Building, No.9 Dongzhimen North Street, Dongcheng District, Beijing, PRC (Postal code: 100007)

LETTER FROM THE BOARD

not less than 24 hours before the time appointed for the EGM (i.e., by no later than 9:00 a.m. on Wednesday, 13 November 2024). To be valid, for H Shareholders, the above documents must be delivered to Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong within the same period.

H Shareholders whose names appear on the register of members of the Company on Thursday, 14 November 2024 are entitled to attend the EGM. The register of members of H Shares of the Company will be closed from Tuesday, 15 October 2024 to Thursday, 14 November 2024 (both days inclusive), during which period no share transfer of H Shares will be registered. In order to qualify for attending and voting at the EGM, H Shareholders must lodge all transfer documents together with the relevant share certificates at Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration at or before 4:30 p.m. on Monday, 14 October 2024.

The Articles of Association provide that Shareholders who intend to attend the EGM shall lodge a written reply 20 days before the date of the EGM (the “**Reply Date**”). In case the written replies received by the Company from the Shareholders indicating their intention to attend the EGM represent no more than one half of the total number of voting Shares, the Company shall within five days from the Reply Date inform the Shareholders of the proposed matters for consideration at the EGM and the date and venue of the EGM by way of announcement again. The EGM may be convened after the publication of such announcement.

You are urged to complete and return the proxy form and reply slip whether or not you intend to attend the EGM. Completion and return of the proxy form will not preclude you from attending and voting at the EGM (or any subsequent meetings following the adjournments thereof) should you wish to do so.

3. VOTES TO BE TAKEN BY POLL

In accordance with the HKEx Listing Rules, any votes of Shareholders at the EGM will be taken by poll.

4. RECOMMENDATIONS

The Directors believe that the proposed election and appointment of Mr. Liu Xiaolei as an independent non-executive Director is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of the resolution set out in the EGM Notice.

5. MISCELLANEOUS

In case of any discrepancy between the Chinese and English versions of this circular and the EGM Notice, the Chinese version prevails.

By order of the Board
PetroChina Company Limited
Company Secretary
WANG Hua

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING



中國石油天然氣股份有限公司 PETROCHINA COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 857)

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting of PetroChina Company Limited (the “**Company**”) will be held at V-Continent Wuzhou Hotel, No. 8 North 4th Circle Middle Road, Chaoyang District, Beijing, the PRC on Thursday, 14 November 2024 at 9 a.m. to consider, approve and authorize the following matter:

ORDINARY RESOLUTION

To consider and, if thought fit, to pass the following as ordinary resolution:

By way of non-cumulative voting:

1. To consider and approve the resolution of the election of Ms. Liu Xiaolei as an independent non-executive director of the Company.

By order of the Board
PetroChina Company Limited
Company Secretary
WANG Hua

Beijing, the PRC
27 September 2024

Notes:

1. The register of members of H shares of the Company will be closed from Tuesday, 15 October 2024 to Thursday, 14 November 2024 (both days inclusive), during which period no share transfer of H shares will be registered. In order to qualify for attending and voting at the 2024 first extraordinary general meeting of the Company, H shareholders must lodge all transfer documents together with the relevant share certificates at Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration at or before 4:30 p.m. on Monday, 14 October 2024. H shareholders of the Company whose names appear on the register of members of the Company on Thursday, 14 November 2024 are entitled to attend and vote in respect of the resolution to be proposed at the 2024 first extraordinary general meeting of the Company.

The address of the share registrar of the Company's H shares is:

Hong Kong Registrars Limited
Shops 1712–1716,
17/F, Hopewell Centre,

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

183 Queen's Road East,
Wanchai,
Hong Kong

2. Each shareholder of the Company is entitled to attend and vote at the 2024 first extraordinary general meeting of the Company may appoint one or more proxies to attend and vote on his/her/its behalf at the 2024 first extraordinary general meeting of the Company. A proxy need not be a shareholder of the Company.
3. A proxy of a shareholder of the Company who has appointed more than one proxy may only vote on a poll.
4. The instrument appointing a proxy must be in writing under the hand of the appointer or his/her/its attorney duly authorized in writing, or if the appointer is a legal person, either under seal or under the hand of a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized. To be valid, for A Shareholders, the notarized power of attorney or other document of authorization, and the proxy form must be delivered to the Board of Directors Office (Address: Room 0612, Block C, PetroChina Building, No.9 Dongzhimen North Street, Dongcheng District, Beijing, the PRC (Postal code: 100007)) not less than 24 hours before the time appointed for the holding of the 2024 first extraordinary general meeting of the Company (i.e., by no later than 9:00 a.m. on Wednesday, 13 November 2024). To be valid, for H shareholders, the above documents must be delivered to Hong Kong Registrars Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) within the same period.
5. The completed and signed reply slip accompanying each notice of the 2024 first extraordinary general meeting of the Company should be delivered to the Board of Directors Office for A shareholders at Room 0612, Block C, PetroChina Building, No.9 Dongzhimen North Street, Dongcheng District, Beijing, the PRC (Postal code: 100007) on or before 4:30 p.m. on Thursday, 24 October 2024 personally, by mail, by email (ir@petrochina.com.cn) or by fax (fax number: (8610) 6209 9557); or to Hong Kong Registrars Limited for H shareholders at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong within the same period.
6. The 2024 first extraordinary general meeting of the Company is expected to last for half a day. Shareholders of the Company (in person or by proxy) attending the 2024 first extraordinary general meeting of the Company are responsible for their own transportation and accommodation expenses.
7. The address of the Board of Directors Office is as follows:

Room 0612, Block C, PetroChina Building
No.9 Dongzhimen North Street,
Dongcheng District, Beijing, the PRC
Postal code: 100007
Tel: (8610) 5998 2622
Fax: (8610) 6209 9557
Email Address: ir@petrochina.com.cn
8. As at the date of this notice, the Board comprises Mr. Dai Houliang as Chairman; Mr. Hou Qijun as Vice Chairman and non-executive Director; Mr. Duan Liangwei and Mr. Xie Jun as non-executive Directors; Mr. Huang Yongzhang, Mr. Ren Lixin and Mr. Zhang Daowei as executive Directors; and Mr. Cai Jinyong, Mr. Jiang, Simon X., Mr. Zhang Laibin, Ms. Hung Lo Shan Lusan and Mr. Ho Kevin King Lun as independent non-executive Directors.