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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)

ISSUANCE OF US\$320,000,000 5.5% SENIOR NOTES DUE 2023

Reference is made to the announcement of the Company dated 15 July 2019 in respect of the Notes Issue.

On 18 July 2019, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Deutsche Bank and Morgan Stanley in connection with the Notes Issue.

The gross proceeds of the Notes Issue, before deduction of the underwriting commissions and other estimated expenses, will amount to approximately US\$318 million. The Company intends to use the net proceeds from the Notes Issue to repay certain existing indebtedness, including the 2014 Notes, and for general corporate purpose.

* For identification only

Approval in-principle has been received from the SGX-ST for the listing and quotation of the Notes on the SGX-ST. Admission of the Notes to the Official List of, and quotation of the Notes on, the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. SGX-ST assumes no responsibility for the contents of this announcement. No listing of the Notes has been sought in Hong Kong.

Reference is made to the announcement of the Company dated 15 July 2019 in respect of the Notes Issue. The Board is pleased to announce that on 18 July 2019, the Company, together with the Subsidiary Guarantors, entered into the Purchase Agreement with Deutsche Bank and Morgan Stanley in connection with the Notes Issue.

THE PURCHASE AGREEMENT

Date: 18 July 2019

Parties to the Purchase Agreement

- a) Deutsche Bank
- b) Morgan Stanley
- c) the Company; and
- d) the Subsidiary Guarantors.

Deutsche Bank and Morgan Stanley are the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes. They are also the initial purchasers of the Notes.

The Notes have not been, and will not be, registered under the U.S. Securities Act. The Notes will only be offered outside the United States in compliance with Regulation S under the U.S. Securities Act. None of the Notes will be offered to the public in Hong Kong or be placed to any connected person of the Company.

Principal terms of the Notes

The following is a summary of certain provisions of the Notes and the Indenture. This summary does not purport to be complete and is qualified in its entirety by reference to the provisions of the Indenture, the Notes and the Subsidiary Guarantees provided by the Subsidiary Guarantors.

Notes Offered

Subject to certain conditions to completion, the Company will issue the Notes in the aggregate principal amount of US\$320,000,000. The Notes will mature on 25 January 2023, unless earlier redeemed in accordance with the terms thereof.

Offering Price

The offering price of the Notes will be 99.373% of the principal amount of the Notes.

Interest

The Notes will bear interest at a rate of 5.5% per annum, payable semi-annually in arrears on 25 January and 25 July of each year, commencing on 25 January 2020.

Ranking of the Notes

The Notes are (1) general obligations of the Company; (2) senior in right of payment to any existing and future obligations of the Company expressly subordinated in right of payment to the Notes; (3) at least pari passu in right of payment against the Company with all other unsecured, unsubordinated indebtedness of the Company (subject to any priority rights of such unsecured, unsubordinated indebtedness pursuant to applicable law); (4) guaranteed by the Subsidiary Guarantors on a senior basis, subject to certain limitations; (5) effectively subordinated to all existing and future obligations of the subsidiaries of the Company which are not the Subsidiary Guarantors; and (6) effectively subordinated to all existing and future secured obligations of the Company and the Subsidiary Guarantors to the extent of the value of the collateral securing such obligations (other than the collateral securing the Notes).

Events of default

The events of default under the Notes include, among others: (a) default in the payment of principal of (or premium, if any, on) the Notes when the same becomes due and payable at maturity, upon acceleration, redemption or otherwise; (b) default in the payment of interest or additional amounts on any Note when the same becomes due and payable, and such default continues for a period of 30 consecutive days; (c) default in the performance or breach of the provisions of certain covenants, the failure by the Company to make or consummate an offer to purchase, or the failure by the Company to create, or cause certain of its subsidiaries to create, a first-priority lien on the collateral under the Indenture; (d) default by the Company or certain of its subsidiaries in the performance of or breaches of any other covenant or agreement in the Indenture, any security document contemplated under the Notes or under the Notes (other than a default specified in (a), (b) or (c) above or (j) below) and such default or breach continues for a period of 30 consecutive days after written notice by the trustee for the Notes or the holders of 25% or more in aggregate principal amount of the Notes; (e) default by the Company or certain of its subsidiaries in the repayment of indebtedness having, in the aggregate, an outstanding principal amount of US\$20.0 million or more; (f) one or more final judgments or orders for the payment of money are rendered against the Company or certain of its subsidiaries and are not paid or discharged for a period of 60 consecutive days and in an aggregate amount exceeding US\$20.0 million; (g) certain involuntary bankruptcy or insolvency proceedings against the Company or certain of its subsidiaries; (h) the Company or certain of its subsidiaries commencing voluntary bankruptcy or insolvency proceedings, consenting to such similar action or effecting any general assignment for the benefit of creditors; (i) any Subsidiary Guarantor denying or disaffirming its obligations under its Subsidiary Guarantee or, except as permitted by the Indenture, any Subsidiary Guarantee being determined to be unenforceable or invalid or for any reason ceasing to be in full force and effect; (j) any default by the Company or any Subsidiary Guarantor Pledgor in the performance of any of its obligations under the relevant security documents contemplated under the Notes, which adversely affects the enforceability, validity, perfection or priority of the applicable lien on the collateral securing the Notes or which adversely affects the condition or value of the collateral securing the Notes; or (k) the Company or any Subsidiary Guarantor Pledgor denying or disaffirming its obligations under the relevant security documents or, other than in accordance with the Indenture and the relevant security documents provided under the Notes, any such relevant security document ceasing to be or is not in full force and effect, or the collateral agent ceasing to have a first priority lien over the collateral securing the Notes. If an event of default (other than an event of default specified in (g) and (h) above) occurs and is continuing under the Indenture, the trustee or the holders of at least 25% in aggregate principal amount of the Notes then outstanding may, by written notice to the Company, declare the principal of, premium, if any, and accrued and unpaid interest on the Notes to be immediately due and payable.

Covenants

The Notes, the Indenture and the Subsidiary Guarantees will limit the Company's ability and the ability of certain of its subsidiaries to, among other things:

- (a) incur or guarantee additional indebtedness;
- (b) declare dividends on its capital stock or purchase or redeem capital stock;
- (c) make investments or other specified restricted payments;
- (d) issue or sell capital stock of certain of its subsidiaries;
- (e) guarantee indebtedness of the Company or certain of its subsidiaries;
- (f) enter into, renew or extend transactions with shareholders or affiliates;
- (g) create liens;
- (h) enter into sale and leaseback transactions; and
- (i) sell assets.

Optional Redemption

The Notes may be redeemed in the following circumstances:

- (1) On or after 25 July 2021, the Company may on any one or more occasions at its option redeem the Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below plus accrued and unpaid interest, if any, to (but not including) the redemption date if redeemed during the twelve month period beginning on 25 July 2021 and the six-month period beginning on 25 July 2022 as indicated below.

Date	Redemption Price
25 July 2021	102.75%
25 July 2022 and thereafter	101.375%

- (2) At any time prior to 25 July 2021, the Company may at its option redeem the Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Notes plus an applicable premium (as set forth in the Indenture) as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

- (3) At any time and from time to time prior to 25 July 2021, the Company may redeem up to 35% of the aggregate principal amount of the Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 105.5% of the principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the Notes originally issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

The Company will give not less than 15 days' nor more than 60 days' notice of any redemption.

Reasons for the Notes Issue

The Company intends to use the net proceeds from the Notes Issue to repay certain existing indebtedness, including the 2014 Notes, and for general corporate purpose.

Listing

Approval in-principle has been received from the SGX-ST for the listing and quotation of the Notes on the SGX-ST. Admission of the Notes to the Official List of, and quotation of the Notes on, the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. SGX-ST assumes no responsibility for the contents of this announcement. No listing of the Notes has been sought in Hong Kong.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“2014 Notes”	the 5.00% USD senior notes due 2020 issued by the Company on 7 November 2014
“Board”	the board of Directors
“Company”	China Oil And Gas Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules

“Deutsche Bank”	Deutsche Bank AG, Singapore Branch, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Indenture”	the indenture to be entered into on the original issue date of the Notes among the Company, the Subsidiary Guarantors and Citicorp International Limited as trustee governing the Notes
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Morgan Stanley”	Morgan Stanley & Co. International plc, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes
“Notes”	the 5.5% senior notes due 2023 in the aggregate principal amount of US\$320,000,000 to be issued by the Company
“Notes Issue”	the issue of the Notes by the Company
“PRC” or “China”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this announcement
“Purchase Agreement”	the purchase agreement dated 18 July 2019 entered into by and among Deutsche Bank, Morgan Stanley, the Company and the Subsidiary Guarantors in relation to the Notes Issue
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subsidiary Guarantees”	the guarantees provided by the Subsidiary Guarantors to severally and jointly guarantee the payment obligations of the Company under the Notes
“Subsidiary Guarantor Pledgors”	certain Subsidiary Guarantors that on the original issue date of the Notes will pledge the capital stock of other Subsidiary Guarantors held by them to secure the obligations of the Company under the Notes and the Indenture and of such Subsidiary Guarantors under the Subsidiary Guarantees
“Subsidiary Guarantors”	certain subsidiaries of the Company providing the Subsidiary Guarantees under the Notes
“United States”	the United States of America
“USD” or “US\$”	United States dollar(s)
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“%”	per cent

By Order of the Board
China Oil And Gas Group Limited
Xu Tie-liang
Chairman

Hong Kong, 19 July 2019

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Xu Tie-liang (Chairman and Chief Executive Officer), Ms. Guan Yijun and Mr. Liu Chunsun; and three independent non-executive Directors, namely Mr. Li Yunlong, Mr. Wang Guangtian and Mr. Yang Jie.