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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 17 MAY 2021,  
RETIREMENT OF DIRECTORS,  
APPOINTMENT OF EXECUTIVE DIRECTOR AND  
INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
CHANGE OF MEMBERS OF BOARD COMMITTEES**

The Board announces that:

1. all resolutions proposed at the AGM held on 17 May 2021 were duly passed;
2. Mr. Liu Chunsun retired from office as executive Director and Mr. Li Yunlong retired from office as independent non-executive Director upon conclusion of the AGM;
3. Mr. Liu ceased to be a member of each of the Nomination Committee and the Corporate Governance Committee following his retirement;
4. Mr. Li 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;
5. Mr. Gao Falian has been appointed as an executive Director and a member of the Nomination Committee and the Corporate Governance Committee with effect from 17 May 2021; and
6. Mr. Wang Wenhua 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 17 May 2021.

## 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 17 May 2021 (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:*

<b>Ordinary Resolutions</b>	<b>Number of Shares (approximate %)</b>	
	<b>For</b>	<b>Against</b>
1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditor of the Company and its subsidiaries for the year ended 31 December 2020.	2,408,318,820 <b>(99.89%)</b>	2,680,000 <b>(0.11%)</b>
2. (a) To re-elect Ms. Guan Yijun as a Director.	2,326,426,351 <b>(96.49%)</b>	84,572,469 <b>(3.51%)</b>
(b) To authorize the Directors to fix the Directors’ remuneration.	2,410,998,820 <b>(100%)</b>	0 <b>(0%)</b>
3. To re-appoint PricewaterhouseCoopers as Auditor and to authorize the Directors to fix its remuneration.	2,410,998,820 <b>(100%)</b>	0 <b>(0%)</b>
4. To grant a general mandate to the Directors to issue new shares in the Company.	2,324,702,351 <b>(96.42%)</b>	86,296,469 <b>(3.58%)</b>
5. To grant a general mandate to the Directors to repurchase shares of the Company.	2,410,998,820 <b>(100%)</b>	0 <b>(0%)</b>
6. To extend the general mandate to issue new shares by adding the number of shares repurchased.	2,324,702,351 <b>(96.42%)</b>	86,296,469 <b>(3.58%)</b>

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

As at the date of the AGM, the total number of issued shares of the Company was 5,767,043,834 shares. After deduction of 477,609,221 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 5,289,434,613 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.

## **RETIREMENT OF DIRECTORS**

Reference was made to the announcement of the Company dated 23 March 2021 relating to the retirement of Mr. Liu Chunsun (“**Mr. Liu**”) from the office of executive Director, and the retirement of Mr. Li Yunlong (“**Mr. Li**”) from the office of independent non-executive Director. Upon conclusion of the AGM, Mr. Liu and Mr. Li retired from their respective office.

Following the retirement of Mr. Liu, he ceased to be a member of each of the nomination committee of the Company (the “**Nomination Committee**”) and the corporate governance committee of the Company (the “**Corporate Governance Committee**”).

Following the retirement of Mr. Li, 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.

Each of Mr. Liu and Mr. Li 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.

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

The Board is also pleased to announce that:-

1. Mr. Gao Falian (“**Mr. Gao**”) has been appointed as an executive Director and a member of each the Nomination Committee and the Corporate Governance Committee; and
2. Mr. Wang Wenhua (“**Mr. Wang**”) 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,

all with effect from 17 May 2021.

The biographical details of Mr. Gao and Mr. Wang are set out below:-

**Mr. Gao**, aged 56, a senior engineer, obtained a bachelor's degree in law from Peking University and a master's degree in engineering from China University of Petroleum. Mr. Gao currently serves as a director of certain subsidiaries of the Group, including China Oil and Gas Investment Group Co., Ltd. ("**China Oil And Gas Investment Group**") and China City Natural Gas Investment Group Co., Ltd. ("**CCNG**"). He also served as president of CCNG during the period from February 2010 to August 2018 and president of China Oil And Gas Investment Group during the period from September 2015 to August 2018. Mr. Gao held several positions in China Petroleum Pipeline Bureau during August 1985 to May 2010, including general manager, commissioner of technical service etc. He has extensive experience in oil and gas industry.

Mr. Gao entered into a service agreement with the Company on 17 May 2021 for the appointment of Mr. Gao as an executive Director for a term of three years commencing from 17 May 2021 which can be terminated by 3 months' notice in writing served by either party to the other. He is subject to retirement and re-election at the next general meeting of the Company after his 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 (the "**Bye-Laws**") and the Code on Corporate Governance (the "**CG Code**") under Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). Mr. Gao is entitled to a director's remuneration of HK\$10,000 per month as determined by the Board with reference to the recommendation of the Remuneration Committee, the performance of the Group, his duties and responsibilities and the prevailing market conditions.

Mr. Gao did not hold any directorship in other listed companies during the past three years. He does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the date of this announcement, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) ("**SFO**").

**Mr. Wang**, aged 53, graduated from The Hong Kong Polytechnic University with a doctorate's degree in business administration in March 2017. In June 2010, Mr. Wang obtained a master's degree in business administration from Lanzhou University. He also graduated from financial accounting profession from Renmin University of China in December 1994. He awarded the Chinese certified public accountant in October 1994. Mr. Wang currently serves as the chief accountant of GEM Flower Healthcare Investment Group Co., Ltd. ("**GEM Flower Healthcare Group**") and the chairman of each of 寶石花醫療資產投資有限公司 GEM Flower Healthcare Asset Investment Co., Ltd.\* and 寶石花國際醫療健康有限公司 GEM Flower International Healthcare Co., Ltd.\*, the wholly-owned subsidiaries of GEM Flower Healthcare Group and the chief accountant of 海峽能源產業基金會管理有限公司 Strait Energy Industry Fund Management Co., Ltd.\*. During the period from May 2006 to August 2016, Mr. Wang was a vice president of Kunlun Energy Company Limited (a company listed on the Main Board of the Stock Exchange; stock code: 135). He was a manager of the finance department of China Petroleum Hong Kong (Holding) Limited during February 1999 to April 2006. Mr. Wang also served different positions of BGP China National Petroleum Corporation during the period from July 1988 to January 1999. He has extensive experience in the field of accounting.

Mr. Wang has signed an appointment letter issued by the Company on 17 May 2021 for an initial term of three years commencing on 17 May 2021 unless terminated by not less than one month's notice in writing served by either party to the other. He is subject to retirement and re-election at the next general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the Bye-Laws and the CG Code. Mr. Wang 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, his duties and responsibilities and the prevailing market conditions.

Mr. Wang did not hold any directorship in other listed companies during the past three years. He does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the date of this announcement, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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 Mr. Gao and Mr. Wang 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. Liu and Mr. Li for their valuable contribution during their tenure as Directors in the Company and welcome Mr. Gao and Mr. Wang for joining the Board.

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

Hong Kong, 17 May 2021

*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. Gao Falian; and three independent non-executive Directors, namely Mr. Wang Wenhua, Mr. Wang Guangtian and Mr. Yang Jie.*

*\* For identification purpose only*