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# 中油港燃能源集團控股有限公司

**CHINA OIL GANGRAN ENERGY GROUP HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Code: 8132**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of China Oil Gangran Energy Group Holdings Limited (the “**Company**”) will be held at Jade Room, 6/F, Marco Polo Hongkong Hotel, 3 Canton Road, Harbour City, Kowloon, Hong Kong on Wednesday, 29 September 2021 at 11:30 a.m., to consider and, if thought fit, pass with or without amendments, the following resolutions of the Company:

### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the independent auditor of the Company for the year ended 31 March 2019.
2. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2020.
3. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2021.
4.
  - (a) To re-elect Mr. Sun Jiusheng as executive Director;
  - (b) To re-elect Mr. Yeung Shing Wai as executive Director;
  - (c) To re-elect Mr. Zhang Wenrong as executive Director;
  - (d) To re-elect Mr. Yuan Beisheng as executive Director;
  - (e) To re-elect Mr. Leung Wing Cheong Eric as non-executive Director;
  - (f) To re-elect Mr. Chu Kin Ming as independent non-executive Director;
  - (g) To re-elect Mr. Lim Haw Kuang as independent non-executive Director;
  - (h) To re-elect Mr. Lui Ho Ming Paul as independent non-executive Director; and
  - (i) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.

5. To re-appoint HLM CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the **“GEM Listing Rules”**) Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the **“Shares”**) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such powers during or after the end of the Relevant Period (as defined below);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any options granted under a share option scheme or similar arrangements of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the amended and restated articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20% of the number of issued Shares on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued share capital of the Company on the date of the passing of resolution no. 7), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

7. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10% of the number of issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) for the purposes of this resolution,

**“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this resolution.”

8. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

**“THAT:**

conditional upon resolutions numbered 6 and 7 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 6 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 7 above, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution.”

9. To consider as special business, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

subject to and conditional upon the Stock Exchange granting the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Share Option Scheme (the **“Scheme”**, the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification is signed by the chairman of the meeting), the adoption of the Scheme be and is hereby approved and any director of the Company be and is hereby authorised to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme including without limitation:

- (a) to administer the Scheme and grant options under the Scheme;

- (b) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme relating to modification and/or amendment;
- (c) to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options under the Scheme provided always that the total number of shares issuable upon exercise of all options to be granted under the Scheme and any other share options schemes of the Company shall not exceed 10 per cent of the relevant class of the issued share capital of the Company as at the date of passing of this ordinary resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10 per cent limit under the Scheme provided that the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Company shall not exceed 30 per cent of the relevant class of the issued share capital of the Company from time to time;
- (d) to make application at the appropriate time or times to the Stock Exchange and any other applicable stock exchange(s) on which the issued shares of the Company may from time to time be listed, for listing of and, permission to deal in, any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the Scheme; and
- (e) to consent, if he/she so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Scheme.”

## **SPECIAL RESOLUTIONS**

10. **“THAT:**

subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained by way of issue of a certificate of incorporation on change of name, the English name of the Company be changed from “China Oil Gangran Energy Group Holdings Limited” to “Century Energy International Holdings Limited”, and the dual foreign name of the Company in Chinese from “中油港燃能源集團控股有限公司” to “百能國際能源控股有限公司”, with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that any one Director be and is/are hereby authorised to do all such acts and things and execute all such documents (in case of execution of documents under seal, to do so by any two Directors or any one Director or the secretary of the Company) which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the above proposed change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

11. **“THAT:**

- (a) conditional upon the resolution 10 in the notice of this meeting of which this special resolution forms a part being passed, the proposed amendments, as set out in the section headed “PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION” of the Circular of the Company dated 27 August 2021, to the memorandum of association and articles of association of the Company be and are hereby approved;
- (b) the second amended and restated articles of association of the Company (the “**Second Amended and Restated Articles of Association**”), a copy of which has been produced to this meeting and marked “B” and initialed by the chairman of the Annual General Meeting, be and is hereby approved and adopted in substitution and exclusion of the existing amended and restated articles of association of the Company with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid resolutions (a) and (b), including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board  
**China Oil Gangran Energy Group Holdings Limited**  
**Leung Wing Cheong Eric**  
*Chairman*

Hong Kong, 27 August 2021

*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:*

Flat O, 10/F., Yue Cheung Centre,  
1-3 Wong Chuk Yeung Street, Fo Tan,  
New Territories, Hong Kong

*Notes:*

1. Any member of the Company (“Member”) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company's branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than Monday, 27 September 2021 at 11:30.m. (Hong Kong Time). Completion and return of a form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof (as the case may be) and in such event, the form of proxy shall be deemed to be revoked.
3. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In relation to the proposed resolution no. 4 above, Details of the retiring Directors standing for re-election are set out in Appendix II to the circular (the "**Circular**") of the Company dated 27 August 2021.
5. In relation to the proposed resolutions nos. 6 and 8 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to allot, issue or otherwise deal with new Shares under the GEM Listing Rules. The Directors have no immediate plans to issue new Shares other than the Shares which may fall to be issued under the existing share option scheme of the Company or any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of whole or part of a dividend which may be approved by shareholders of the Company.
6. In relation to the proposed resolution no. 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the Circular.
7. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 24 September 2021 to 29 September 2021, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as for registration no later than 4:30 p.m. on 23 September 2021.
8. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Wednesday, 29 September 2021. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 23 September 2021.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions" caused by super typhoons is in effect any time after 8 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.chinaoilgangrans.com](http://www.chinaoilgangrans.com) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the executive Directors are Mr. Sun Jiusheng, Mr. Yeung Shing Wai, Mr. Li Shu Wang, Mr. Zhang Shao Wu, Mr. Zhang Wenrong (duties suspended) and Mr. Yuan Beisheng (duties suspended); non-executive Director is Mr. Leung Wing Cheong Eric; and the independent non-executive Directors are Mr. Chu Kin Ming, Mr. Lim Haw Kuang, Mr. Lui Ho Ming Paul and Mr. Cha Ho Wa.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.*

*This notice will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the websites of the Company at [www.chinaoilgangrans.com](http://www.chinaoilgangrans.com).*