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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 a 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 Oil And Gas Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE SHARES**  
**AND TO REPURCHASE SHARES;**  
**(2) RE-ELECTION OF DIRECTORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“AGM”) of China Oil And Gas Group Limited (the “Company”) to be held at Suite 1518, Xinhai International Business Centre, No. 9 Qianshan Road, Xiangzhou District, Zhuhai City, Guangdong Province, China on Wednesday, 25 May 2022 at 10:30 a.m., at which the above proposals will be considered, is set out on pages 16 to 20 of this circular.

Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

**In view of the ongoing Coronavirus Disease 2019 (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise your voting rights by appointing the chairperson of the Meeting as your proxy to vote on the relevant resolutions at the Meeting or to participate in the AGM through the online platform as an alternative to attending the Meeting in person.**

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## **SPECIAL ARRANGEMENTS FOR THE AGM**

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The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the need to protect AGM attendees from possible exposure to the COVID-19 pandemic.

The Company would like to remind all attending Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. The Company encourages the Shareholders to appoint the chairman of the AGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the AGM or to participate in the AGM through the online platform, instead of attending the AGM in person.

### **LIVE ONLINE WEBCAST**

As an alternative to attending the Meeting in person, registered Shareholders may view a live online webcast of the Meeting. The live online webcast will open for the Shareholders to log in approximately 30 minutes prior to the commencement of the Meeting from any location with access to the internet with a smart phone, tablet device or computer.

Non-registered shareholders whose shares in the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians, nominees or HKSCC Nominees Limited (together, the “Intermediary”) may be able to view a live online webcast of the Meeting.

In this regard, you should consult directly with your Intermediary for provision of your email address to your Intermediary before the time limit required by the relevant Intermediary for necessary arrangements.

According to the Bye-Laws, Shareholders joining the live online webcast will not be counted towards a quorum and will not be able to cast their vote online. Details regarding the live online webcast arrangements including login details are included in the Company’s letter to registered Shareholders sent together with this circular. Shareholders shall also refer to the User Guide posted on the Company’s website on how to use the live online webcast.

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## SPECIAL ARRANGEMENTS FOR THE AGM

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If any Shareholder has any question relating to the Meeting arrangements, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East, Wan Chai, Hong Kong  
Tel: 2862 8555  
Fax: 2865 0990  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

**The Company reminds all Shareholders that attending the Meeting in person is not necessary for the purpose of exercising voting rights. Shareholders can exercise their voting rights by submitting a proxy form appointing the chairman of the Meeting as their proxy as early as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting (or any adjournment thereof). The Company also encourages the Shareholders to attend the Meeting by means of the live online webcast as an alternative to attending the Meeting in person in view of the COVID-19 pandemic situation.**

**The Company may implement further procedures and precautionary measures and change the Meeting arrangements at short notice. Shareholders should visit the Stock Exchange and Company's website for future announcements and updates on the Meeting arrangements.**

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## **RESPONSIBILITY STATEMENT**

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This 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 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 circular misleading.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Suite 1518, Xinhai International Business Centre, No. 9 Qianshan Road, Xiangzhou District, Zhuhai City, Guangdong Province, China on Wednesday, 25 May 2022 at 10:30 a.m. or any adjournment thereof
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Company”	China Oil And Gas Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares in the capital of the Company of up to 20% of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	19 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. XU Tie-liang

(Chairman and Chief Executive Officer)

Ms. GUAN Yijun

Mr. GAO Falian

Ms. XU Ran

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent Non-Executive Directors:*

Mr. WANG Wenhua

Mr. WANG Guangtian

Mr. YANG Jie

*Head Office and Principal Place of*

*Business in Hong Kong:*

Suite 2805, 28th Floor

Sino Plaza

255–257 Gloucester Road

Causeway Bay

Hong Kong

22 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR  
(1) GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
AND  
(2) RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders at the AGM in respect of (i) the ordinary resolutions for granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the ordinary resolution for re-election of the retiring Directors.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

At the annual general meeting of the Company held on 17 May 2021 (the “2021 AGM”), the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the then aggregate number of issued Shares as at the date of passing such resolution; (ii) a general unconditional mandate to repurchase Shares not exceeding 10% of the then aggregate number of issued Shares as at the date of passing such resolution; and (iii) to extend the general mandate mentioned in (i) above by the aggregate number of the securities of the Company repurchased by the Company pursuant to the mandate to repurchase securities referred to (ii) above.

As at the Latest Practicable Date, the number of issued Shares was 5,767,043,834 Shares, after deduction of 110,240,000 Shares repurchased but yet cancelled and assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 1,131,360,766 Shares.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 15 to 19 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. Xu Tie-liang, Ms. Guan Yijun, Mr. Gao Falian, Ms. Xu Ran, Mr. Wang Wenhua, Mr. Wang Guangtian and Mr. Yang Jie.

Pursuant to Bye-law 87(1) of the Bye-Laws, Mr. Xu Tie-liang (“Mr. Xu”), Mr. Wang Guangtian (“Mr. Wang”) and Mr. Yang Jie (“Mr. Yang”) shall retire from office as Directors by rotation at the AGM. Mr. Xu, Mr. Wang and Mr. Yang will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

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## LETTER FROM THE BOARD

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Ms. Xu Ran (“Ms. Xu”) was appointed as an executive Director after the 2021 AGM shall only hold office until the AGM pursuant to bye-law 86(2) of the Bye-Laws and being eligible, offers herself for re-election.

The nomination committee of the Company (the “Nomination Committee”) has reviewed the biographical information of the retiring Directors, and considered that the re-election of Mr. Wang and Mr. Yang as independent non-executive Directors would be in the best interests of the Company and Shareholders as a whole by taking into account that (i) Mr. Wang has over 37 years of experience in financial and administrative management; and (ii) Mr. Yang has more than 22 years of experience in mining investment and capital operation. Their working profile and other experience and factors as set out in Appendix II to this circular. Their depth of knowledge and experience can support their roles and they actively participated in the Company’s Board meetings and Board committee meetings, and made valuable contributions to the Group. The Nomination Committee is satisfied that each of Mr. Wang and Mr. Yang has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively.

The Nomination Committee has also assessed the independence of each of Mr. Wang and Mr. Yang based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that they remain independent. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors stand for re-election as Directors at the AGM.

Details of the above-mentioned retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

Set out on pages 16 to 20 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for the general mandates to issue Shares and to repurchase Shares and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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As part of our control measures to safeguard the health and safety of the Shareholders, the Company encourages the Shareholders to appoint the chairman of the AGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the AGM or to participate in the AGM through the online platform, instead of attending the AGM in person.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions set out in the notice of AGM will be voted by poll.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement of the shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 19 May 2022 to Wednesday, 25 May 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 18 May 2022.

### **RECOMMENDATION**

The Board considers that the ordinary resolutions in relation to the Issue Mandate, the Repurchase Mandate and the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders.

Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL

Your attention is also drawn to the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

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## **APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital comprised 5,767,043,834 Shares with 110,240,000 Shares repurchased pursuant to the repurchase mandate sought at the 2021 AGM but yet cancelled. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 565,680,383 Shares, representing approximately 10% of the issued Shares after cancellation of the repurchased Shares.

### **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Bye-Laws, the laws of Bermuda and any other applicable laws, including capital paid upon the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

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**APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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**5. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2021 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
April	0.440	0.405
May	0.435	0.415
June	0.425	0.395
July	0.440	0.395
August	0.460	0.395
September	0.640	0.405
October	0.640	0.480
November	0.485	0.405
December	0.480	0.410
<b>2022</b>		
January	0.495	0.400
February	0.450	0.415
March	0.460	0.355
April (up to the Latest Practicable Date)	0.400	0.320

**7. UNDERTAKING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

**8. CORE CONNECTED PERSON**

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**9. TAKEOVERS CODE**

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Xu Tie-liang is the beneficiary of The Great Xu Fund Trust, a trust managed by TMF (Cayman) Ltd. ("TMF (Cayman)"). TMF (Cayman) holds the entire issued share capital of Great Xu Holdings Limited ("Great Xu") which holds the entire issued share capital of Sino Vantage Management Limited ("Sino Vantage"), which in turn holds 1,592,634,130 Shares (representing approximately 27.62% of the total issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. Xu Tie-liang would be increased from approximately 27.62% to approximately 30.68% of the issued Shares. As a result, Mr. Xu is required to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Company has no present intention to repurchase Shares to such extent as to result in the obligation to make a general offer under the Takeovers Code will be triggered.

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**APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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**10. SHARE PURCHASE MADE BY THE COMPANY**

The Company has repurchased a total of 110,240,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date. Details of repurchases are disclosed as follows:

<b>Date of Repurchase</b>	<b>Number of shares repurchased</b>	<b>Purchase price per share</b>	
		<b>Highest HK\$</b>	<b>Lowest HK\$</b>
11 January 2022	1,040,000	0.460	0.445
12 January 2022	5,000,000	0.460	0.450
13 January 2022	10,000,000	0.470	0.445
14 January 2022	9,220,000	0.440	0.440
17 January 2022	9,980,000	0.480	0.450
18 January 2022	10,000,000	0.475	0.460
19 January 2022	10,000,000	0.485	0.480
20 January 2022	5,000,000	0.480	0.475
21 January 2022	5,000,000	0.470	0.465
4 April 2022	5,000,000	0.400	0.365
6 April 2022	5,000,000	0.380	0.365
7 April 2022	5,000,000	0.385	0.375
8 April 2022	5,000,000	0.390	0.380
11 April 2022	5,000,000	0.380	0.370
12 April 2022	5,000,000	0.380	0.375
13 April 2022	5,000,000	0.380	0.375
19 April 2022	10,000,000	0.395	0.370
	<u>110,240,000</u>		

The following set out the details of Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Bye-Laws.

### EXECUTIVE DIRECTORS

**Mr. Xu Tie-liang**, aged 58, an executive Director and the Chairman of the Board and also the Chief Executive Officer of the Company. Mr. Xu is the chairman of the corporate governance committee of the Company, also the chairman of China Oil and Gas Investment Group Co., Ltd., China City Natural Gas Investment Group Co., Ltd and Baccalieu Energy Inc. Canada and director of certain subsidiaries of the Company. He is also the managing director of Shandong Shenli Co., Ltd. (000407.SZ). Mr. Xu graduated from Xi'an Shiyu University (西安石油大學), and postgraduate from the University of International Business and Economics (對外經濟貿易大學), postgraduate from Tsinghua University School of Economic and Management (清華大學經管學院), with a master degree of advanced business administration. He is also a senior PRC lawyer and certified public accountant. Mr. Xu has extensive experience in management, investments, legal and finance.

Mr. Xu entered into a service contract with the Company on 10 April 2020 for a term of three years commencing from 10 April 2020. The appointment of Mr. Xu can be terminated by six months' advance notice in writing by either party. He is subject to retirement by rotation at least once every three years in accordance with the Bye-Laws. Mr. Xu is entitled to a fixed director's remuneration of HK\$5,000,000 per annum and discretionary bonus, which is fixed by the Board with reference to the recommendation of the remuneration committee of the Company ("Remuneration Committee"), the performance of the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Xu is the beneficiary of The Great Xu Fund Trust, a trust managed by TMF (Cayman). TMF (Cayman) as trustee holds the entire issued share capital of Great Xu which acquired the entire issued share capital of Sino Vantage on 22 January 2021, which in turn holds 1,592,634,130 Shares. Moral High Limited, which is owned by Mr. Xu and Ms. Guan Yijun ("Ms. Guan"), an executive Director and spouse of Mr. Xu, 50% each, holds an amount of US\$2,000,000 of the US\$350,000,000 4.625% senior notes of the Company due 2022 (the "2022 Notes") and an amount of US\$1,000,000 of the US\$400,000,000 4.7% senior notes of the Company due 2026. Sino Advance Holdings Limited holds an amount of US\$1,500,000 of the 2022 Notes. Sino Vantage holds an amount of US\$6,040,000 of the US\$320,000,000 5.5% senior notes of the Company due 2023.

Mr. Xu is the spouse of Ms. Guan and the father of Ms. Xu Ran, an executive Director. Save as disclosed above, Mr. Xu does not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

**Ms. Xu Ran**, aged 32, was appointed as an executive Director on 2 November 2021. She has been the manager of investment department of the Company for over seven years. Since she joined the Company, she has participated in the acquisition of Baccalieu Energy Inc. in Canada and is responsible for evaluating the investment opportunities and treasury management in the upstream business in North America. She also participated in the work of the issuance of four batches of senior notes in a total amount of USD1.4 billion. She is also responsible for the external investment of the Group. Prior to joining the Company, Ms. Xu worked in PricewaterhouseCoopers. Ms. Xu obtained a bachelor's degree in Accountancy in The University of San Diego of U.S.A. in 2012.

Ms. Xu entered into a service agreement with the Company on 2 November 2021 for the appointment of Ms. Xu as an executive Director for a term of three years commencing from 2 November 2021 which can be terminated by 3 months' notice in writing served by either party to the other. She is subject to retirement and re-election at the next general meeting of the Company after her 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 Code on Corporate Governance under Appendix 14 to the Listing Rules. Ms. Xu is entitled to a director's fee of HK\$120,000 per annum as determined by the Board with reference to the recommendation of the Remuneration Committee based on the remuneration structure of the Company, the performance of the Group, her duties and responsibilities and the prevailing market conditions.

Ms. Xu did not hold any directorship in other listed companies during the past three years. Save for she is the daughter of Mr. Xu, the chairman, chief executive officer, an executive Director and a substantial Shareholder, and Ms. Guan, an executive Director and the spouse of Mr. Xu, she 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 Latest Practicable Date, Ms. Xu is the beneficial owner of 500,000 Shares within the meaning of Part XV of the SFO.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Wang Guangtian**, aged 58, was appointed as an independent non-executive Director of the Company on 4 November 2009. He is the chairman of the Nomination Committee, and a member of each of the audit committee of the Company (the “Audit Committee”) and the Remuneration Committee. He held a master degree in world economics from the Hebei University and has over 37 years of experience in financial and administrative management. Mr. Wang is currently the managing director of Gainful Investment Corporation and Guofu (Hong Kong) Holdings Limited. He was an independent non-executive director of ENN Energy Holdings Limited (a company listed on the Main Board of the Stock Exchange; stock code: 2688) from December 2000 to May 2015. Mr. Wang was appointed as a managing director of Hebei Overseas Listed Equity Investment Fund Co., Ltd in June 2015 and Hebei Province Financing Guarantee Fund Co., Ltd. on 11 September 2020 respectively.

Mr. Wang has signed an appointment letter issued by the Company on 1 January 2021 for a term of three years commencing from 1 January 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 by rotation at least once every three years in accordance with the Bye-Laws. Mr. Wang is entitled to a director’s fee at HK\$120,000 per annum which is determined by the Board with reference to the recommendation of the Remuneration Committee and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wang does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Wang does not have any relationship with any Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Mr. Yang Jie**, aged 58, was appointed as an independent non-executive Director of the Company on 18 May 2017. He is a member of the Audit Committee. Mr. Yang held a bachelor degree at University of International Business Economics. Mr. Yang is currently serving as director of MEC Advisory Limited which is the sole advisor of Can-China Global Resource Fund, and EMC Financial Limited, the general partner of Can-China Global Resource Fund respectively. Mr. Yang has more than 22 years of experience in mining investment and capital operation. He served as a board member of several Canadian listed mining companies and senior adviser of several Chinese companies for their overseas investment. Mr. Yang served as vice chairman of Greater China Mining Group, a director and an executive vice president of Continental Mineral Corp. and senior vice president and partner in Hunter Dickinson Inc. He has participated in corporate financing, mergers and acquisitions for numerous Canadian mining companies.

Mr. Yang has signed an appointment letter issued by the Company on 1 January 2021 for a term of three years commencing from 1 January 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 by rotation at least once every three years in accordance with the Bye-Laws. Mr. Yang is entitled to a director's fee at HK\$120,000 per annum which is determined by the Board with reference to the recommendation of the Remuneration Committee and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Yang does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Yang does not have any relationship with any Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting of China Oil And Gas Group Limited (the “Company”) will be held at Suite 1518, Xinhai International Business Centre, No. 9 Qianshan Road, Xiangzhou District, Zhuhai City, Guangdong Province, China on Wednesday, 25 May 2022 at 10:30 a.m. for the following purposes:

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 2021.
2.
  - (a) To re-elect Mr. Xu Tie-liang as a Director.
  - (b) To re-elect Ms. Xu Ran as a Director.
  - (c) To re-elect Mr. Wang Guangtian as a Director.
  - (d) To re-elect Mr. Yang Jie as a Director.
  - (e) To authorize the Directors to fix the Directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as Auditor and to authorize the Directors to fix its remuneration.

As special businesses, to consider and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

4. **“THAT:**
  - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (“Bye-laws”); shall not exceed 20% of the aggregate number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law of Bermuda to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional

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## NOTICE OF ANNUAL GENERAL MEETING

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entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law of Bermuda to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon resolutions numbered 4 and 5 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 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 4 above, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing the resolution.”

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

Hong Kong, 22 April 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting convened by this notice shall be entitled to appoint proxy to attend and vote in his stead in accordance with the Bye-laws. A proxy need not be a member of the Company but must be present in person to represent the member. In light of the epidemic situation of COVID-19, the Company encourages Shareholders to join the Meeting by online webcast. Shareholders may consider appointing the chairman of the Meeting as his/her proxy to vote on the resolutions, instead of attending the Meeting in person.
2. A form of proxy for use at the above Meeting is enclosed.
3. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting or any adjournment a thereof should they so wish.
4. For determining the identity of the Shareholders to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 19 May 2022 to Wednesday, 25 May 2022 (both days inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 18 May 2022.
5. With respect to resolution no. 2 of this notice, Mr. Xu Tie-liang, Ms. Xu Ran, Mr. Wang Guangtian and Mr. Yang Jie shall retire from the office of directorship and offer themselves for re-election in accordance with the Bye-laws. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 22 April 2022.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As at the date of this notice, the Board comprises four executive Directors, namely Mr. Xu Tie-liang (Chairman and Chief Executive Officer), Ms. Guan Yijun, Mr. Gao Falian and Ms. Xu Ran; and three independent non-executive Directors, namely Mr. Wang Wenhua, Mr. Wang Guangtian and Mr. Yang Jie.
  
7. **In case the venue is being closed on the date of Meeting due to COVID-19, the Meeting shall stand adjourned to the same day in the next week or at such other time and place as the chairman of the Meeting may determine. The Company will post an announcement on the Stock Exchange and the Company's website notifying Shareholders of the date, time and place of the adjourned meeting.**