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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of the Supplemental 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 the Supplemental Circular and the accompanying Second Form of Proxy 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of the Supplemental Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Supplemental Circular.

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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)

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

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**IMPORTANT NOTICE: PLEASE NOTE THAT THE PURPOSE OF THE SUPPLEMENTAL CIRCULAR IS TO PROVIDE THE SHAREHOLDERS OF PETROCHINA COMPANY LIMITED WITH INFORMATION REGARDING THE PROPOSED APPOINTMENT OF AUDITORS AND 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 ADDITIONAL RESOLUTIONS TO BE PROPOSED AT THE 2024 FIRST EXTRAORDINARY GENERAL MEETING.**

The Supplemental Circular should be read together with the First Circular dated 27 September 2024. Letter from the Board is set out on pages 3 to 5 of the Supplemental Circular.

The Company has published on 27 September 2024 the First 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. The Supplemental Notice in relation to the EGM is set out on pages 6 to 7 of the Supplemental Circular. The Second Form of Proxy for use in connection with the EGM is enclosed herewith. Whether or not you intend to attend the EGM, please complete and return the Second Form of Proxy 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 Second Form of Proxy will not preclude you from attending and voting in person at the EGM or any adjourned meetings should you so wish.

30 October 2024

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## DEFINITIONS

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*In the Supplemental Circular, unless the context requires otherwise, the following expressions have the following meanings:*

“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
“Audit Committee”	the audit committee of the Board
“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”	the 2024 first 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
“First Circular”	the circular of the Company dated 27 September 2024
“First Notice”	the notice of the Company dated 27 September 2024
“First Form of Proxy”	the form of proxy of the Company published on 27 September 2024
“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
“Latest Practicable Date”	29 October 2024, being the latest practicable date for the purpose of ascertaining certain information contained in the Supplemental Circular
“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
“Second Form of Proxy”	the second form of proxy to be used at the EGM accompanying the Supplemental Circular
“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

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## DEFINITIONS

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“Supervisor(s)”	the supervisor(s) of the Company
“Supplemental Circular”	the supplemental circular of the Company dated 30 October 2024
“Supplemental Notice”	the supplemental notice as set out on pages 6 to 7 of the Supplemental Circular

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LETTER FROM THE BOARD

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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)

**Board of Directors**

Dai Houliang (*Chairman*)  
Hou Qijun (*Vice Chairman*)  
Duan Liangwei  
Huang Yongzhang  
Ren Lixin  
Xie Jun  
Zhang Daowei  
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*

30 October 2024

*To the Shareholders*

Dear Sir/Madam,

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

Reference is made to the announcements of the Company both dated 29 October 2024 in relation to the proposed appointment of auditors and the proposed election and appointment of an independent non-executive Director. The purpose of the Supplemental 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 additional resolutions to be proposed at the EGM. The Supplemental Circular should be read together with the First Circular.

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## LETTER FROM THE BOARD

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### 1. PROPOSED APPOINTMENT OF AUDITORS

Based on the open selection process and as recommended by the Audit Committee, the Board resolved to propose the appointment of KPMG Huazhen LLP and KPMG as the domestic and international auditors of the Company for the year 2024 respectively and resolved to propose to the Shareholders at the EGM to approve the appointments of the auditors and to authorise the management to fix their remuneration within the scope of not more than RMB43.50 million per year.

The Company believes that the proposed appointment of auditors will not affect the publication of the annual report of the Company for the year ended 31 December 2024.

The proposed appointment of auditors is subject to the approval of the Shareholders at the EGM. If approved, the term of service of KPMG Huazhen LLP and KPMG will commence from the date on which the relevant resolution is approved by the Shareholders at the EGM up to the date of the annual general meeting of the Company for the year 2024.

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

The Board has proposed to elect and appoint Mr. Yan, Andrew Y 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 term of office of Mr. Yan, Andrew Y, if elected, will commence from the date on which the resolution being approved by the Shareholders at the EGM until the expiry of the term of the ninth session of the Board. His remuneration will be fixed by the Board pursuant to the authorization to be granted by the Shareholders by reference to his duties, responsibilities and performance, the results of the Group and the market overall situation.

The biographical details of Mr. Yan, Andrew Y are set out below:

**Mr. Yan, Andrew Y**, aged 67, the managing partner of SAIF Partners and an independent director of Guoyuan Securities Company Limited, Qifu Technology, Inc. and ATA Creativity Global. He holds a master's degree, and served as an economist at the World Bank, a researcher at the Hudson Institute in US, a director at Sprint International Corporation, the managing director at AIG Asian Infrastructure Funds, and the president and executive managing director at Softbank Asia Infrastructure Fund. He served as an independent director at several companies successively, including China Oilfield Services Limited, BlueFocus Intelligent Communications Group Co., Ltd., China Resources Land Limited, TCL Technology Group Corporation, China Petroleum & Chemical Corporation, China Southern Airlines Company Limited and director at Huize Holding Limited. He has served as the managing partner at Softbank Asia Infrastructure Fund Management Company (currently named as SAIF Partners) since 2004, an independent director of ATA Creativity Global since November 2006, an independent director of Qifu Technology, Inc. since July 2019 and an independent director of Guoyuan Securities Company Limited since December 2022.

Mr. Yan, Andrew Y has confirmed that, as at the Latest Practicable Date, (i) he meets the independence criteria as set out in Rule 3.13(1) to (8) of the HKEx Listing Rules; (ii) he 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 his independence.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yan, Andrew Y (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 Latest Practicable Date, there is no information on Mr. Yan, Andrew Y 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 Mr. Yan, Andrew Y. The Nomination Committee has made a preliminary examination on qualifications and conditions of Mr. Yan, Andrew Y and has provided suggestions to

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## LETTER FROM THE BOARD

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the Board. The Board and the Nomination Committee are of the view that, (i) Mr. Yan, Andrew Y has the relevant knowledge of the operation of companies listed in Hong Kong with extensive experience in the field of economics; (ii) Mr. Yan, Andrew Y will help further promote the diversity of the Board; and (iii) Mr. Yan, Andrew Y has the ability to provide independent, fair and objective opinions on affairs of the Company. Therefore, his election as an independent non-executive Director is in the interests of the Company and Shareholders as a whole.

Mr. Yan, Andrew Y has provided a written confirmation of his independence to the Company pursuant to Rule 3.13 of the HKEx Listing Rules. The Board and the Nomination Committee consider that Mr. Yan, Andrew Y 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.

### 3. 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 as originally scheduled to review, consider and, if thought fit, to approve, among other things, the proposed appointment of KPMG Huazhen LLP and KPMG as the domestic and international auditors of the Company for the year 2024 respectively and the proposed election and appointment of Mr. Yan, Andrew Y as an independent non-executive Director. The Supplemental Notice is set out on pages 6 to 7 of the Supplemental Circular.

As the First Form of Proxy does not contain the additional resolutions proposed as set out in the Supplemental Circular, the Second Form of Proxy is enclosed with the Supplemental Circular. Whether or not you intend to attend the EGM, please complete and return the Second Form of Proxy in accordance with the instructions printed thereon. To be valid, for A Shareholders, the Second Form of Proxy, 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) not less than 24 hours before the time appointed for the EGM (i.e., by not 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.

The Second Form of Proxy shall supersede the First Form of Proxy and the First Form of Proxy shall be deemed invalid. Shareholders who have completed and delivered the First Form of Proxy shall complete and return the Second Form of Proxy in accordance with the instructions herein.

You are urged to complete and return the Second Form of Proxy whether or not you intend to attend the EGM. Completion and return of the Second Form of Proxy 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.

Please refer to the First Circular and First Notice for details of the other resolution to be submitted to the EGM for consideration, eligibility for attending the EGM, registration procedures, closure of register of members, reply slips and other relevant matters in relation to the EGM.

### 4. RECOMMENDATIONS

The Directors believe that the resolutions set out in the Supplemental Notice are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolutions set out in the Supplemental Notice.

### 5. MISCELLANEOUS

In case of any discrepancy between the Chinese and English versions of the Supplemental Circular and the Supplemental Notice, the Chinese version prevails.

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



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)

SUPPLEMENTAL NOTICE OF  
THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to (1) the circular (the “**First Circular**”) of PetroChina Company Limited (the “**Company**”) dated 27 September 2024, which sets out details of the resolution of the election of Ms. Liu Xiaolei as an independent non-executive director of the Company, (2) the circular (the “**Supplemental Circular**”) of the Company dated 30 October 2024, which sets out details of resolutions of the appointment of KPMG Huazhen LLP and KPMG as the domestic and international auditors of the Company for the year 2024 respectively and to authorize the management to determine their remuneration and the election of Mr. Yan, Andrew Y as an independent non-executive director of the Company, and (3) the notice (the “**First Notice**”) of the 2024 first extraordinary general meeting (the “**EGM**”) of the Company dated 27 September 2024, which sets out resolution no.2.1 below to be submitted at the EGM for the Company’s shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM 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. as originally scheduled to consider, approve and authorize the following matters:

**ORDINARY RESOLUTIONS**

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

*By way of non-cumulative voting:*

1. To consider and approve the appointment of KPMG Huazhen LLP and KPMG as the domestic and international auditors of the Company for the year 2024 respectively and to authorize the management to determine their remuneration.

*By way of cumulative voting:*

2. The resolutions on the election of independent non-executive directors of the Company:
  - 2.1 To consider and approve the resolution of the election of Ms. Liu Xiaolei as an independent non-executive director of the Company.
  - 2.2 To consider and approve the resolution of the election of Mr. Yan, Andrew Y as an independent non-executive director of the Company.

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

Beijing, the PRC  
30 October 2024



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## SUPPLEMENTAL NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Details of the above resolutions are set out in the First Circular and the Supplemental Circular.
2. A second form of proxy (the “**Second Form of Proxy**”) containing the resolutions above is enclosed with the Supplemental Circular.
3. **IMPORTANT: THE SECOND FORM OF PROXY SHALL SUPERSEDE THE FORM OF PROXY (THE “FIRST FORM OF PROXY”) ENCLOSED WITH THE FIRST CIRCULAR AND THE FIRST FORM OF PROXY SHALL BE DEEMED INVALID. SHAREHOLDERS WHO HAVE COMPLETED AND DELIVERED THE FIRST FORM OF PROXY SHALL COMPLETE AND RETURN THE SECOND FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS HEREIN.**
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 the Second Form of Proxy 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 Second Form of Proxy 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 EGM (i.e., by not 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. Please refer to the First Circular and First Notice for details of eligibility for attending the EGM, registration procedures, closure of register of members, reply slips and other relevant matters in relation to the EGM.
6. 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. Jiang, Simon X., Mr. Zhang Laibin, Ms. Hung Lo Shan Lusan and Mr. Ho Kevin King Lun as independent non-executive Directors.