

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 this notice.



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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**Meeting**”) of China Oli and Gas Group Limited (the “**Company**”) will be held at 15th Floor, Xinhai Central International Business Center, No. 9 Qianshan Road, Xiangzhou District, Zhuhai City, Guangdong Province, China on Tuesday, 14 July 2026 at 11:00 a.m., or any adjournment, for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company.

Unless otherwise defined, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 25 June 2026 (the “**Circular**”).

ORDINARY RESOLUTION

1. **“THAT**

- (a) The Share Swap Agreement, a copy of which is tabled at the Meeting and marked “A” and initialed by the chairman of the Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one or more of the Directors be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, instruments, deeds (whether or not with the affixation of common seal) and agreements, to do all such acts, matters or things and take all such steps as he/she/they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to give effect to and/or to implement the Share Swap Agreement, and to agree to amendments or waivers or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and the Shareholders as a whole.”

By order of the Board

China Oli and Gas Group Limited

Xu Tie-liang

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 25 June 2026

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:

Suite 2805, 28th Floor
Sino Plaza
255–257 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. Voting at the SGM will be taken by poll as required under the Listing Rules.
2. For determining the entitlement of the Shareholders to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 9 July 2026 to Tuesday, 14 July 2026 (both days inclusive) during which period no transfer of the Shares will be registered. In order to qualify for entitlement to attend and vote at the SGM, all properly completed transfer forms accompanied by the relevant share certificates 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 for registration no later than 4:30 p.m. on Wednesday, 8 July 2026. The record date for ascertaining Shareholders’ entitlement to attend and vote at the SGM is Tuesday, 14 July 2026.
3. Any shareholder entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend, speak and vote instead of him/her at the SGM (or at any adjournment of it). A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM of the Company. A proxy need not be a shareholder of the Company.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
5. In order 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 notorially certified copy of such power of attorney or authority, 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 for registration not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
6. Completion and return of the form of proxy shall not preclude a member of the Company from attending the SGM and voting in person at the SGM or any adjournment thereof if he/she/it so desires. If a member of the Company attends the SGM after having deposited the form of proxy, his/her/its form of proxy will be deemed revoked.
7. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.
8. References to time and dates in this notice are to Hong Kong time and dates.
9. The English text of this notice shall prevail over the Chinese text in case of inconsistency.
10. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force at or at any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.hk603.com) to notify members of the date, time and place of the rescheduled meeting.
11. 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 Ms. Liu Zhihong, Mr. Wang Guangtian and Mr. Yang Jie.