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## **BRIGHTOIL PETROLEUM (HOLDINGS) LIMITED**

**光滙石油(控股)有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 933)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“SGM”) of Brightoil Petroleum (Holdings) Limited (the “**Company**”) will be held at 33/F., 118 Connaught Road West, Sheung Wan, Hong Kong at 11:00 a.m. on Wednesday, 18 January 2012 for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. **“THAT**

- (a) the conditional agreement dated 10 November 2011 (the “**Agreement**”) (a copy of which is produced at the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Win Business Petroleum Group (Grand Desert) Limited, a direct wholly-owned subsidiary of the Company as the purchaser and Dr. Sit Kwong Lam (“**Dr. Sit**”) as the vendor in respect of the sale and purchase of one ordinary share, being the entire issued share capital, of Win Business Petroleum Group Ltd, a company incorporated in the British Virgin Islands with limited liability and is wholly and beneficially owned by Dr. Sit and the shareholder’s loan at a consideration of an aggregate amount of HK\$581,250,000 and the transactions contemplated thereunder be and are hereby confirmed and approved;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in such shares, the directors of the Company be and are hereby authorised and granted a specific mandate to allot and issue 322,916,666 ordinary shares (the “**Consideration Shares**”) of par value of HK\$0.025 each in the share capital of the Company credited as fully paid at the issue price of HK\$1.80 per share to a company wholly owned by Dr. Sit on completion of the Agreement in accordance with the terms and conditions of the Agreement and the bye-laws of the Company; and

\* *For identification purpose only*

- (c) any one or more directors of the Company be and is hereby authorized to do all such acts and things, to sign and execute (and where appropriate, to affix the common seal of the Company in accordance with the bye-laws of the Company to) all such further documents, deeds or agreements and to take such steps as he may consider necessary, appropriate, desirable or expedient for the implementation of and giving effect to the Agreement and the transactions contemplated thereunder, and to agree such amendments, variations, supplement, modification or waiver of matters relating thereto as are, in his opinion, in the interest of the Company and the shareholders of the Company as a whole.”

Hong Kong, 30 December 2011

By order of the Board  
**Brightoil Petroleum (Holdings) Limited**  
**Sit Kwong Lam**  
*Chairman*

*Principal place of business in Hong Kong:*

33/F

118 Connaught Road West

Sheung Wan

Hong Kong

*Notes:*

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either executed under its common seal or under the hand of any 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 fact.
3. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if holding two or more shares, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of the shares in respect of which each such proxy is so appointed.
4. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting thereof (as the case may be).
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting thereof (as the case may be) should they so wish and in such event, the form of proxy shall be deemed to be revoked.

6. Where there are joint holders of any share(s), any one of such joint holders may vote at the meeting, either in person or by proxy (in the case of a poll), in respect of such share(s) as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy (in the case of a poll). 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. Several executors or administrators of a deceased member in whose name any share stands shall for the purpose of this form of proxy be deemed joint holders thereof.
7. The votes of members at the above meeting to approve the ordinary resolution will be taken on a poll.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the Board comprises (i) four executive Directors, namely Dr. Sit Kwong Lam, Mr. Tang Bo, Mr. Tan Yih Lin and Mr. Per Wistoft Kristiansen; (ii) four non-executive Directors, namely Mr. He Zixin, Mr. Ran Longhui, Mr. Sun Zhenchun and Mr. Dai Zhujiang; and (iii) three independent non-executive Directors, namely Mr. Kwong Chan Lam, Mr. Lau Hon Chuen and Professor Chang Hsin Kang.*