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中國油氣控股有限公司 SINO OIL AND GAS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 702)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Sino Oil and Gas Holdings Limited (the “Company”) will be held at Macau Jockey Club, 1/F., Function Room, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 25 July 2011 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to the fulfillment of the deeds (the “Deeds”) (a copy of each of which have been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) all dated 7 June 2011 entered into between the Company and each of the five holders of the convertible bonds (the “Convertible Bonds”) in the principal amount of HK\$780,000,000, issued by the Company in relation to the alteration and restatement of the terms of the Convertible Bonds,

- (a) the Deeds and all the transactions contemplated thereunder and all other matters in connection herewith and incidental thereto, be and are hereby approved, confirmed and ratified;
- (b) the issue and the creation of the amended and restated Convertible Bonds in accordance with the terms and conditions of the Deeds be and are hereby approved; and
- (c) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Deeds and the transactions contemplated thereunder.”

By order of the Board
Sino Oil and Gas Holdings Limited
Wan Tze Fan Terence
Company Secretary

Hong Kong, 8 July 2011

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Suite 3707-3708
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company’s branch registrar 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 together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Any voting at the SGM shall be taken by poll.

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Kong Siu Tim, Dr. Dai Xiaobing, Mr. Wang Ziming and Mr. Wan Tze Fan Terence; one non-executive Director, Mr. Ni Zhenwei, and three independent non-executive Directors, namely, Dr. Di Lingjun, Mr. Wong Kwok Chuen Peter and Dr. Wong Lung Tak Patrick.