

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.



中聯能源投資集團有限公司 Sino Union Energy Investment Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00346)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Sino Union Energy Investment Group Limited (the “**Company**”) will be held at Suite 1512, 15th Floor, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 8 December 2011 at 3:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the agreement dated 26 July 2011 (the “**Supply Agreement**”) entered into between 河南信源石化儲運有限公司(Henan Xinyuan Petrochemical Storage and Transportation Limited) (“**Henan Xinyuan**”), an indirect non wholly-owned subsidiary of the Company, and 陝西延長石油(集團)有限責任公司(Shaanxi Yanchang Petroleum (Group) Co., Limited) (“**Yanchang Petroleum**”), a substantial shareholder of the Company, as supplemented by the supplemental agreement dated 1 November 2011 (the “**Supplemental Agreement**”) (a copy each of which is tabled at the meeting and marked “A” and “B” respectively and initialed by the chairman of the meeting for identification purpose), pursuant to which Yanchang Petroleum has agreed to supply and Henan Xinyuan has agreed to purchase the refined oil, upon the terms and subject to the conditions set out in each of the Supply Agreement and the Supplemental Agreement, and the transactions and matters contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the proposed annual caps in relation to the transactions under the Supply Agreement and the Supplemental Agreement for each of the three years ending 31 December 2013, being RMB3,600 million, RMB9,000 million and RMB13,500 million, be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in and completion of the Supply Agreement and the Supplemental Agreement.”

By Order of the Board
Sino Union Energy Investment Group Limited
Zhuo Ze Fan
Chairman

Hong Kong, 21 November 2011

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of

Business in Hong Kong:

Suite 1512
15th Floor
One Pacific Place
88 Queensway
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.

3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the SGM.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the SGM.

Executive Directors:

Dr. Zhuo Ze Fan (*Chairman*)

Dr. William Rakotoarisaina (*Vice Chairman*)

Mr. Shen Hao

Mr. Feng Da Wei

Mr. Li Jiangdong

Mr. Hu Zongmin

Ms. Xie Yiping

Mr. Liu Xingyuan

Independent Non-Executive Directors:

Mr. Ng Wing Ka

Mr. Leung Ting Yuk

Mr. Ng Tang