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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 Tuesday, 31 January 2012 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**, subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the ordinary shares (the “**Shares**”) of HK\$0.01 each in the capital of the Company which may be issued pursuant to the exercise of option to be granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme of the Company adopted on 28 May 2010 (the “**Share Option Scheme**”), which entitles the directors (the “**Directors**”) to grant options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph (a) below of this resolution,
 - (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
 - (b) the Directors be and are hereby authorised to grant options and to allot, issue and deal with the Shares of the Company pursuant to the exercise of any options granted under the Share Option Scheme and to take all such steps as they may consider necessary or expedient to implement the Share Option Scheme within the Scheme Mandate Limit and to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

2. “**THAT** Mr. King Hap Lee be re-elected as executive director of the Company.”
3. “**THAT** Dr. Wang Yanbin be re-elected as independent non-executive director of the Company.”

By order of the Board
Sino Oil and Gas Holdings Limited
Dai Xiaobing
Chairman

Hong Kong, 9 January 2012

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/her 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, 17/F., 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.

As at the date of this announcement, the Board comprises four executive directors, namely, Dr. Dai Xiaobing, Mr. King Hap Lee, Mr. Wang Ziming and Mr. Wan Tze Fan Terence; one non-executive director, Mr. Kong Siu Tim; and three independent non-executive directors, namely, Mr. Wong Kwok Chuen Peter, Dr. Wong Lung Tak Patrick and Dr. Wang Yanbin.