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中國石油天然氣股份有限公司
PETROCHINA COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 857)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2011

NOTICE IS HEREBY GIVEN that an Annual General Meeting of PetroChina Company Limited (the “**Company**”) for the year 2011 will be held at 9 a.m. on 23 May 2012 at Beijing Oriental Bay International Hotel, 26 Anwai Xibinhe Road, Dongcheng District, Beijing, the PRC to consider, approve and authorise the following matters:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following as ordinary resolutions:

1. To consider and approve the Report of the Board of Directors of the Company for the year 2011;
2. To consider and approve the Report of the Supervisory Committee of the Company for the year 2011;
3. To consider and approve the Audited Financial Statements of the Company for the year 2011;
4. To consider and approve the declaration and payment of the final dividend for the year ended 31 December 2011 in the amount and in the manner recommended by the Board;
5. To consider and approve the authorisation to the Board of Directors to determine the distribution of interim dividends for the year 2012; and
6. To consider and approve the continuation of appointment of PricewaterhouseCoopers, Certified Public Accountants, as the international auditors of the Company and PricewaterhouseCoopers Zhong Tian CPAs Company Limited, Certified Public Accountants, as the domestic auditors of the Company, for the year 2012 and to authorise the Board of Directors to determine their remuneration.

SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass the following special resolution:

THAT:

- (a) The Board of Directors be and is hereby granted an unconditional general mandate to decide and deal with separate or concurrent issuance of domestic shares and overseas listed foreign shares of the Company in accordance with the status quo of the market, including to decide on the class and number of shares to be issued; the pricing mechanism and/or the issue price (or price range); the opening and closing time of such issue; the class and number of shares to be issued and allotted to existing shareholders of the Company; and/or to make or grant relevant proposals and agreements in respect of selling shares or share options and conversion rights which may involve the exercise of the power mentioned above.
- (b) The number of the domestic shares and overseas listed foreign shares issued and allotted or agree conditionally or unconditionally to be issued and allotted (whether or not by way of the exercise of share options, conversion rights or by any other means) in accordance with paragraph (a) above shall not exceed 20% of each of the existing domestic shares and overseas listed foreign shares of the Company in issue as at the date of this resolution.
- (c) During the relevant period of this mandate, the Board of Directors may make or grant relevant proposals or agreements in respect of selling shares or share options and conversion rights which may involve the exercise of the power mentioned above, after the expiry of the relevant period of this mandate.
- (d) For the purposes of this resolution, the relevant period of this mandate means the period from the passing of this resolution until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the 12-month period; or (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.
- (e) The Board of Directors be and is hereby authorised to make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increased registered share capital and the new capital structure of the Company by reference to the manner of the issuance and allotment, class and number of shares of the Company allotted and issued, as well as the new capital structure and the increased registered share capital of the Company after such issuance and allotment.

- (f) The Board of Directors be and is hereby authorised to execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such shares so long as the same does not contravene laws, regulations, rules or listing rules of the stock exchanges on which the shares of the Company are listed and the Articles of Association of the Company.
- (g) In order to facilitate the issuance of shares in accordance with this resolution in a timely manner, the Board of Directors be and is hereby authorised to establish a special committee of the Board of Directors comprising three Directors as Jiang Jiemin, Zhou Jiping and Wang Guoliang and to authorise such committee to exercise all such power granted to the Board of Directors to execute and do or procure to be executed and to be done, all such documents, deeds and things as it may consider necessary in connection with the issue of such shares contingent on the passing of sub-paragraphs (a) to (f) of this resolution and within the relevant period of this mandate. Such power shall include but not limited to the following:
- (i) depending on the actual market conditions, such special committee of the Board of Directors is authorised to determine the method of issuance, the target for issuance as well as the amount and proportion of issuance to such target, pricing mechanism and/or issue price (including price range), the opening and closing time of the issuance, the listing time, use of proceeds and others;
 - (ii) engaging necessary professional agencies and signing relevant engagement agreements or contracts;
 - (iii) signing the underwriting agreement, sponsors agreement, listing agreement and all other documents as considered necessary for executing the general mandate to issue shares on behalf of the Company;
 - (iv) handling the issues on registration of share capital and change in registered share capital in a timely manner in accordance with the method, class and number of issued shares and the actual share capital structure of the Company at the completion of the share issuance;
 - (v) applying for approval, registration, filing and other procedures in connection with the share issuance and listing of such shares from the relevant authorities on behalf of the Company;
 - (vi) determining and paying up the listing fee and application fee;
 - (vii) amending the Articles of Association of the Company from time to time according to the method, class and number of the issued shares and the actual capital structure of the Company at the completion of the share issuance and arranging necessary registration and filing process; and

(viii) all other procedures and issues as the special committee of the Board of Directors may consider necessary in connection with the share issuance.

The resolution of such special committee of the Board of Directors shall be approved by at least 2 members of the committee.

- (h) The Board of Directors and the special committee of the Board of Directors will only exercise its respective power under such mandate in accordance with the Company Law of the PRC, the Securities Law of the PRC, and the listing rules of the stock exchange on which the shares of the Company are listed (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained and the special committee of the Board of Directors will only exercise its power under such mandate in accordance within the scope of power granted by the shareholders to the Board of Directors at the annual general meeting.

By Order of the Board
PetroChina Company Limited
Li Hualin
Secretary to the Board

5 April 2012

Notes:

1. Important: You should first review the annual report of the Company for the year 2011 before appointing a proxy. The annual report for the year 2011 will include the Report of the Board of Directors for the year 2011, the Report of the Supervisory Committee for the year 2011 and the Audited Financial Statements for the year 2011 for review by the shareholders of the Company (the “Shareholders”). The annual report for the year 2011 is expected to be despatched to Shareholders on or before 30 April 2012 to the addresses as shown in the register of members of the Company.
2. The register of members of H Shares of the Company will be closed from Monday, 23 April 2012 to Wednesday, 23 May 2012 (both days inclusive), during which time no share transfers of H Shares will be effected. Holders of the Company’s H Shares whose names appear on the register of members of the Company before the close of business day on Monday, 14 May 2012 are entitled to attend and vote in respect of all resolutions to be proposed at the annual general meeting.

The address of the share registrar of the Company’s H Shares is:

Hong Kong Registrars Limited
Rooms 1712-1716,
17/F Hopewell Centre,
183 Queen’s Road East,
Hong Kong

3. Each Shareholder entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend and vote on his behalf at this annual general meeting. A proxy need not be a Shareholder. Each Shareholder who wishes to appoint one or more proxies should first review the annual report of the Company for the year 2011, which is expected to be despatched to the Shareholders on or before 30 April 2012.
4. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.

5. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a legal person, either under seal or under the hand of a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised. To be valid, for holders of A Shares, the notarised power of attorney or other document of authorisation, and the form of proxy must be delivered to the Secretariat of the Board of Directors of the Company (Address: Room 0610, Block C, 9 Dongzhimen North Street, Dongcheng District, Beijing, PRC (Postal code: 100007)) not less than 24 hours before the time appointed for the holding of the annual general meeting. In order to be valid, for holders of H shares, the above documents must be delivered to Hong Kong Registrars Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong) within the same period.
6. Shareholders who intend to attend this annual general meeting in person or by proxy should return the reply slip accompanying each notice of annual general meeting to the Secretariat of the Board of Directors on or before Wednesday, 2 May 2012 by hand, by post or by fax.
7. This annual general meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this annual general meeting are responsible for their own transportation and accommodation expenses.
8. The address of the Secretariat of the Board of Directors is as follows:

Room 0610, Block C,
9 Dongzhimen North Street,
Dongcheng District,
Beijing, PRC
Postal code: 100007
Contact person: Li Hualin
Tel: 86(10) 5998 6223
Fax: 86(10) 6209 9557
9. As at the date of this notice, the Board of Directors comprises Mr Jiang Jiemin as the Chairman; Mr Zhou Jiping as the Vice Chairman and executive Director; Mr Liao Yongyuan and Mr Ran Xinquan as executive Directors; Mr Li Xinhua, Mr Wang Guoliang, Mr Wang Dongjin and Mr Yu Baocai as non-executive directors; and Mr Liu Hongru, Mr Franco Bernabè, Mr Li Yongwu, Mr Cui Junhui and Mr Chen Zhiwu as independent non-executive directors.