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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2012 annual general meeting (the “AGM”) 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 29 May 2012 at 11:30 a.m. to transact the following ordinary business:

1. To receive, consider and adopt the audited financial statements and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2011;
2. To re-elect the retiring Directors and to authorise the board of Directors (the “Board”) to fix their remuneration;
3. To appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

and as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

4. **“THAT:**
  - (a) Subject to paragraph (b) hereunder, the exercise by the Board during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares (the “Shares”) of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and regulations of Hong Kong and Bermuda, the memorandum of association and bye-laws of the Company and the requirements of the Rules Governing the

Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares to be repurchased by the Company during the Relevant Period pursuant to the authority in paragraph (a) above, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution; and the authority pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company’s bye-laws or any applicable law of Bermuda to be held; and
- (iii) the date on which the authority given to the Directors by this resolution is revoked or varied by an ordinary resolution of the Company’s shareholders in general meeting.”

5. **“THAT:**

- (a) subject to paragraphs (b) and (c) hereunder, the granting of an unconditional general mandate to the Board during the Relevant Period (as defined in paragraph (d) below) to issue, allot and deal with unissued Shares in the capital of the Company, and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which would or might require Shares to be issued, allotted or dealt with, in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the unconditional general mandate under paragraph (a) above shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to paragraph (a) above otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire

Shares of the Company to officers and/or employees of the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of (a) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution; and (b) subject to the passing of resolution No. 6 below, the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of that resolution), and the said authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company’s bye-laws or any applicable law of Bermuda to be held; and
- (iii) the date on which the authority given to the Directors by this resolution is revoked or varied by an ordinary resolution of the Company’s shareholders in general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6. “**THAT**, conditional upon the passing of resolutions No. 4 and No. 5 set out in this notice, the general mandate to the Board to exercise the powers of the Company to allot Shares pursuant to resolution No. 5 set out in this notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to such general mandate, of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 4 set out in this notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the resolution.”

By order of the Board  
**Yim Siu Hung**  
Company Secretary

Hong Kong, 25 April 2012

*Notes:*

- (1) A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies (if the member is a holder of two or more shares) 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, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be duly completed and signed in accordance with the instructions printed thereon and deposited with the Company’s branch share 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 not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof and in such event, that form of proxy shall be deemed to be revoked.
- (3) An explanatory statement regarding the general mandate for the repurchase of Shares sought in Resolution 4 set out in the notice of the AGM is contained in the Appendix II to the circular of the Company dated 25 April 2012 of which this notice forms a part.
- (4) Resolution No. 5 is to grant a general mandate to the Board to issue and allot shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the resolution. The Board has no current intention of issuing any Shares pursuant to this mandate.

*As at the date of this announcement, the Board comprises five executive directors, namely, Dr. Dai Xiaobing, Mr. King Hap Lee, Mr. Xu Zucheng, 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.*