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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)**

**RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING FOR THE YEAR 2018**

**PAYMENT OF THE FINAL DIVIDENDS**

**APPOINTMENT OF DIRECTORS**

**APPOINTMENT OF VICE CHAIRMAN**

**AND**

**CHANGE OF MEMBERS OF THE BOARD COMMITTEES**

The board of directors (the “**Board**”) of PetroChina Company Limited (the “**Company**”) is pleased to announce that the annual general meeting of the Company for the year 2018 (the “**AGM**”) was held in Beijing at 9 a.m. on 13 June 2019 and the resolutions set out below were duly passed.

The Board also wishes to notify the shareholders of the Company (the “**Shareholders**”) of details relating to the payment of the final dividends for the year ended 31 December 2018, appointment of Directors, appointment of vice chairman of the Company, and change of members of the board committees of the Company (the “**Board Committee**”).

**Resolutions Passed at the Annual General Meeting for the Year 2018**

We refer to the notice of the AGM of the Company dated 26 April 2019 (the “**Notice**”) and the circular of the Company dated 26 April 2019 in relation to the AGM (the “**Circular**”), respectively. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the AGM was held at V-Continent Wuzhou Hotel, No. 8, North 4th Circle, Middle Road, Chaoyang District, Beijing, the PRC at 9 a.m. on 13 June 2019 by way of physical meeting.

The meeting was convened by the Board, and was chaired by Mr. Wang Yilin, Chairman of the Company. Some of the Company’s Directors and Supervisors, as well as secretary to the Board,

attended the AGM. Other relevant members of the senior management were also present at the AGM. The AGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

At the AGM, the following resolutions were considered and approved by way of poll, and the poll results of the votes are as follows:

Resolutions	For		Against		Abstain	
	Number of votes cast	Percentage (%)	Number of votes cast	Percentage (%)	Number of votes cast	Percentage (%)
1. To consider and approve the report of the board of directors of the Company for the year 2018.	157,437,433,369	99.959933	18,360,070	0.011657	44,745,400	0.028410
2. To consider and approve the report of the supervisory committee of the Company for the year 2018.	157,436,863,669	99.959571	18,921,770	0.012014	44,753,400	0.028415
3. To consider and approve the financial report of the Company for the year 2018.	157,436,984,569	99.959648	18,854,270	0.011971	44,700,000	0.028381
4. To consider and approve the declaration and payment of the final dividends for the year ended 31 December 2018 in the amount and in the manner recommended by the Board.	157,453,163,132	99.969920	2,832,707	0.001799	44,543,000	0.028281
5. To consider and approve the authorisation of the Board to determine the distribution of interim dividends for the year 2019.	157,453,203,132	99.969946	2,760,707	0.001753	44,575,000	0.028301
6. To consider and approve the appointment of KPMG Huazhen and KPMG, as the domestic and international auditors of the Company, respectively, for the year 2019 and to authorise the Board to determine their remuneration.	157,304,185,227	99.875331	151,610,512	0.096261	44,743,100	0.028408

7.	To consider and approve the guarantees to be provided to the subsidiaries and affiliated companies of the Company and relevant authorization to the Board.	152,294,651,650	96.694686	5,160,575,489	3.276545	45,311,700	0.028769
8.	To consider and approve, by way of special resolution, to unconditionally grant a general mandate to the Board to determine and deal with the issue of debt financing instruments of the Company with an outstanding balance amount of up to RMB150 billion (the foreign currency equivalent calculated by using the middle exchange rate announced by the People's Bank of China on the date of issue) and determine the terms and conditions of such issue.	157,450,709,532	99.968362	4,338,807	0.002755	45,490,500	0.028883
9.	To consider and approve, by way of special resolution, to grant a general mandate to the Board to issue and deal with domestic shares (A Shares) and/or overseas listed foreign shares (H Shares) of the Company of not more than 20% of each of its existing domestic shares (A Shares) or overseas listed foreign shares (H Shares) of the Company in issue as at the date of passing this resolution at the AGM and determine the terms and conditions of such issue.	150,129,816,606	95.320192	7,324,925,533	4.650731	45,796,700	0.029077

10.	To consider and approve the election of the following persons nominated as directors of the Company (Cumulative Voting):	Number of votes cast	Percentage(%)
	(1) Mr. Zhang Wei	157,019,929,582	99.694852
	(2) Mr. Jiao Fangzheng	157,019,896,188	99.694831

As the above resolutions numbered 1 to 7 and 10 were passed by a simple majority, these resolutions were duly passed as ordinary resolutions. As the above resolution numbered 8 to 9 were passed by two-thirds majority, the resolutions were duly passed as special resolutions.

As at the date of the AGM:

- (1) The issued share capital of the Company and total number of Shares entitling the holders to attend and vote for or against the resolutions set out in 1 to 10 above at the AGM: 183,020,977,818 Shares comprising 161,922,077,818 A Shares and 21,098,900,000 H Shares.
- (2) Information on the Shareholders and proxies who attended and voted at the AGM is as follows:

Number of Shareholders or proxies who attended and voted at the AGM	77
Total number of voting shares of the Company held by such attending Shareholders or proxies	157,500,538,839
of which: A Shares	148,204,498,902
H Shares	9,296,039,937
Percentage of such voting shares of the Company held by such attending Shareholders or proxies, as compared with the total number of voting shares of the Company (%)	86.056003%
of which: A Shares (%)	80.976782%
H Shares (%)	5.079221%

- (3) There were no Shares of the Company entitling the holders to attend and vote only against the resolutions at the AGM.
- (4) The poll results were subject to scrutiny by Sun Zhe and Chen Zengbo, representatives of holders of A Shares, Fu Suotang, Supervisor of the Company, Gao Yimin of King & Wood Malleons and Computershare Hong Kong Investor Services Limited. Computershare Hong Kong Investor Services Limited acted as the scrutineer for the vote-counting.

### **Payment of the Final Dividends**

The Board also wishes to notify Shareholders the details of the payment of the final

dividends for the year ended 31 December 2018 are as follows:

The Company will pay final dividends of RMB0.09 per Share (inclusive of applicable tax) for the year ended 31 December 2018. The payment shall be made to Shareholders whose names appeared on the register of members of the Company at close of business on 21 June 2019 (the “**Record Date**”). According to the Articles of Association, dividends payable to the Shareholders shall be declared in Renminbi, and dividends payable to holders of A Shares shall be paid in Renminbi, and for the A Shares of the Company listed on the Shanghai Stock Exchange and invested by the investors through the Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”), dividends shall be paid in Renminbi to the accounts of the nominal shareholders through China Securities Depository and Clearing Corporation Limited (“**CSDC**”). Save for the H Shares of the Company listed on the Hong Kong Stock Exchange and invested by the investors through the Shanghai Stock Exchange (the “**H Shares under the Southbound Trading Link**”), dividends payable to the holders of H Shares shall be paid in Hong Kong Dollars. Dividends payable to the holders of H Shares under the Southbound Trading Link shall be paid in Renminbi. In accordance with the Agreement on Payment of Cash Dividends on the H Shares under the Southbound Trading Link between the Company and CSDC, CSDC will receive the dividends payable by the Company to holders of the H Shares under the Southbound Trading Link as a nominal holder of the H Shares under the Southbound Trading Link on behalf of investors and assist the payment of dividends on the H Shares under the Southbound Trading Link to investors thereof. The following formula shall apply for the purpose of calculating the Hong Kong dollar equivalent of the amount of final dividends payable per H Share:

Conversation amount for final dividends per Share (Renminbi to Hong Kong dollars)	=	Final dividends per Share in Renminbi <hr/> Average of the middle exchange rates for Renminbi to Hong Kong dollar as announced by the People’s Bank of China for the week immediately prior to 13 June 2019
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The average of the middle exchange rates for Renminbi to Hong Kong dollar as announced by the People’s Bank of China for the week immediately prior to 13 June 2019, that is the date of the AGM at which the final dividends is declared, is RMB0.87922 to HK\$1.00. Accordingly, the amount of final dividends payable per H Share is HK\$0.10236.

According to the Law on Corporate Income Tax of the PRC and the relevant implementing rules which came into effect on 1 January 2008 and were amended on 24 February 2017, the Company is required to withhold corporate income tax at the rate of 10% before distributing dividends to non-resident enterprise shareholders whose names appear on the register of members of H Shares of the Company. Any H Shares registered in the name of non-individual H Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the corporate income tax. Should any holder of H Shares wish to change their Shareholder status, please consult their agent or trust institution over the relevant procedures. The Company will withhold payment of the

corporate income tax strictly in accordance with the relevant laws or requirements of the relevant governmental departments and strictly based on the information registered on the Company's H share register of members on 27 June 2019.

According to the regulation promulgated by the State General Administration of Taxation of the PRC (Guo Shui Han [2011] No.348), the Company is required to withhold and pay the individual income tax for its individual H shareholders ("**Individual H Shareholders**") and the Individual H Shareholders are entitled to certain tax preferential treatments according to the tax agreements between those countries where the Individual H Shareholders are residents and China and the provisions in respect of tax arrangements between the mainland China and Hong Kong (Macau). The Company would withhold and pay the individual income tax at the tax rate of 10% on behalf of the Individual H Shareholders who are Hong Kong residents, Macau residents or residents of those countries having agreements with China for individual income tax rate in respect of dividend of 10%. For Individual H Shareholders who are residents of those countries having agreements with China for individual income tax rates in respect of dividend of lower than 10%, the Company would make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the Circular on Issuing Administrative Measures on Preferential Treatment Entitled by Non-residents Taxpayers under Tax Treaties (SAT Circular [2015] No.60) (《關於發佈〈非居民納稅人享受稅收協定待遇管理辦法〉的公告》(國家稅務總局公告 2015 年第 60 號)). For Individual H Shareholders who are residents of those countries having agreements with China for individual income tax rates in respect of dividend of higher than 10% but lower than 20%, the Company would withhold the individual income tax at the agreed-upon effective tax rate. For Individual H Shareholders who are residents of those countries without any taxation agreements with China or having agreements with China for individual income tax in respect of dividend of 20% or in other situations, the Company would withhold the individual income tax at a tax rate of 20%

The Company will determine the country of domicile of the Individual H Shareholders based on the registered address as recorded in the register of members of the Company (the "**Registered Address**") on the Record Date and will accordingly withhold and pay the individual income tax. If the country of domicile of the Individual H Shareholder is not the same as the Registered Address, the Individual H Shareholder shall notify the share registrar of the Company's H Shares and provide relevant supporting documents on or before 4:30 p.m., 21 June 2019 (address: Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). If the Individual H Shareholders do not provide the relevant supporting documents to the share registrar of the Company's H Shares within the time period stated above, the Company will determine the country of domicile of the Individual H Shareholders based on the recorded Registered Address on the Record Date.

The Company will not entertain any claims arising from and assume no liability whatsoever in respect of any delay in, or inaccurate determination of, the status of the shareholders of the Company or any disputes over the withholding and payment of tax.

In accordance with the Notice of Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies

concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No.81) (《財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81 號)) which became effective on November 17, 2014, and the Notice of the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127)(《財政部、國家稅務總局、證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅 [2016] 127 號)), which became effective on December 5, 2016, with regard to the dividends obtained by individual mainland investors from investment in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, the Company will withhold their individual income tax at the rate of 20% in accordance with the register of individual mainland investors provided by CSDC. As to the withholding tax having been paid abroad, an individual investor may file an application for tax credit with the competent tax authority of CSDC with an effective credit document. With respect to the dividends obtained by mainland securities investment funds from investment in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, the Company will withhold their income tax with reference to the provisions concerning the collection of tax on individual investors. The Company will not withhold income tax on dividends obtained by mainland enterprise investors, and mainland enterprise investors shall file their income tax returns and pay tax themselves instead.

With regard to the dividends obtained by the investors (including enterprises and individuals) from investment in the A Shares of the Company listed on Shanghai Stock Exchange through the Hong Kong Stock Exchange, the Company will withhold income tax at the rate of 10%, and file tax withholding returns with the competent tax authority. Where there is any tax resident of a foreign country out of the investors under the Northbound Trading Link and the rate of income tax on dividends is less than 10%, as provided for in the tax treaty between the country and the PRC, the enterprise or individual may personally, or entrust a withholding agent to, file an application for the tax treatment under the tax treaty with the competent tax authority of the Company. Upon review, the competent tax authority will refund tax based on the difference between the amount of tax having been collected and the amount of tax payable calculated at the tax rate as set out in the tax treaty.

In order to determine the list of holders of H Shares who are entitled to receive the final dividends for the year ended 31 December 2018, the Company's register of members of H Shares will be closed from 22 June 2019 to 27 June 2019 (both days inclusive) during which period no transfer of H Shares will be registered. In order to qualify for the final dividends, holders of H Shares whose transfers have not been registered must lodge all transfer documents together with the relevant share certificates at Computershare Hong Kong Investor Services Limited no later than 4:30 p.m. on 21 June 2019. The address of the transfer office of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the

receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the final dividends declared for payment to holders of H Shares. The final dividends will be paid by the Receiving Agent on or about 2 August 2019, and will be dispatched on the same day to holders of H Shares who are entitled to receive such dividend by ordinary post and at their own risk.

Holders of A Shares are advised to note that details of paying dividends to holders of A Shares and relevant matters will be announced in due course after discussion between the Company and CSDC, Shanghai Branch.

### **Appointment of Directors**

The Board is pleased to announce that according to the poll results of the AGM, Mr. Zhang Wei and Mr. Jiao Fangzheng were elected as the non-executive Directors of the Company, effective immediately. Please refer to the Circular for resumes of the Directors above.

### **Appointment of Vice Chairman**

The Board is pleased to announce that Mr. Zhang Wei was elected as vice chairman of the Company.

### **Change of Members of the Board Committees**

The Board is pleased to announce that, in consideration of the role and expertise of the Directors of the Company, the members of the Board Committees have been adjusted as follows:

Investment and Development Committee of the Board: Mr. Zhang Wei as chairman, Mr. Simon Henry and Mr. Liu Hongbin as members;

Examination and Remuneration Committee of the Board: Ms. Elsie Leung Oi-sie as chairman, Mr. Tokuchi Tatsuhito and Mr. Hou Qijun as members; and

Health, Safety and Environment Committee of the Board: Mr. Duan Liangwei as chairman, Mr. Jiao Fangzheng and Mr. Hou Qijun as members.

The chairmen and members of other Board Committees remained unchanged.

By order of the Board  
**PetroChina Company Limited**  
*Secretary to the Board*  
**Wu Enlai**

Beijing, China



13 June 2019

*As at the date of this announcement, the Board comprises Mr. Wang Yilin as the Chairman; Mr. Zhang Wei as Vice Chairman and non-executive Director; Mr. Liu Yuezhen, Mr. Liu Hongbin, Mr. Jiao Fangzheng and Mr. Duan Liangwei as non-executive Directors; Mr. Hou Qijun as executive Director; and Mr. Lin Boqiang, Mr. Zhang Biyi, Ms. Elsie Leung Oi-sie, Mr. Tokuchi Tatsuhito and Mr. Simon Henry as independent non-executive Directors.*