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中油港燃能源集團控股有限公司

CHINA OIL GANGRAN ENERGY GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8132

**SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO THE ANNUAL REPORT OF THE COMPANY
FOR THE YEAR ENDED 31 MARCH 2014**

Reference is made to the prospectus (the “**Prospectus**”) issued by China Oil Gangran Energy Group Holdings Limited (the “**Company**”, together with the subsidiaries, the “**Group**”) dated 6 May 2011 relating to the placing of the Company’s shares for the listing on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the annual report of the Company for the year ended 31 March 2014 published on 30 June 2014 (the “**Annual Report**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Prospectus and the Annual Report.

In addition to the information disclosed in the Annual Report, the Board would like to provide the Shareholders and potential investors of the Company additional information in relation to (a) the fund raising activities conducted during the year ended 31 March 2014; and (b) the performance of the non-competition deed.

FUND RAISING ACTIVITIES CONDUCTED DURING THE YEAR ENDED 31 MARCH 2014

- (i) On 26 April 2013, the Company and Yuanta Securities (Hong Kong) Company Limited (the “**Yuanta Securities**”) entered into a placing agreement, pursuant to which Yuanta Securities has conditionally agreed to place, on behalf of the Company, a maximum of 110,000,000 placing shares, on a best efforts basis, to not less than six places at the placing price of HK\$0.12 per placing share.

The Directors considered that the placing would provide the Company with an opportunity to raise further capital for the Company while broadening the shareholders’ base and capital base of the Company. The net proceeds from the placing would be used as general working capital of the Group and/or for financing future investment opportunities.

The placing was completed on 4 July 2013 whereby a total of 110,000,000 new shares were placed at the placing price of HK\$0.12 per placing share to not less than six placees. The placing generated net proceeds of approximately HK\$13,200,000 and were used as general working capital of the Group and/or for financing future investment opportunities.

The Directors confirm that the proceeds from the placing have been applied in accordance with its intended use.

- (ii) On 3 October 2013, the Company and RHB OSK Securities Hong Kong Limited (the “**RHB Securities**”) entered into a placing agreement, pursuant to which RHB Securities has conditionally agreed to place, on behalf of the Company, a maximum of 66,000,000 placing shares in a maximum of two tranches (in which each tranche shall not be less than 10,000,000 placing shares), on a best efforts basis, to not less than six placees at the placing price of HK\$1.56 per placing share.

The Directors considered that the placing would provide the Company with an opportunity to raise further capital for the Company while broadening the shareholders’ base and capital base of the Company. The net proceeds from the placing would be used as general working capital of the Group and/or for financing future investment opportunities.

The placing was completed on 2 December 2013, whereby a total of 11,450,000 new shares were placed at the placing price of HK\$1.56 per placing share to not less than six independent placees. The placing generated net proceeds of approximately HK\$17,410,000 and was used by the Group to apply the entire net proceeds from the placing to fund its capital commitment towards the formation of the joint venture company of the Group in the PRC (as set out in the Company’s announcement dated 16 September 2013).

The Directors confirm that the proceeds from the placing have been applied in accordance with its intended use.

- (iii) On 20 December 2013, the Company entered into a placing agreement with Huatai Financial Holdings (Hong Kong) Limited (“**Huatai Financial**”) pursuant to which the Company has conditionally agreed to issue and Huatai Financial has conditionally agreed to procure the placees to subscribe for the convertible bonds of up to an aggregate principal amount of HK\$155,000,000 with the conversion rights to convert the convertible bonds at the conversion price of HK\$2.37 (subject to adjustments) per conversion share on a best effort basis during the placing period.

The Directors considered that it was a good opportunity to raise additional funds for the Company which would provide immediate funding without immediate dilution of the shareholding of the existing Shareholders, and, on exercise of the conversion rights attaching to the convertible bonds, benefit the long-term development of the Company by broadening the capital base of the Company. The Company intended to use the funds raised from the placing to finance the formation of a joint venture company of the Group in the PRC (as set out in the Company’s announcement dated 16 September 2013).

Completion of the placing of convertible bonds took place on 24 January 2014, and the convertible bonds in the aggregate principal amount of HK\$55,500,000 have been placed and issued to not less than six independent placees. The placing generated net proceeds of approximately HK\$54,950,000, of which RMB35,000,000 (equivalent to approximately HK\$45,400,000) has already been used as partial contribution to the registered capital of the joint venture company of the Group in the PRC (as set out in the Company's announcement dated 16 September 2013). The remaining net proceeds at approximately HK\$9,550,000 were used by the Company as general working capital of the Group.

The Directors confirm that the proceeds from the placing have been applied in accordance with its intended use.

- (iv) On 19 February 2014, the Company entered into a placing agreement with Huatai Financial pursuant to which the Company has conditionally agreed to issue and Huatai Financial has conditionally agreed to procure the placees to subscribe for the convertible bonds of up to an aggregate principal amount of HK\$99,000,000 with the conversion right to convert the convertible bonds at the conversion price of HK\$2.37 (subject to adjustments) per conversion share on a best-effort basis during the placing period.

The Directors considered that it was a good opportunity to raise additional funds for the Company which would provide immediate funding without immediate dilution of the shareholding of the existing Shareholders, and, on exercise of the conversion rights attaching to the convertible bonds, benefit the long-term development of the Company by broadening the capital base of the Company. The net proceeds of the placing were intended to be used as general working capital of the Group and/or for financing future investment opportunities.

Completion of the placing of convertible bonds took place on 20 March 2014, and the convertible bonds in the aggregate principal amount of HK\$15,600,000 were placed and issued to not less than six independent placees. The placing generated net proceeds of approximately HK\$15,400,000 and were used by the Company as general working capital for the Group and/or for financing future investment opportunities.

The Directors confirm that the proceeds from the placing have been applied in accordance with its intended use.

NON-COMPETITION DEED

Each of Mr. Yeung, Mr. SW Yeung, Trust BVI and Fairson Holding (BVI) (together the “**Covenantors**”), entered into a non-competition deed dated 27 April 2011 (the “**Non-competition Deed**”) whereby each of the Covenantors irrevocably and unconditionally, jointly and severally, covenants and undertakes with the Company (for itself and as trustee for and on behalf of its subsidiaries and associated companies) that, during the period commencing from the Listing Date and up to the date on which such Covenantors and/or its/his associates cease to beneficially own (i) more than 30% of the issued share capital of the Company or (ii) any interests in the direct or indirect corporate shareholders of the Company which in turn beneficially own more than 30% of the issued share capital of the Company (the “**Restricted Period**”), each of the Covenantors shall not, and shall procure that none of its/his associates, directly or indirectly, establish, invest, involve in, manage, operate or otherwise hold any right or interest, directly or indirectly in the Restricted Business within the PRC (inclusive of Hong Kong) and such other places as the Group may conduct or carry on business from time to time.

The Covenantors further undertake to first offer and to procure their respective associates (as defined in the Prospectus) to first offer to the Company business or investment opportunities in the Restricted Business in any part of the world upon receiving or becoming aware of any such opportunities during the Restricted Period.

In order to ensure the Covenantors have complied with the Non-competition Deed, each of the Covenantors has provided to the Company a written confirmation (i) in respect of its/his compliance with the Non-competition Deed for the year ended 31 March 2014 and no personal interests were ever declared by any Covenantors who are also Directors at the Directors’ meetings; and (ii) stating that they have not entered into any business which may be in competition with the business carried on by the Group from time to time. Mr. SW Yeung has ceased to beneficially own more than 30% of the issued share capital of the Company as at 3 May 2013, which means Mr. SW Yeung was no longer required to comply with the Non-competition Deed with effect from 3 May 2013. Notwithstanding the aforesaid, Mr. SW Yeung provided to the Company with the confirmation on compliance with the Non-competition Deed in respect of the whole financial year ended 31 March 2014.

As there was no change in terms of the undertaking since the Company’s listing on the Stock Exchange, the Board is of the view that the Covenantors have complied with the Non-competition Deed in the year ended 31 March 2014.

As at the date of this announcement, all of the Covenantors are no longer required to comply with the Non-competition Deed because each of their shareholding interest in the Company is below 30%, namely Mr. SW Yeung ceased to be interested in more than 30% of the issued share capital of the Company as at 3 May 2013, whereas each of Mr. Yeung, Trust BVI and Fairson Holding (BVI) ceased to be interested in more than 30% of the issued share capital of the Company as at 22 April 2014.

The additional information above does not affect other information contained in the Annual Report and save as disclosed herein, the contents of the Annual Report remain unchanged.

By order of the Board
China Oil Gangran Energy Group Holdings Limited
Fok Joyce Sing Yan
Company Secretary

Hong Kong, 22 October 2014

As at the date of this announcement, the executive Directors are Mr. Zou Donghai, Mr. Zhang Xueming, Mr. Yeung Shing Wai, Mr. Ho Chun Kit Gregory and Mr. Chan Lung Ming; the non-executive Director is Mr. Tse Yee Hin, Tony; and the independent non-executive Directors are Ms. Eugenia Yang, Mr. Ng Ka Chung and Mr. Lau Sung Tat, Vincent.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the websites of the Company at www.chinaoilgangran.com and <http://chinaoilgangran.todayir.com>.