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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**

## **FOURTH SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING**

Reference is made to the announcements of the Company dated 10 January 2014, 9 October 2014, 20 January 2015 and 9 April 2015 respectively (collectively, the “**Announcements**”) in relation to the MOU, the Supplemental MOU, the Second Supplemental MOU and the Third Supplemental MOU regarding the Proposed Acquisition. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

### **EXTENSION OF THE EXCLUSIVITY PERIOD**

Pursuant to the MOU, the Vendor shall not (and shall procure his agents and adviser not to) during the period of 9 months from the date of the MOU directly or indirectly negotiate with any third party on any sale or transfer of any shares or material assets of the Target Company. The Exclusivity Period was extended for further 9 months by the Supplemental MOU, the Second Supplemental MOU and the Third Supplemental MOU.

As additional time is required for the Company to complete the DD Review on the Target Company, the Company and the Vendor have entered into a fourth supplemental memorandum of understanding on 31 July 2015 (the “**Fourth Supplemental MOU**”) (after trading hours) to further extend the Exclusivity Period for 3 months.

It is agreed by the Company and the Vendor that the Fourth Supplemental MOU shall take retrospective effect as from 9 July 2015.

Save as disclosed in this announcement, all other terms and conditions under the MOU, the Supplemental MOU, the Second Supplemental MOU and the Third Supplemental MOU remained unchanged.

**The Board wishes to emphasize that the Proposed Acquisition may or may not materialise and shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 31 July 2015

*As at the date of this announcement, the executive Directors are Mr. Zou Donghai, Mr. Rong Changjun, Mr. Zhang Xueming, Mr. Ho Chun Kit Gregory and Mr. Chan Lung Ming; 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](http://www.chinaoilgangran.com) and <http://chinaoilgangran.todayir.com>.*