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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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of China Oil Gangran Energy Group Holdings Limited (“**Company**”) will be held at 10:00 a.m. on Thursday, 29 September 2016 at Jade room, 6/F., Marco Polo Hong Kong Hotel, Harbour City, 3 Canton Road, Tsim Sha Tsui, Kowloon, HKSAR, for the purpose of considering and, if thought fit, passing each of the following resolutions which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

“**THAT** subject to and conditional upon the granting by the Stock Exchange of the listing of, and permission to deal in, the issued ordinary shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (“**Share Consolidation**”):

- (a) with effect from the trading day immediately following the day on which this resolution is passed, being a day on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities, every two ordinary shares of nominal value of HK\$0.0001 each in the issued and unissued share capital of the Company be consolidated into one consolidated share of nominal value of HK\$0.0002 (each a “**Consolidated Share**”) such that the authorised share capital of the Company shall be HK\$8,000,000 divided into 40,000,000,000 ordinary shares of nominal value of HK\$0.0002 each, such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company; and

- (b) the directors of the Company be and are generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

By Order of the Board
China Oil Gangran Energy Group Holdings Limited
Zou Donghai
Chairman

Hong Kong, 8 September 2016

Principal Place of Business

in Hong Kong:

Suites 707-9, 7th Floor
Prudential Tower, The Gateway
Harbour City, Tsim Sha Tsui,
Kowloon, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at the Meeting.
2. A form of proxy for use at the Meeting is enclosed. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders are present at the meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of members of the Company in respect of the joint holding.

5. In compliance with the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market on The Stock Exchange of Hong Kong Limited (“**GEM**”), all resolutions to be proposed at the meeting convened by this notice will be voted on by way of poll.

As at the date of this notice, the executive Directors are Mr. Zou Donghai, Mr. Rong Changjun, Mr. Zhang Xueming, Mr. Ho Chun Kit Gregory, Mr. Chan Lung Ming and Mr. Zheng Jian Peng; and the independent non-executive Directors are Ms. Eugenia Yang, Mr. Chan Ying Kay and Mr. Lau Sung Tat, Vincent.

This notice, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the commission of which would make any statement herein or this notice misleading.

This notice 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.chinaoilgran.com and <http://chinaoilgran.todayir.com>.