
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Oil Gangran Energy Group Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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

- (1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;**
- (2) PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION;**
- (3) PROPOSED ADOPTION OF THE NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION;**
- AND**
- (4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice from the Board convening the EGM of China Oil Gangran Energy Group Holdings Limited (the “Company”) to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 22 October 2015 at 11:30 a.m. is set out on pages 7 to 12 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least seven (7) days from the date of its publication and is available for reference on the websites of the Company at <http://www.chinaoilgangran.com> and <http://chinaoilgangran.todayir.com>.

29 September 2015

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall, have the following meanings:

“Amendments to the Memorandum and Articles of Association”	consequential amendments to the memorandum and articles of association of the Company regarding, among others, the Increase in Authorised Share Capital
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	China Oil Gangran Energy Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 22 October 2015 at 11:30 a.m. or any adjournment thereof
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the increase of the authorised share capital of the Company to HK\$8,000,000 divided into 80,000,000,000 Shares by the creation of an additional 70,000,000,000 Shares
“Latest Practicable Date”	23 September 2015, being the latest practicable date prior to the despatch of this circular for ascertaining certain information contained herein
“Memorandum”	the memorandum of association of the Company

DEFINITIONS

“New Memorandum and Articles of Association”	the new Memorandum and Articles of Association proposed to be adopted by the Company at the EGM
“Share(s)”	ordinary share(s) of HK\$0.0001 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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

Executive Directors:

Mr. Zou Donghai (*Chairman*)
Mr. Rong Changjun (*Vice Chairman*)
Mr. Zhang Xueming
Mr. Ho Chun Kit Gregory
Mr. Chan Lung Ming

Independent non-executive Directors:

Ms. Eugenia Yang
Mr. Ng Ka Chung
Mr. Lau Sung Tat, Vincent

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Principal Place of Business

in Hong Kong:

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

29 September 2015

To the Shareholders,

Dear Sir/Madam,

- (1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;**
- (2) PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION;**
- (3) PROPOSED ADOPTION OF THE NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION;**
- AND**
- (4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 10 September 2015 in relation to (i) the proposed Increase in Authorised Share Capital, (ii) the proposed Amendments to the Memorandum and Articles of Association, (iii) the proposed adoption of the New Memorandum and Articles of Association and (iv) to seek your approval of the resolutions in relation thereto to be proposed at the EGM.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information regarding the above and to give you the notice of EGM at which resolutions will be proposed to consider and, if thought fit, approve at the EGM, among other things, the proposed Increase in Authorised Share Capital, the proposed Amendments to the Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the existing authorised share capital of the Company was HK\$1,000,000 divided into 10,000,000,000 shares of HK\$0.0001 each.

The Board proposes the Increase in Authorised Share Capital by the creation of an additional 70,000,000,000 Shares. Such new Shares shall rank *pari passu* in all respects with the existing Shares upon issuance.

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposed certain amendments to be made to the existing Memorandum and Articles of Association in view of the proposed Increase in Authorised Share Capital, for the purpose of conforming to the latest GEM Listing Rules and house-keeping purpose.

Proposed amendments to the existing Memorandum and Articles of Association are set out in the notice of the EGM. Our Company's legal advisers have confirmed that the proposed amendments to the existing Memorandum and Articles of Association are in compliance with the requirements of the GEM Listing Rules and the Cayman Islands laws. The Company also confirms that there is nothing unusual about the proposed amendments to the existing Memorandum and Articles of Association for a company listed in Hong Kong.

PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board would like to take this opportunity to propose that a new Memorandum and Articles of Association incorporating the relevant amendments be adopted to replace the existing Memorandum and Articles of Association.

LETTER FROM THE BOARD

Pursuant to Article 165 of the existing Memorandum and Articles of Association of the Company, the proposed amendments to the existing Memorandum and Articles of Association and adoption of a New Memorandum and Articles of Association incorporating such amendments will be subject to the approval by the Shareholders in the form of special resolutions.

EGM

The notice convening the EGM, at which special resolutions will be proposed to consider, and if thought fit, to approve the Amendments to the Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association, and ordinary resolutions will be proposed to consider, and if thought fit, to approve, among others, the Increase in Authorised Share Capital is set out on pages 7 to 12 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

The resolutions proposed to be approved at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement will be made by the Company after the EGM on the poll results of the EGM.

RECOMMENDATION

In light of the disclosure above, the Board recommends that all Shareholders should vote in favour of the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
On behalf of the Board
China Oil Gangran Energy Group Holdings Limited
Zou Donghai
Chairman

NOTICE OF EGM



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 IS HEREBY GIVEN that an extraordinary general meeting of China Oil Gangran Energy Group Holdings Limited (the “**Company**”) will be held at 2/F, J Plus, 35-45B, Bonham Strand, Sheung Wan, Hong Kong on Thursday, 22 October 2015 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:–

ORDINARY RESOLUTION

“**THAT:**

- (1) the authorised share capital of the Company be increased from HK\$1,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.0001 each (“**Share(s)**”) to HK\$8,000,000 divided into 80,000,000,000 Shares by the creation of an additional 70,000,000,000 Shares (the “**Increase in Authorised Share Capital**”); and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

SPECIAL RESOLUTIONS

“**THAT:**

- (2) the memorandum of association and articles of association of the Company currently in effect be and are hereby amended in the following manner:

Memorandum of Association

(a) Clause 8

By deleting the existing Clause 8 in its entirety and replacing therewith the following new Clause 8:

“The share capital of the Company is HK\$8,000,000 divided into 80,000,000,000 shares of a nominal or par value of HK\$0.0001 each.”

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Articles of Association

(b) Article 2(1)

By deleting the existing definition of “associate” and replacing therewith the following new definition of “close associate”:

““close associate” in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“**Listing Rules**”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.”;

By inserting the following new definition of “substantial shareholder”:

““substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”

(c) Article 59

By deleting the existing Article 59 in its entirety and replacing therewith the following new Article 59:

“59. An annual general meeting of the Company shall be called by at least 21 days’ notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 61), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and

NOTICE OF EGM

- (b) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all members of the Company.”

(d) Article 100(1)

By deleting the existing Article 100(1) in its entirety and replacing therewith the following new Article 100(1):

“100(1). A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/ are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;

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- (v) any contract or arrangement concerning any other company in which the Director or his close associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his close associates are not in aggregate beneficially interested in five per cent (5%) or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his close associate is derived); or
- (vi) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.”

(e) Article 100(2)

By deleting the existing Article 100(2) in its entirety and replacing therewith the following new Article 100(2):

“100(2). A company shall be deemed to be a company in which a Director and/or his close associate(s) owns five per cent. (5%) or more if and so long as (but only if and so long as) he and/or his close associates, (either directly or indirectly) are the holders of or beneficially interested in five per cent. (5%) or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his close associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his close associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his close associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his close associate(s) is/are interested only as a unit holder.”

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(f) Article 100(3)

By deleting the existing Article 100(3) in its entirety and replacing therewith the following new Article 100(3):

“100(3). Where a company in which a Director and/or his close associate(s) holds five per cent (5%) or more is materially interested in a transaction, then that Director and/or his close associate(s) shall also be deemed materially interested in such transaction.”

(g) Article 101(4)

By deleting the existing Article 101(4) in its entirety and replacing therewith the following new Article 101(4):

“101(4). The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.

Article 101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.”

“THAT:

- (3) the new memorandum of association and articles of association of the Company which incorporated the aforesaid proposed amendments, in the form of the document produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the new memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with effect after the conclusion of the meeting and **THAT** the Board be and is hereby authorised to do all acts and things and to sign, execute and deliver all documents as it may deem necessary, appropriate or expedient to give effect to or otherwise in connection with the proposed amendments and the adoption of the new memorandum of association and articles of association of the Company.”

On behalf of the Board

China Oil Gangran Energy Group Holdings Limited

Zou Donghai

Chairman

Hong Kong, 29 September 2015

NOTICE OF EGM

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

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. A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed (or a notarially certified copy thereof) must be deposited at the office of the Company's branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof should he/she so wish.
3. Completion and return of an instrument appointing a proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. As required under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the resolutions will be voted by way of poll.