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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

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8132

NOTICES OF SCHEME MEETING

References are made to the circular (the “**Circular**”) of China Oil Gangran Energy Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 19 March 2021 in relation to, among others, the Proposed Restructuring. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Company wishes to announce that (i) by an order dated 20 April 2021 (Cayman Islands time) (the “**Cayman Order**”), the Cayman Court has directed that a single meeting (the “**Scheme Meeting**”) of all Creditors to be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Cayman Scheme; and (ii) by an order dated 22 April 2021 (Hong Kong time) (the “**Hong Kong Order**”), the Hong Kong Court has directed that a single meeting, i.e. the Scheme Meeting, of all Creditors to be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Hong Kong Scheme.

Notices of the Scheme Meeting pursuant to the Cayman Order and the Hong Kong Order are set out in the Annex to this announcement. The Scheme Meeting will be held at 9 p.m. on 17 May 2021 (Cayman time) / 10 a.m. on 18 May 2021 (Hong Kong time) at R1, R3, R4, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong with any adjournment as may be appropriate. Creditors in the Cayman Islands will be able to dial into the Scheme Meeting via telephone conference at the offices of Harney Westwood & Riegels at 3rd Floor, Harbour Place, 103 South Church Street, Grand Cayman KY1-1002, Cayman Islands. All Creditors are entitled (but not obligated) to attend the Scheme Meeting at such place and time either in person, by a fully authorised representative (if a corporation) or by proxy.

CONTINUED SUSPENSION OF TRADING

Trading in the Shares has been suspended since 2 July 2019 pending the fulfilment of all the resumption conditions set by the Stock Exchange. The Company is working closely with its professional advisers towards the Resumption as soon as possible.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
China Oil Gangran Energy Group Holdings Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
Yeung Shing Wai
Executive Director

Hong Kong, 23 April 2021

As at the date of this announcement, the executive Directors are Mr. Rong Changjun (duties suspended), Mr. Zhang Wenrong, Mr. Yuan Beisheng, Mr. Yeung Shing Wai, Mr. Chen Tian Gang, Mr. Li Shu Wang and Mr. Zhang Shao Wu and the independent non-executive Directors are Mr. Chu Kin Ming, Mr. Chiam Tat Yiu, Mr. Chan Wai Cheung Admiral and Mr. Cha Ho Wa.

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.chinaoilgangrans.com.

**IN THE HIGH COURT OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 503 OF 2021**

In the Matter of

**CHINA OIL GANGRAN ENERGY GROUP HOLDINGS LIMITED
中油港燃能源集團控股有限公司
(IN PROVISIONAL LIQUIDATION FOR RESTRUCTURING PURPOSES)**

and

In the Matter of

**SECTION 670 OF THE COMPANIES ORDINANCE
(CAP.622 OF THE LAWS OF HONG KONG)**

and

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FSD NO. 86 OF 2021**

and

In the Matter of

**CHINA OIL GANGRAN ENERGY GROUP HOLDINGS LIMITED
中油港燃能源集團控股有限公司
(IN PROVISIONAL LIQUIDATION FOR RESTRUCTURING PURPOSES)**

and

In the Matter of

SECTION 86 OF THE COMPANIES ACT (CAYMAN ISLAND)

NOTICE OF SCHEME MEETING

Terms used in this Notice have the same meaning as in the Explanatory Statement and the Schemes relating to the proposed scheme of arrangement between China Oil Gangran Energy Group Holdings Limited and the Scheme Creditors under Section 86 of the Companies Act and Section 670 of the Companies Ordinance.

NOTICE IS HEREBY GIVEN that, by an Order dated 22 April 2021 made by the Hong Kong Court and an Order dated 20 April 2021 made by the Cayman Court (collectively, the “**Orders**”) in the above matter, the Hong Kong Court and the Cayman Court (collectively, the “**Courts**”) have separately directed that a meeting (the meeting convened pursuant to the order of the Hong Kong Court being referred to as the “**Hong Kong Scheme Meeting**” and the meeting convened pursuant to the order of the Cayman Court being referred to as the “**Cayman Scheme Meeting**”, and the Hong Kong Scheme Meeting and the Cayman Scheme Meeting being referred to collectively as the “**Scheme Meeting**”) be convened of the Scheme Creditors of the Company for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the Courts) the Schemes proposed to be made between the Company and the Scheme Creditors pursuant to Sections 670 of the Companies Ordinance and Section 86 of the Companies Act.

The Scheme Meeting will be held at 10 a.m. on 18 May 2021 (Hong Kong time) / 9 p.m. on 17 May 2021 (Cayman time) at R1, R3, R4, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, with any adjournment as may be appropriate. Scheme Creditors in the Cayman Islands will be able to dial into the Scheme Meeting via telephone conference at the offices of Harney Westwood & Riegels at 3rd Floor, Harbour Place, 103 South Church Street, Grand Cayman KY1-1002, Cayman Islands. All Scheme Creditors are entitled (but not obligated) to attend the Scheme Meeting at such place and time either in person, by a fully authorised representative (if a corporation) or by proxy.

By the same Orders, the Courts have appointed Mr. Yen Ching Wai David or, failing him, one of the Provisional Liquidators, to act as chairman of the Scheme Meeting (the “**Chairman**”) and have directed the Chairman to report the result of the Scheme Meeting to the Courts.

A copy of the Schemes and copy of the Explanatory Statement are incorporated in the Scheme Document of which this Notice forms part. The Scheme Document together with the Proxy Form and a Notice of Claim (as defined in the Scheme Document), in English and in Chinese, have been served personally or posted to the registered or last known addresses of the Scheme Creditors in the books and records of the Company.

Any Scheme Creditor who either (i) has not yet received the Scheme Document together with the Proxy Form and a Notice of Claim, or (ii) wants additional copies of the Scheme Document together with the Proxy Form and a Notice of Claim, may obtain the same, in English and in Chinese, free of charge, during usual business hours on any day prior to the day appointed for the Scheme Meeting (other than a Saturday, a Sunday or a statutory holiday) at 22/F, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong before 7 May 2021 and at 27/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong after 7 May 2021. The aforesaid documents will also be available on and may be downloaded from the Scheme Website (<http://www.chinaoilgangrans.com>).

Scheme Creditors who intend to attend and vote at the Scheme Meeting are requested to sign and return the Notice of Claim to the Chairman.

Notices of Claim are to be returned to the Company by personal delivery or post to 32/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong, for the attention of Ms. Anita So, or by email to Fredric.Leung@hk.ey.com / Daphne.Cheung@hk.ey.com, no later than 10 a.m. on Friday, 14 May 2021 (Hong Kong time) / 9 p.m. on Thursday, 13 May 2021 (Cayman time) (i.e. two (2) Business Days before the date of the Scheme Meeting).

Scheme Creditors may vote in person at the Scheme Meeting or they may appoint another person, whether a Scheme Creditor or not, as their proxy to attend and vote in their stead. A corporate Scheme Creditor may also appoint a representative to attend and vote at the Scheme Meeting. A Proxy Form is included in Appendix 6 of the Scheme Document, is available at Fredric.Leung@hk.ey.com / Daphne.Cheung@hk.ey.com and may be downloaded from the Scheme Website (www.chinaoilgangrans.com).

It is requested that forms appointing proxies, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, be lodged with the Company by personal delivery or post to 32/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong, for the attention of Ms. Anita So, or by email to Fredric.Leung@hk.ey.com or Daphne.Cheung@hk.ey.com, no later than two (2) Business Days before the Scheme Meeting, that is, not later than 10 a.m. on Friday, 14 May 2021 (Hong Kong time) / 9 p.m. on Thursday, 13 May 2021 (Cayman time).

Completion and return of the forms appointing proxies will not preclude the Scheme Creditor signing the said form from attending and voting at the Scheme Meeting in person, by telephone conference or by Zoom call, but in such event the form of proxy will be deemed to have been revoked. Any Scheme Creditor that wishes to attend the Scheme Meeting in person, by telephone conference or by Zoom call should produce at the Scheme Meeting a duplicate copy of the Notice of Claim that was duly

completed on their behalf, evidence of personal identity (for example, a passport, driving license or other picture identification) and, in the case of a corporation attending by a duly authorised representative, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).

The Schemes will be subject to the subsequent approval and sanction of the Courts and to the fulfilment of the conditions set out in Part 3 of the Schemes.

The sanction hearings of the Schemes are scheduled to take place before the Hong Kong Court at 10 a.m. on Wednesday, 26 May 2021, and before the Cayman Court at 9 a.m. on Friday, 21 May 2021 (the “**Sanction Hearings**”). Scheme Creditors have a right (but are not obligated) to attend either or both of the Sanction Hearings in person or by counsel and be heard.

For further information or details on how to attend the Scheme Meeting by Zoom or telephone conference, please contact the Scheme Administrators by email to Fredric.Leung@hk.ey.com / Daphne.Cheung@hk.ey.com.

Dated 23 April 2021

Yen Ching Wai David
Chairman of the Scheme Meeting