THIS CIRCULAR IS IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 form of proxy to the purchaser or the transferee, or to the bank manager, licensed securities dealer, registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or 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

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Terms in this cover page have the same meanings as defined in this circular.

A notice convening the EGM to be held at R1, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 22 June 2021 at 10:00 a.m. is set out on pages 9 to 11 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding the EGM (i.e. Sunday, 20 June 2021 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

This circular will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and on the website of the Company at www.chinaoilgangrans.com.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

PRECAUTIONARY MEASURES FOR THE EGM

Reference is made to the "Joint Statement in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation" jointly issued by the Stock Exchange and the SFC on 1 April 2020 in relation to the arrangement of the EGM.

VOTING BY PROXY IN ADVANCE OF THE EGM

The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 Pandemic. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the EGM by appointing the chairman of the EGM as their proxy instead of attending the EGM in person. Physical attendance is not necessary for the purpose of exercising Shareholders' rights. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof should they subsequently so wish.

PREVENTIVE MEASURES AT THE EGM

The Company will implement the following preventive measures at the EGM to safeguard the health and safety of the attending Shareholders, staff and other stakeholders:

- (i) as a precautionary safety measure, seating at the EGM will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity for Shareholders to attend the EGM and seats will be allocated in a first come first serve basis;
- (ii) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.5 degrees Celsius will be requested to stay in an isolated place for completing the voting procedures;
- (iii) all Shareholders, proxies and other attendees are required to complete and submit at the entrance of the EGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or had physical contact with any person who to their best of knowledge has recently travelled to, any affected countries or areas outside Hong Kong (as per guidelines issued by the Hong Kong Government at www.chp.gov.hk/en/features/102742.html) at any time in the preceding 14 days. Any person who does not comply with this requirement will be requested to stay in an isolated place for completing the voting procedures;
- (iv) every attendee will be required to wear a surgical face mask throughout the EGM. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks;
- (v) seating at the EGM will be arranged in a manner to allow for appropriate social distancing;
- (vi) no refreshments will be served and there will be no corporate gifts; and
- (vii) other measures may be revised by government bodies.

PRECAUTIONARY MEASURES FOR THE EGM

In the interest of all stakeholders' health and safety and consistent with recent guidelines for prevention and control of the COVID-19 Pandemic, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

The Company will closely monitor the development of the COVID-19 Pandemic and any regulations or measures introduced or to be introduced by the Hong Kong Government in relation to the COVID-19 Pandemic. The Company will ensure that the EGM will be conducted in compliance with the regulations or measures of the Hong Kong Government and Shareholders will not be deprived of their right of voting on the resolutions to be proposed at the EGM. Further announcements will be made by the Company as soon as possible if there is any update to the preventive measures as mentioned above.

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

"Announcements"	collectively, the announcements of the Company dated 8 November 2019, 30 December 2019, 23 December 2020, 15 March 2021, 9 April 2021, 16 April 2021, 23 April 2021, 6 May 2021, 18 May 2021 and 26 May 2021 in relation to the Proposed Restructuring
"Board"	the board of Directors
"Cayman Scheme"	the scheme of arrangement proposed to be made between the Company and the Creditors pursuant to section 86 of the Companies Act of the Cayman Islands
"CB Subscription Agreement"	the subscription agreement dated 23 December 2020 (as amended by the supplemental subscription Agreement dated 15 March 2021) and entered into between the Company and Subscribers in respect of the CB Subscriptions
"CB Subscriptions"	collectively, the First CB Subscription, the Second CB Subscription and the Third CB Subscription
"Circular"	the circular of the Company dated 19 March 2021 in relation to, among others, the Proposed Restructuring
"close associate(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Company"	China Oil Gangran Energy Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on GEM
"Convertible Bonds"	the convertible bonds in the aggregate principal amount of HK\$3,105,556.91 to be issued by the Company to the Subscribers pursuant to the CB Subscription Agreement
"Conversion Shares"	the new Shares to be allotted and issued under the Mandatory Conversion Mechanism
"COVID-19 Pandemic"	the Coronavirus (COVID-19) pandemic
"Creditors"	the creditor(s) of the Company under the Creditors' Schemes, which shall exclude the secured creditor of the Company
"Creditors' Schemes"	collectively, the Hong Kong Scheme and the Cayman Scheme
"Director(s)"	director(s) of the Company

"EGM"	the extraordinary general meeting of the Company to be convened and held to consider and approve, among other things, the Increase in Authorised Share Capital
"First CB Subscription"	the subscription of the convertible bonds for an aggregate principal amount of HK\$2,453,389.96 to be issued by the Company to the First Subscriber pursuant to the CB Subscription Agreement
"First Subscriber"	BAINENG Holdings Limited, a company incorporated in Hong Kong with limited liability
"First Subscription"	the subscription of the First Subscription Shares by the First Subscriber pursuant to the Subscription Agreement
"First Subscription Shares"	1,501,078,281 new Shares to be allotted and issued by the Company to the First Subscriber under the First Subscription
"Group"	the Company and its subsidiaries
"GEM"	GEM 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
"Hong Kong Scheme"	the proposed scheme of arrangement for the Company to be made between the Company and the Creditors under Part 13 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Increase in Authorised Share Capital"	the increase in the authorised share capital of the Company from HK\$8,000,000 divided into 2,000,000,000 Shares to HK\$40,000,000 divided into 10,000,000,000 Shares by the creation of an additional 8,000,000,000 new Shares
"Latest Practicable Date"	3 June 2021, being the latest practicable date prior to the despatch of this circular for ascertaining certain information referred to in this circular
"Mandatory Conversion Mechanism"	the automatic conversion of any part or all of the principal amount of the Convertible Bonds into Conversion Shares during the conversion period upon the exercise of any Outstanding Share Options under the Share Option Scheme for anti-dilution purpose

"Outstanding Share Options"	42,750,550 outstanding share options as at the Latest Practicable Date granted by the Company pursuant to the Share Option Scheme
"Proposed Restructuring"	the proposed capital / debt restructuring of the Group, which under current structure involving, among other things, the Subscriptions, the CB Subscriptions and the Creditors' Schemes
"Second CB Subscription"	the subscription of the convertible bonds for an aggregate principal amount of HK\$533,224.12 to be issued by the Company to the Second Subscriber pursuant to the CB Subscription Agreement
"Second Subscriber"	Richmax Investment (H.K.) Limited, a company incorporated in Hong Kong with limited liability
"Second Subscription"	the subscription of the Second Subscription Shares by the Second Subscriber pursuant to the Subscription Agreement
"Second Subscription Shares"	326,247,014 new Shares to be allotted and issued by the Company to the Second Subscriber under the Second Subscription
"SFC"	the Securities and Futures Commission of Hong Kong
"Share Option Scheme"	the share option scheme adopted by the Company on 27 April 2011
"Share(s)"	ordinary share(s) of HK\$0.004 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscribers"	collectively, the First Subscriber, the Second Subscriber and the Third Subscriber
"Subscriptions"	collectively, the First Subscription, the Second Subscription and the Third Subscription
"Subscription Agreement"	the subscription agreement dated 23 December 2020 (as amended by the supplemental subscription agreement dated 15 March 2021) and entered into between the Company and Subscribers in respect of the Subscriptions
"Subscription Shares"	collectively, the First Subscription Shares, the Second Subscription Shares and the Third Subscription Shares

"Third CB Subscription"	the subscription of the convertible bonds for an aggregate principal amount of HK\$118,942.83 to be issued by the Company to the Third Subscriber pursuant to the CB Subscription Agreement
"Third Subscriber"	New Origins International Limited, a company incorporated in the British Virgin Islands with limited liability
"Third Subscription"	the subscription of the Third Subscription Shares by the Third Subscriber pursuant to the Subscription Agreement
"Third Subscription Shares"	72,773,795 new Shares to be allotted and issued by the Company to the Third Subscriber under the Third Subscription
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.



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. Rong Changjun (duties suspended) Mr. Zhang Wenrong (duties suspended) Mr. Yuan Beisheng (duties suspended) Mr. Yeung Shing Wai Mr. Chen Tian Gang Mr. Li Shu Wang Mr. Zhang Shao Wu

Independent non-executive Directors: Mr. Chu Kin Ming Mr. Chiam Tat Yiu Mr. Chan Wai Cheung Admiral Mr. Cha Ho Wa Registered office: Cricket Square, Hutchins Drive PO Box 2681, Grand Cayman KY1-1111 Cayman Islands

Principal place of business in Hong Kong:Flat O, 10/F.Yue Cheung Centre1-3 Wong Chuk Yeung StreetFo Tan, New TerritoriesHong Kong

5 June 2021

To the Shareholders

Dear Sir or Madam,

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

References is made to the announcement of the Company dated 3 June 2021 in relation to the Increase in Authorised Share Capital.

The purpose of this circular is to provide you with among other things, (i) further details of the Increase in Authorised Share Capital; and (ii) a notice convening the EGM.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the existing authorised share capital of the Company is HK\$8,000,000 divided into 2,000,000,000 Shares, of which 380,019,818 Shares were in issue and there are 42,750,550 outstanding share options granted by the Company pursuant to the Share Option Scheme, which in aggregate confer holders thereof the rights to subscribe for an aggregate of 42,750,550 Shares.

The Board proposes to increase the authorised share capital of the Company from HK\$8,000,000 divided into 2,000,000,000 Shares to HK\$40,000,000 divided into 10,000,000,000 Shares by the creation of an additional 8,000,000,000 new Shares. The new Shares shall rank pari passu with the existing Shares in all respects upon issue.

Reasons for the Increase in Authorised Share Capital

Reference is made to the Announcements and the Circular. As set out in the Circular, the Proposed Restructuring involves the Subscriptions, the CB Subscriptions and the Creditors' Schemes. Under the Subscriptions, an aggregate of 1,900,099,090 Subscription Shares (as to 1,501,078,281 Subscription Shares by the First Subscriber, 326,247,014 Subscription Shares by the Second Subscriber and 72,773,795 Subscription Shares by the Third Subscriber) will be allotted and issued by the Company to the Subscribers in accordance with the terms of the Subscription Agreement.

Under the CB Subscriptions, the Convertible Bonds in the aggregate principal amount of HK\$3,105,556.91 (as to HK\$2,453,389.96 to the First Subscriber, HK\$533,224.12 to the Second Subscriber and HK\$118,942.83 to the Third Subscriber) will be issued by the Company to the Subscribers in accordance with the terms of the CB Subscription Agreement. Pursuant to the Mandatory Conversion Mechanism, as at the Latest Practicable Date, a maximum number of 90,251,650 Conversion Shares (as to 71,298,804 Conversion Shares by the First Subscriber, 15,496,208 Conversion Shares by the Second Subscriber and 3,456,638 Conversion Shares by the Third Subscriber) (subject to public float requirement) will be allotted and issued by the Company to the Subscribers.

Under the Creditors' Schemes, the Company will allot and issue 253,346,545 Creditors' Shares for the benefit of the Creditors. The Creditors' Shares will be issued by the Company to a scheme company, being a special purpose vehicle held and controlled by the scheme administrators, or such other nominee(s) for distribution to the Creditors subject to adjudication.

The Board proposes to increase the authorised share capital in order to ensure that the Company has sufficient authorised but unissued share capital for allotment and issue of 1,900,099,090 Subscription Shares under the Subscriptions, 90,251,650 Conversion Shares under the CB Subscriptions and 253,346,545 Creditors Shares under the Creditors' Schemes, as well as to accommodate future expansion and growth of the Group and to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary.

EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Increase in Authorised Share Capital and the transactions contemplated thereunder.

A notice convening the EGM to be held at 10:00 a.m. on Tuesday, 22 June 2021 at R1, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 9 to 11 of this circular for the purpose of considering and, if thought fit, passing the resolution set out therein.

Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding the EGM (i.e. Sunday, 20 June 2021 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Creditors (including Mr. Zou Donghai, Dr. Zheng Jian Peng, Dr. Ho Chun Kit Gregory and Mr. Zou Deliang) and their close associates; (ii) the Subscribers and their close associates; and (iii) those who are required to abstain from voting under the GEM Listing Rules, will be required to abstain from voting on the resolutions to approve the Increase in Authorised Share Capital. Save as disclosed above, none of the Shareholders will be required to abstain from voting at the EGM in respect of the resolution relating to the Increase in Authorised Share Capital.

None of the Directors hold any Shares or has any material interest in the Increase in Authorised Share Capital. As such, none of the Directors are required to abstain from voting on the resolutions of the Board in respect of the Increase in Authorised Share Capital.

The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

RECOMMENDATION

The Board considers that the Increase in Authorised Share Capital are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution approving the Increase in Authorised Share Capital as set out in the notice of the EGM.

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.

Yours faithfully, China Oil Gangran Energy Group Holdings Limited Yeung Shing Wai Executive Director



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 (the "**Meeting**") of China Oil Gangran Energy Group Holdings Limited (the "**Company**") will be held at R1, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 22 June 2021 at 10:00 a.m. to consider and, if thought fit, pass with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

1. **"THAT**

- (a) the authorised share capital of the Company be increased from HK\$8,000,000 divided into 2,000,000,000 ordinary shares (the "Share(s)") of HK\$0.004 each to HK\$40,000,000 divided into 10,000,000,000 Shares by the creation of an additional 8,000,000,000 new Shares (the "Increase in Authorised Share Capital"); and
- (b) any director of the Company be and is hereby authorised to do all such acts and things and execute all such documents which he considers 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."

By order of the Board China Oil Gangran Energy Group Holdings Limited Yeung Shing Wai Executive Director

Hong Kong, 5 June 2021

Registered office: Cricket Square, Hutchins Drive PO Box 2681, Grand Cayman KY1-1111, Cayman Islands Principal place of business in Hong Kong:Flat O, 10/F.Yue Cheung Centre1-3 Wong Chuk Yeung StreetFo Tan, New TerritoriesHong Kong

NOTICE OF EGM

Notes:

- 1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
- 2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- 3. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than Sunday, 20 June 2021 at 10:00 a.m. (Hong Kong time).
- 4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 5. Where there are joint holders of any share, 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 thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 6. The voting at the Meeting shall be taken by way of poll.

- 7. Preventive measures at the EGM
 - (i) as a precautionary safety measure, seating at the EGM will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity for Shareholders to attend the EGM and seats will be allocated in a first come first serve basis;
 - (ii) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.5 degrees Celsius will be requested to stay in an isolated place for completing the voting procedures;
 - (iii) all Shareholders, proxies and other attendees are required to complete and submit at the entrance of the EGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or had physical contact with any person who to their best of knowledge has recently travelled to, any affected countries or areas outside Hong Kong (as per guidelines issued by the Hong Kong Government at www.chp.gov.hk/en/features/102742.html) at any time in the preceding 14 days. Any person who does not comply with this requirement will be requested to stay in an isolated place for completing the voting procedures;
 - (iv) every attendee will be required to wear a surgical face mask throughout the EGM. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks;
 - (v) seating at the EGM will be arranged in a manner to allow for appropriate social distancing;
 - (vi) no refreshments will be served and there will be no corporate gifts; and
 - (vii) other measures may be revised by government bodies.