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**CNPC (HONG KONG) LIMITED**

(incorporated in Bermuda with limited liability)

**中國(香港)石油有限公司\***

**(Stock Code: 0135)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of CNPC (Hong Kong) Limited (the “Company”) will be convened at Bowen Room, 7/F., Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 20 October 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:-

**“THAT:**

- (i) the transactions contemplated under the Acquisition Agreement (as defined in the circular of the Company dated 2 October 2009 (the “Circular”)) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purposes) be and are hereby generally and unconditionally approved; and
- (ii) any one director (if execution under the common seal of the Company is required, any two directors) of the Company be and is/ are hereby authorised for and on behalf of the Company to sign, and where required, to affix the common seal of the Company to any documents, instruments or agreements, and to do any acts and things deemed by him to be necessary or expedient in order to give effect to the Zhongyou Zhongtai Acquisition.”

By Order of the Board

**Lau Hak Woon**

*Company Secretary*

Hong Kong, 2 October 2009

*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/ her stead. A proxy need not be a member of the Company. **Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.**
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 of such power of attorney or authority, must be deposited at the Company's principal office at Rooms 3907 - 3910, 39th Floor, 118 Connaught Road West, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. The form of proxy must be completed strictly in accordance with the instructions set out therein.
3. CNPC (as defined in the Circular) and its associates will abstain from voting in respect of the resolution proposed at the SGM.
4. Unless otherwise defined, terms use in this notice shall have the same meanings as those defined in the Circular.

*As at the date of this notice, the board of directors of the Company comprises Mr. Li Hualin as Chairman, Mr. Zhang Bowen as the Chief Executive Officer, Mr. Cheng Cheng as Executive Director and Dr. Lau Wah Sum, Mr. Li Kwok Sing Aubrey and Dr. Liu Xiao Feng as Independent Non-Executive Directors.*

\* *For identification only*