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# 延長石油國際有限公司

**YANCHANG PETROLEUM INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00346)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Yanchang Petroleum International Limited (the “**Company**”) will be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 12 October 2012 at 3:30 p.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:

### **ORDINARY RESOLUTION**

“**THAT:**

subject to the fulfillment of the terms and conditions set out in the subscription agreement dated 1 September 2012 (the “**Subscription Agreement**”) entered into between the Company and Shaanxi Yanchang Petroleum (Group) Co., Limited (“**Yanchang Petroleum**”) (a copy of the Subscription Agreement having been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) in respect of the subscription of 1,300,000,000 shares of HK\$0.02 each in the share capital of the Company (the “**Subscription Shares**”) at a subscription price of HK\$0.51 per Subscription Share:

- (i) the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) the subscription for the Subscription Shares by Yanchang Petroleum be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the Subscription Shares pursuant to the terms of the Subscription Agreement; and

(iii) any one Director be and is hereby authorised for and on behalf of the Company 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 Subscription Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**Yanchang Petroleum International Limited**  
**Zhang Kaiyong**  
*Chairman*

Hong Kong, 25 September 2012

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place  
of Business in Hong Kong:*  
Suite 1512  
15th Floor  
One Pacific Place  
88 Queensway  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the SGM.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the SGM.

***Executive Directors:***

Mr. Zhang Kaiyong (*Chairman*)  
Dr. William Rakotoarisaina (*Vice Chairman*)  
Mr. Ren Yansheng (*Chief Executive Officer*)  
Mr. Hui Bo (*Vice President*)  
Mr. Shen Hao  
Mr. Feng Da Wei  
Mr. Yang Jie  
Mr. To Kwan

***Independent Non-Executive Directors:***

Mr. Ng Wing Ka  
Mr. Leung Ting Yuk  
Mr. Sun Liming