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*This announcement, for which the directors of Shandong Molong Petroleum Machinery Company Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange for the purpose of giving information with regard to Shandong Molong Petroleum Machinery Company Limited. The directors of Shandong Molong Petroleum Machinery Company Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*



**山東墨龍石油機械股份有限公司**

Shandong Molong Petroleum Machinery Company Limited \*

*(a Sino-foreign joint stock limited company incorporated in the People’s Republic of China with limited liability)*

**(Stock Code: 8261)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Shandong Molong Petroleum Machinery Company Limited (the “**Company**”) will be convened and held at 9:00 a.m. on Friday, 30 December 2005 at No. 99 Beihai Road, Shouguang City, Shandong Province, the People’s Republic of China (the “**PRC**”), for the purpose of considering and, if thought fit, approving the following special resolution:

**“THAT:**

- (a) the proposed listing of the H shares (the “**H Shares**”) of the Company on the Main Board (the “**Main Board**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Main Board Migration**”) and subject to the completion of the Main Board Migration, the proposed voluntary withdrawal of the listing of the H Shares from the Growth Enterprise Market of the Stock Exchange (the “**Voluntary Withdrawal**”) be and are hereby approved;
- (b) the amended articles of association of the Company (the “**Amended Articles**”) (a copy of which is produced to the meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification) which reflect the consequential amendments to the existing articles of association of the Company as a result of the Main Board Migration (subject to further amendments (if any) being made to the same articles of association by the directors of the Company (the “**Directors**”) as authorised by the shareholders of the Company), be and are hereby adopted as the articles of association

of the Company in substitution for and to the exclusion of the existing articles of association of the Company, with effect from the date of listing of the H Shares on the Main Board. The details of the amendments set out in the Amended Articles are as follows:

- (i) the first paragraph of Article 6 of the existing articles of association of the Company shall be deleted in its entirety and replaced by the following:

“The Articles of Association will become effective on the date of listing of the H Shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Stock Exchange**”); and

- (ii) Article 44(2) of the existing articles of association of the Company shall be deleted in its entirety and replaced by the following:

“(2) the instrument of transfer involves only overseas listed foreign shares listed on the Main Board of the Stock Exchange”; and

- (c) the Directors be and are hereby authorised to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Main Board Migration and/or the Voluntary Withdrawal, and the transactions contemplated thereunder, with such changes as the Directors may consider necessary desirable or expedient, which include but are not limited to:

- (i) setting up a board committee comprising of any two Directors to handle and decide on matters relating to the Main Board Migration and/or the Voluntary Withdrawal;
- (ii) amending the Amended Articles further, as the Directors may deem appropriate and necessary;
- (iii) filing or registering the Amended Articles (subject to further amendments (if any) being made to the same by the Directors as authorised by the shareholders of the Company) with the relevant approval authorities of the PRC and Hong Kong, if required; and
- (iv) attending to and handling all other necessary procedures and registrations relating to or as a result of the Main Board Migration and/or the Voluntary Withdrawal.”

By Order of the Board  
**Shandong Molong Petroleum Machinery  
Company Limited**  
**Zhang En Rong**  
*Chairman*

14 November 2005  
Shandong, the PRC

*Notes:*

- (i) A shareholder who has the right to attend and vote at the EGM is entitled to appoint one proxy (or more) in writing to attend the EGM and vote on his behalf in accordance with the Company's Articles of Association. The proxy need not be a shareholder of the Company. Enclosed herewith a form of proxy for use in the meeting. In the case of joint registered holders, the proxy form may be signed by any joint registered holder. In the case that more than one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (ii) To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be delivered at the Company's H Share Registrars in Hong Kong, Tricor Investor Services Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong (in respect of the H Shares holders of the Company) and the Company's principal place of business at No.99 Beihai Road, Shouguang City, Shandong Province, PRC (in respect of domestic Shares holders) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (iii) Shareholders and their proxies attending the EGM shall produce their proof of identification.
- (iv) The register of members in Hong Kong will be closed from 30 November 2005 (Wednesday) to 30 December 2005 (Friday), both days inclusive, during which no transfer of shares will be effected. In order to be eligible to attend the EGM and to vote thereat as shareholders, all transfers of shares together with the relevant share certificates must be delivered at the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong no later than 4:00 pm on 29 November 2005 (Tuesday).
- (v) The holders of the Company's H Shares who intend to attend the EGM should return the reply slip to Company's H Share Registrars in Hong Kong, Tricor Investor Services Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong no later than 10 December 2005 (Saturday) by hand, by post, by telegraph or by fax to (852) 25283158.
- (vi) The holders of the Company's Domestic Shares who intend to attend the EGM should return the reply slip to Company's registered address at No. 99 Beihai Road, Shouguang City, Shandong Province, PRC no later than 10 December 2005 (Saturday) by hand, by post, by telegraph or by fax to 86-536-5100888.
- (vii) The EGM is expected not to exceed half a day, and all shareholders and proxies shall be responsible for their own travelling and accommodation expenses.
- (viii) Pursuant to Article 77 of the Company's Articles of Association, a poll may be demanded by the following persons:

"At any general meeting of shareholders, a resolution shall be decided on a show of hands unless a poll is demanded before or after any vote by show of hands by:

- (1) the chairman of the meeting;
- (2) at least two shareholders, who possess the right to vote, present in person or by proxy; or
- (3) any shareholder or shareholders present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all shareholders having the right to attend and vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution, that the resolution has been carried.

A demand for a poll may be withdrawn by the person who made the demand.”

As at the date of this announcement, the Board comprises:

**Executive Directors:**

Mr. Zhang En Rong

Mr. Zhang Yun San

Mr. Lin Fu Long

Mr. Xie Xin Cang

**Non-executive Directors:**

Mr. Chen Jian Xiong

Mr. Wang Ping

**Independent Non-executive Directors:**

Mr. Qin Xue Chang

Mr. Yan Yi Zhuang

Mr. Loke Yu alias Loke Hoi Lam

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*\* For identification purpose only*