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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 Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 21 December 2023 at 3:30 pm for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as the ordinary resolutions of the Company. Capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 1 December 2023, unless the context otherwise requires:

ORDINARY RESOLUTIONS

“THAT:

- (1) (a) the Supplemental Supply Agreement and the transactions and matters contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (b) the Revised Supply Annual Caps for the Continuing Connected Transactions contemplated under the Supplemental Supply Agreement for the three years ending 31 December 2025, being approximately RMB15,148 million, RMB25,857 million and RMB26,316 million, respectively be and are hereby approved, confirmed and ratified;
 - (c) any one director or the company secretary of the Company 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 Supplemental Supply Agreement and the transactions and matters contemplated thereunder; and
- (2) (a) the Sales Agreements and the transactions and matters contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the proposed annual caps for the Continuing Connected Transactions contemplated under the Sales Agreement in respect of the sale of refined oil and by-products (including chemical products) from Henan Yanchang to China Petroleum Yanchang for the three years ending 31 December 2026, being approximately RMB43.0 million, RMB43.0 million and RMB43.0 million, respectively be and are hereby approved, confirmed and ratified;
- (c) the proposed annual caps for the Continuing Connected Transactions contemplated under the Sales Agreement in respect of the sales of refined oil and by-products (including chemical products) from Henan Yanchang to Yanchang Shell Henan for the three years ending 31 December 2026, being approximately RMB172.0 million, RMB215.0 million and RMB258.0 million, respectively be and are hereby approved, confirmed and ratified; and
- (d) any one director or the company secretary of the Company 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 Sales Agreements and the transactions and matters contemplated thereunder.”

By order of the Board
Yanchang Petroleum International Limited
Mr. Feng Yinguo
Chairman

Hong Kong, 1 December 2023

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and Principal place of
business in Hong Kong:*
Room 3403, 34 Floor
Lee Garden One
33 Hysan Avenue
Causeway Bay
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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.
5. A form of proxy for use at the meeting is enclosed herewith.
6. The votes at the above-mentioned meeting will be taken by a poll.
7. For determining the entitlement to attend and vote at the SGM or any adjournment thereof, the record date is fixed on Friday, 15 December 2023. Shareholders whose names appear on the register of members of the Company at the close of business on the record date will be entitled to attend and vote at the SGM. In order to be entitled to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share register in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 15 December 2023.

As at the date of this notice, the Board consists of three executive directors, Mr. Feng Yinguo, Mr. Zhang Jianmin and Mr. Ding Jiasheng; one non-executive director, Mr. Sun Jian; and four independent non-executive directors, Mr. Ng Wing Ka, Mr. Leung Ting Yuk, Mr. Sun Liming and Dr. Mu Guodong.