

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.*

*This announcement is not an offer of securities for sale or the solicitation of an offer to buy securities in the United States or in any country or jurisdiction in which any such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such country or jurisdiction. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state or local securities laws. Any public offering of securities to be made in the United States will be made by means of a prospectus that will contain detailed information about the company making the offer and its management and financial statements. The Company has not registered and does not intend to register any of the Notes in the United States.*



**中油燃氣集團有限公司\***

CHINA OIL AND GAS GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 603)**

**SETTLEMENT OF THE OFFER TO PURCHASE FOR CASH  
ITS OUTSTANDING 4.7% SENIOR NOTES DUE 2026  
(ISIN: XS2328392951; COMMON CODE: 232839295)  
(THE “NOTES”)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the attached announcement of China Oil And Gas Group Limited (the “**Company**”) dated 5 February 2026 in relation to the settlement of the offer to purchase for cash of the Notes (the “**Announcement**”). All capitalised terms used herein shall have the same meanings as defined in the Announcement, unless otherwise defined.

The posting of the Announcement on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

The Announcement does not constitute a prospectus, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities.

The Announcement must not be regarded as an inducement to subscribe for or purchase any securities of the Company, and no such inducement is intended. No investment decision should be based on the information contained in the Announcement.

By Order of the Board  
**China Oil And Gas Group Limited**  
**Chan Yuen Ying, Stella**  
*Company Secretary*

Hong Kong, 5 February 2026

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Xu Tie-liang (Chairman and Chief Executive Officer), Ms. Guan Yijun, Mr. Gao Falian and Ms. Xu Ran; and three independent non-executive Directors, namely Ms. Liu Zhihong, Mr. Wang Guangtian and Mr. Yang Jie.*

\* *for identification purposes only*

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. No public offer of securities is to be made by the Company in the United States.*

**THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO THE UNITED STATES OR TO U.S. PERSONS OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OR IN OR INTO ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT.**



**中油燃氣集團有限公司\***

**CHINA OIL AND GAS GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**SETTLEMENT OF THE OFFER TO PURCHASE FOR CASH  
ITS OUTSTANDING 4.7% SENIOR NOTES DUE 2026  
(ISIN: XS2328392951; COMMON CODE: 232839295)  
(THE “NOTES”)**

References are made to the announcements of China Oil And Gas Group Limited (the “**Company**”) dated 27 January 2026 and 4 February 2026, in respect of the commencement and results of the Company’s offer to purchase for cash (collectively, the “**Announcements**”) for up to the Maximum Acceptance Amount of its outstanding 4.7% Senior Notes due 2026 (ISIN: XS2328392951) (the “**Offer**”).

Capitalized terms used in this announcement without definition shall have the same meanings ascribed to them in the Announcements, unless the context requires otherwise.

The Company has accepted and repurchased US\$271,795,000 in aggregate principal amount of the Notes. The accepted Notes are in the process of being cancelled. After the cancellation of the accepted Notes, US\$89,205,000 in aggregate principal amount of the Notes will remain outstanding.

This announcement, and all documents related to the Offer, are available on the Offer Website: <https://deals.is.kroll.com/chinaoilandgas>.

**THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE OFFER TO PURCHASE.**

***Dealer Managers***

**The Hongkong and Shanghai Banking Corporation Limited**

Level 17 HSBC Main Building  
1 Queen's Road Central Hong Kong  
Telephone: +852 2914 8278 (Hong Kong)  
+44 20 7992 6237 (London)  
Email: LM\_APAC@hsbc.com.hk

**Morgan Stanley & Co. International plc**

25 Cabot Square, Canary Wharf  
London E14 4QA  
United Kingdom  
Telephone: +44 20 7056 4984  
Email: asia\_gcm\_lm@morganstanley.com

***Information and Tender Agent***

**Kroll Issuer Services Limited**

**In London**

The News Building  
3 London Bridge Street  
London SE1 9SG  
United Kingdom  
Telephone: +44 20 7704 0880

**In Hong Kong**

3rd Floor, Three Pacific Place  
1 Queen's Road East  
Admiralty  
Hong Kong  
Telephone: +852 2281 0114

Email: chinaoilandgas@is.kroll.com

Offer Website: <https://deals.is.kroll.com/chinaoilandgas>

**China Oil And Gas Group Limited**

5 February 2026

\* *for identification purposes only*