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**中油港燃能源集團控股有限公司**

**CHINA OIL GANGRAN ENERGY GROUP HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Code: 8132**

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL AND  
PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
PROPOSED ADOPTION OF THE NEW MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

The Board proposes to (1) increase the authorised share capital of the Company from HK\$1,000,000 divided into 10,000,000,000 Shares to HK\$8,000,000 divided into 80,000,000,000 Shares by the creation of an additional 70,000,000,000 Shares, which shall rank pari passu in all respects with the existing Shares upon issuance; (2) make certain amendments to the memorandum and articles of association of the Company; and (3) adopt the new memorandum and articles of association of the Company.

The EGM will be held to consider, and if thought fit, pass the resolutions to approve, among other things, (1) the Increase in Authorised Share Capital; (2) the Amendments to the Memorandum and Articles of Association; and (3) the Adoption of the new Memorandum and Articles of Association.

A circular containing, among other things, details of (1) the Increase in Authorised Share Capital; (2) the Amendments to the Memorandum and Articles of Association; (3) the Adoption of the new Memorandum and Articles of Association; and (4) the notice convening the EGM, will be despatched to the Shareholders as soon as practicable.

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

The existing authorised share capital of the Company is HK\$1,000,000 divided into 10,000,000,000 shares of HK\$0.0001 each (the “Shares”).

In order to provide the Company with greater flexibility for future development, the Board proposes to increase the authorised share capital of the Company to HK\$8,000,000 divided into 80,000,000,000 Shares by the creation of an additional 70,000,000,000 Shares (“**Increase in Authorised Share Capital**”). Such new Shares shall rank pari passu in all respects with the existing Shares upon issuance.

The Increase in Authorised Share Capital is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of an ordinary resolution at an extraordinary general meeting of the Company (the “**EGM**”) to be convened.

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board also proposes to amend the memorandum and articles of association of the Company (“**Amendments to the Memorandum and Articles of Association**”) and to adopt the new memorandum and articles of association of the Company (“**Adoption of the New Memorandum and Articles of Association**”), subject to the approval by the Shareholders by way of special resolutions at the EGM, for the purpose of (i) reflecting the Increase in Authorised Share Capital; and (ii) conforming to the latest Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited and house-keeping purpose.

### **EGM**

The EGM will be convened and held to consider and, if thought fit, to approve, among other matters, (1) the Increase in Authorised Share Capital; (2) the Amendments to the Memorandum and Articles of Association; and (3) the Adoption of the New Memorandum and Articles of Association. A circular containing, among other matters, details of the aforesaid matters will be despatched to the Shareholders as soon as practicable.

By Order of the Board  
**China Oil Gangran Energy Group Holdings Limited**  
**Fok Joyce Sing Yan**  
*Company Secretary*

Hong Kong, 10 September 2015

*As at the date of this announcement, the Executive Directors are Mr. Zou Donghai, Mr. Rong Changjun, Mr. Zhang Xueming, Mr. Ho Chun Kit Gregory and Mr. Chan Lung Ming; and the Independent Non-Executive Directors are Ms. Eugenia Yang, Mr. Ng Ka Chung and Mr. Lau Sung Tat, Vincent.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (“GEM”) for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least seven (7) days from the date of its publication and is available for reference on the websites of the Company at [www.chinaoilgangran.com](http://www.chinaoilgangran.com) and <http://chinaoilgangran.todayir.com>.*