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**POLL RESULTS OF ANNUAL GENERAL MEETING,
RETIREMENT OF DIRECTORS,
APPOINTMENT OF DIRECTOR
AND
CHANGE OF MEMBERS OF COMMITTEES**

The Board announces that all resolutions proposed at the AGM held on 12 June 2018 were duly passed.

Mr. Zhu Yuan and Mr. Cheung Shing retired from office as executive Directors upon conclusion of the AGM. Mr. Zhu ceased to be a member of the Corporate Governance Committee. Mr. Cheung ceased to be a member of each of the Corporate Governance Committee, the Remuneration Committee and the Nomination Committee.

Mr. Liu Chunsun was appointed as an executive Director with effect from 12 June 2018. He has also been appointed as a member of each of the Nomination Committee and the Corporate Governance Committee with effect from 12 June 2018.

Ms. Guan Yijun, an executive Director, has been appointed as a member of the Remuneration Committee with effect from 12 June 2018.

POLL RESULTS OF ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of China Oil And Gas Group Limited (the “**Company**”) hereby announces that at the annual general meeting of the Company held on 12 June 2018 (the “**AGM**”), all resolutions proposed were duly passed by way of poll voting.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed and acted as the scrutineer for the purpose of vote-taking at the AGM.

The poll results are as follows:

Ordinary Resolutions		Number of Shares (%) (approximate %)	
		For	Against
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditor of the Company and its subsidiaries for the year ended 31 December 2017.	2,379,041,957 (100%)	0 (0%)
2.	(a) To re-elect Ms. Guan Yijun as Director.	2,371,961,957 (99.70%)	7,085,170 (0.30%)
	(b) To re-elect Mr. Yang Jie as Director.	2,372,107,127 (99.71%)	6,940,000 (0.29%)
	(c) To authorise the Directors to fix the Directors' remuneration.	2,379,039,317 (99.99%)	5,170 (negligible)
3.	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Directors to fix its remuneration.	2,379,047,127 (100%)	0 (0%)
4.	To distribute HK cent 0.35 per share out of the contributed surplus of the Company.	2,379,041,957 (99.99%)	5,170 (negligible)
5.	To grant a general mandate to the Directors to issue new shares in the Company.	2,130,665,589 (89.56%)	248,381,538 (10.44%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company.	2,379,047,127 (100%)	0 (0%)
7.	To extend the general mandate to issue new shares by adding the number of shares repurchased.	2,137,649,589 (89.85%)	241,397,538 (10.15%)
Special Resolutions		Number of Shares (%) (approximate %)	
		For	Against
8.	To amend the existing bye-laws of the Company in the manner as set out in resolution numbered 8 of the notice of the annual general meeting.	2,372,033,317 (99.71%)	7,006,000 (0.29%)
9.	Conditional upon resolution numbered 8 being passed, to adopt the amended and restated bye-laws of the Company.	2,378,973,317 (99.99%)	66,000 (negligible)

As majority of the votes were cast in favour of each of the ordinary resolutions, all ordinary resolutions were duly passed.

As more than 75% of the votes were cast in favour of each of the special resolutions, all special resolutions were duly passed.

As at the date of the AGM, the total number of issued shares of the Company was 5,825,683,834 shares. After deduction of 578,609,221 shares of the Company held by the trustee for the purpose of the restricted share award scheme of the Company adopted on 4 November 2011, there were 5,247,074,613 shares of the Company entitling the shareholders of the Company to attend and vote on the resolutions at the AGM. There were no restrictions on any shareholders of the Company to cast votes on any of the proposed resolutions at the AGM.

RETIREMENT OF DIRECTORS

Reference was made to the announcement of the Company dated 27 March 2018 relating to the retirement of Mr. Zhu Yuan (“**Mr. Zhu**”) and Mr. Cheung Shing (“**Mr. Cheung**”) from the office of executive Directors and not offering themselves for re-election at the AGM as they would like to spend more time pursuing their own business. Therefore, Mr. Zhu and Mr. Cheung retired from office as executive Directors upon conclusion of the AGM. Following the retirement, Mr. Zhu ceased to be a member of the corporate governance committee of the Company (the “**Corporate Governance Committee**”) and Mr. Cheung ceased to be a member of each of the Corporate Governance Committee, the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company.

Each of Mr. Zhu and Mr. Cheung confirmed that, he has no disagreement with the Board, and there is no other matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF DIRECTOR

The Board is pleased to announce that Mr. Liu Chunsun (“**Mr. Liu**”) was appointed as an executive Director of the Company and a member of each of the Nomination Committee and the Corporate Governance Committee with effect from 12 June 2018.

Mr. Liu, aged 60, graduated from China University of Mining And Technology in 1987 and completed correspondence course at China University of Petroleum in 1996. He is a certified accountant. He is engaged in oil industry for 40 years and gas industry over 18 years. Since 2002, he joined China City Natural Gas Investment Group Co., Limited (中油中泰燃氣集團投資有限責任公司), a non-wholly owned subsidiary of the Company, served successively as deputy general manager of investment department, manager of financial division, assistant to general manager, vice president, director and chief member of remuneration and assessment committee. Mr. Liu has extensive investment and financial management experiences. Mr. Liu did not hold any directorships in any other listed public companies in the past three years.

Mr. Liu was not appointed for a specific length of service but he will be subject to retirement at the next general meeting after his appointment and thereafter subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Liu is entitled to a director’s fee at HK\$120,000 per

annum which is recommended by the Remuneration Committee and determined by the Board with reference to the prevailing market conditions.

Mr. Liu is interested in 2,200,000 share options granted under the share option scheme adopted by the Company on 23 November 2011, which carrying right to subscribe for 2,200,000 shares of the Company at the exercise price of HK\$0.46 per share. Save as disclosed herein, Mr. Liu does not have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong). Mr. Liu does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there are no other matters related to the above appointment of Director need to be brought to the attention of the shareholders of the Company or are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Guan Yijun, an executive Director, has been appointed as a member of the Remuneration Committee with effect from 12 June 2018 in place of Mr. Cheung.

The Board would like to take this opportunity to express its appreciation to Mr. Zhu and Mr. Cheung for their valuable contribution to the Company during their tenure in office and to extend its warmest welcome to Mr. Liu for joining the Board.

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

Hong Kong, 12 June 2018

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

** For identification purpose only*