



中國石油天然氣股份有限公司  
**PETROCHINA COMPANY LIMITED**

(a joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 857)

**NOTICE OF THE ANNUAL GENERAL MEETING FOR THE YEAR 2025**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of PetroChina Company Limited (the “**Company**”) for the year 2025 will be held at V-Continent Wuzhou Hotel, No. 8 North 4th Circle Middle Road, Chaoyang District, Beijing, the PRC on Tuesday, 9 June 2026 at 9 a.m. to consider, approve and authorize the following matters:

**ORDINARY RESOLUTIONS**

To consider and, if thought fit, to pass the following as ordinary resolutions:

*By way of non-cumulative voting:*

1. To consider and approve the resolution regarding the report of the board of directors of the Company (the “**Board**”) for the year 2025.
2. To consider and approve the resolution regarding the financial report of the Company for the year 2025.
3. To consider and approve the resolution regarding the profit distribution plan of the Company for the year 2025.
4. To consider and approve the resolution regarding the authorization to the Board to determine the 2026 interim profit distribution plan of the Company.

**SPECIAL RESOLUTIONS**

To consider and, if thought fit, to pass the following as special resolutions:

*By way of non-cumulative voting:*

5. To consider and approve the unconditional granting of a general mandate to the Board to issue debt financing instruments of the Company:

“**THAT:**

- (a) the Board be and is hereby granted an unconditional general mandate to determine and deal with the issue of debt financing instruments of the Company in outstanding balance amount of up to RMB50 billion (or if issued in foreign currency, equivalent to the middle exchange rate announced by the People's Bank of China on the date of issue), upon such terms and conditions to be determined by the Board;
- (b) the Board be and is hereby authorized to determine the category, specific types, specific terms, conditions and other matters in respect of the issue of such instruments, including but not limited

to the issue size, actual total amount, currency, issue methods, issue prices, coupon rates or methods of determining the coupon rates, venue of issuance, timing of issuance, term of issuance, whether to issue in tranches and the number of tranches, whether any terms for repurchase and redemption will be in place and detailed arrangements, rating arrangements, guarantee, schedule of repayment of the principal and the interests, specific arrangements in relation to use of proceeds as approved by the general meeting, specific placing arrangements and underwriting arrangements;

- (c) the Board be and is hereby authorized to take actions and steps as it may consider necessary or supplementary in connection with the issue of such debt financing instruments (including but not limited to engaging professional agencies, handling issues on approval, registration, filing and other procedures in connection with the issue from the relevant authorities on behalf of the Company, signing all necessary legal documents for the issue, appointing the bond trustee in connection with the issue, determining the rules for meetings of the bond holders and handling other relevant issues on issue and trading activities);
- (d) where the Board has already taken actions and steps with respect to the issue of such debt financing instruments, such actions and steps be and are hereby approved, confirmed and ratified;
- (e) the Board be and is hereby authorized to make corresponding changes to the plan of such issuance based on opinions of the regulatory authorities or the market conditions by then in accordance with the authorization granted at the general meeting when there is any change on the policies or when there are changes on the market conditions, save for issues which are subject to further approval at the general meeting as required by the relevant laws, regulations and the Articles of Association;
- (f) the Board be and is hereby authorized to determine and deal with relevant issues in connection with the listing of such debt financing instruments after the issue of such debt financing instruments;
- (g) in the event the Company issues such instrument and would expect to fail to pay the principal or coupon interests of such instrument on schedule or fail to pay the principal and coupon interests on the due date during the subsistence of such instrument, the Board shall be authorized to determine not to distribute profits to the shareholders of the Company as protection measures for repayment of debts as required under the relevant laws and regulations;
- (h) the Board be and is hereby authorized to further authorize the chairman of the Board and/or a Director designated by the chairman of the Board to exercise all such power granted to the Board by reference to the specific needs of the Company and other market conditions, subject to the approval and authorization of sub-paragraphs (b) to (g) of this resolution at the annual general meeting;
- (i) for the purpose of information disclosure, the secretary to the Board is authorized to approve, sign and deliver relevant announcements, notice of the general meeting, circulars and other documents pursuant to the applicable listing rules of the stock exchanges on which the shares of the Company are listed;
- (j) the period of the issuance of debt financing instruments commences from the passing of the mandate at this annual general meeting and ends on the 2026 annual general meeting of the Company.”

## **ORDINARY RESOLUTIONS**

To consider and, if thought fit, to pass the following as ordinary resolutions:

*By way of non-cumulative voting:*

6. To consider and approve the resolution regarding the guarantee scheme of the Company for the year 2026.

7. To consider and approve the appointment of KPMG Huazhen LLP and KPMG as the domestic and international auditors of the Company for the year 2026 and to authorize the Board to determine their remuneration.

8. To consider and approve the following resolution in respect of continuing connected transactions:

"**THAT**, as set out in the circular dated 23 April 2026 issued by the Company to its shareholders (the "**Circular**"): the new comprehensive agreement entered into between the Company and China National Petroleum Corporation (中國石油天然氣集團有限公司) on 27 March 2026 (the "**New Comprehensive Agreement**") be and is hereby approved, ratified and confirmed; and the chief financial officer of the Company be and is hereby authorized to make any amendment to the New Comprehensive Agreement as he/she thinks desirable and necessary and to do all such further acts and things and execute such further documents and take all such steps which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transaction; and the non-exempted continuing connected transactions under the New Comprehensive Agreement and their proposed annual caps, which will be in the ordinary and usual course of business of the Company and its subsidiaries, as the case may be, and to be conducted on normal commercial terms, be and are hereby approved."

9. To consider and approve the following resolution in respect of continuing connected transactions:

"**THAT**, as set out in the Circular: the new financial services agreement entered into between the Company and China Petroleum Finance Company Limited (中油財務有限責任公司) on 27 March 2026 (the "**New Financial Services Agreement**") be and is hereby approved, ratified and confirmed; and the chief financial officer of the Company be and is hereby authorized to make any amendment to the New Financial Services Agreement as he/she thinks desirable and necessary and to do all such further acts and things and execute such further documents and take all such steps which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transaction; and the transactions under the New Financial Services Agreement and their proposed annual caps, which will be in the ordinary and usual course of business of the Company and its subsidiaries, as the case may be, and to be conducted on normal commercial terms, be and are hereby approved."

*By way of cumulative voting:*

10. The resolutions regarding the election of the Company's Directors:

10.1 To consider and approve the resolution regarding the election of Mr. Dai Houliang as the Company's Director.

10.2 To consider and approve the resolution regarding the election of Mr. Zhou Xinhui as the Company's Director.

10.3 To consider and approve the resolution regarding the election of Mr. Duan Liangwei as the Company's Director.

10.4 To consider and approve the resolution regarding the election of Mr. Zhou Song as the Company's Director.

10.5 To consider and approve the resolution regarding the election of Mr. Ren Lixin as the Company's Director.

10.6 To consider and approve the resolution regarding the election of Mr. Xie Jun as the Company's Director.

10.7 To consider and approve the resolution regarding the election of Mr. Zhang Daowei as the Company's Director.

10.8 To consider and approve the resolution regarding the election of Mr. Song Dayong as the Company's Director.

11. The resolutions regarding the election of the Company's independent non-executive Directors:
- 11.1 To consider and approve the resolution regarding the election of Mr. Ho Kevin King Lun as the Company's independent non-executive Director.
  - 11.2 To consider and approve the resolution regarding the election of Mr. Yan, Andrew Y as the Company's independent non-executive Director.
  - 11.3 To consider and approve the resolution regarding the election of Ms. Liu Xiaolei as the Company's independent non-executive Director.
  - 11.4 To consider and approve the resolution regarding the election of Mr. Zhang Yuxin as the Company's independent non-executive Director.
  - 11.5 To consider and approve the resolution regarding the election of Mr. Ng Kar Ling Johnny as the Company's independent non-executive Director.

By order of the Board  
**PetroChina Company Limited**  
Company Secretary  
**WANG Hua**

Beijing, the PRC  
23 April 2026

*Notes:*

1. **Important: You should first review the 2025 annual report of the Company before appointing a proxy. The 2025 annual report will include the ordinary resolutions 1 to 3 above for review by the shareholders.**
2. The register of members of H shares of the Company will be closed from Thursday, 4 June 2026 to Tuesday, 9 June 2026 (both days inclusive), during which time no share transfers of H shares will be effected. In order to qualify for attending and voting at the annual general meeting of the Company, holders of H shares must lodge all transfer documents together with the relevant share certificates at Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration at or before 4:30 p.m. on Wednesday, 3 June 2026. Holders of the Company's H shares whose names appear on the register of members of the Company on Monday, 8 June 2026 are entitled to attend and vote in respect of all resolutions to be proposed at the annual general meeting of the Company.  
  
The address of the share registrar of the Company's H Shares is:  
  
Computershare Hong Kong Investor Services Limited  
Shops 1712–1716,  
17/F, Hopewell Centre,  
183 Queen's Road East,  
Wanchai,  
Hong Kong
3. Each shareholder who is entitled to attend and vote at the annual general meeting of the Company may appoint one or more proxies to attend and vote on his/her/its behalf at the annual general meeting of the Company. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should first review the 2025 annual report of the Company.
4. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.

5. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a legal person, either under seal or under the hand of a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized. To be valid, for holders of A Shares, the notarized power of attorney or other document of authorization, and the proxy form must be delivered to the Board of Directors Office (Address: Room 0612, Block C, PetroChina Building, No.9 Dongzhimen North Street, Dongcheng District, Beijing, the PRC (Postal code: 100007)) not less than 24 hours before the time appointed for the holding of the annual general meeting of the Company for the year 2025 (i.e., by no later than 9 a.m. on Monday, 8 June 2026) personally, by mail, by email (ir@petrochina.com.cn) or by fax (fax number: (8610) 6209 9557). To be valid, for holders of H shares, the above documents must be delivered to Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) within the same period.
6. The completed and signed reply slip accompanying each notice of annual general meeting of the Company should be delivered to Board of Directors Office for holders of A shares at Room 0612, Block C, PetroChina Building, No.9 Dongzhimen North Street, Dongcheng District, Beijing, the PRC (Postal code: 100007) on or before 4:30 p.m. on Tuesday, 19 May 2026 personally, by mail, by email (ir@petrochina.com.cn) or by fax (fax number: (8610) 6209 9557); to Computershare Hong Kong Investor Services Limited for holders of H shares at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong within the same period.
7. This annual general meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this annual general meeting are responsible for their own transportation and accommodation expenses.
8. The address of the Board of Directors Office is as follows:

Room 0612, Block C, PetroChina Building  
No.9 Dongzhimen North Street,  
Dongcheng District, Beijing, the PRC  
Postal code: 100007  
Tel: (8610) 5998 2622  
Fax: (8610) 6209 9557  
Email Address: ir@petrochina.com.cn
9. *As at the date of this notice, the Board comprises Mr. Dai Houliang as Chairman; Mr. Zhou Xinhuai as Vice Chairman and non-executive Director; Mr. Duan Liangwei, Mr. Zhou Song and Mr. Xie Jun as non-executive Directors; Mr. Ren Lixin, Mr. Zhang Daowei and Mr. Song Dayong as executive Directors; and Mr. Jiang, Simon X., Mr. Ho Kevin King Lun, Mr. Yan, Andrew Y, Ms. Liu Xiaolei and Mr. Zhang Yuxin as independent non-executive Directors.*