
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shandong Molong Petroleum Machinery Company Limited*, you should at once hand this circular together with the enclosed form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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山東墨龍石油機械股份有限公司

Shandong Molong Petroleum Machinery Company Limited*

(A Sino-foreign joint venture limited by shares incorporated in the People's Republic of China)

(Stock Code: 568)

(1) PROPOSED ELECTION OF DIRECTOR AND (2) NOTICE OF THE EGM

Unless the context otherwise requires, capitalized terms used in this cover page have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular.

The notice of the EGM of the Company to be convened and held on Friday, 10 May 2024 at 2:00 p.m. at the Conference Room, 9/F, Building 19, Enterprise Headquarters Group, Shengcheng Street, Shouguang City, Shandong Province, the People's Republic of China is set out on pages 7 to 8 of this circular.

Shareholders who are entitled to attend and vote at the EGM can appoint one or more proxies to attend and vote on their behalf. Whether or not you are able to attend the EGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event by not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). In order to be valid, the proxy form for the EGM must be deposited by hand or post, for holders of H Shares of the Company, to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, and, for holders of A Shares of the Company, to the Company's registered address at No. 99 Xingshang Road, Gucheng Street, Shouguang City, Shandong Province for taking the poll. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM should you so wish.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following words have the following meanings:

“A Share(s)”	ordinary domestic share(s) listed on the Shenzhen Stock Exchange with a par value of RMB1.00 per share in the Company’s share capital and traded in RMB
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Company”	Shandong Molong Petroleum Machinery Company Limited* (山東墨龍石油機械股份有限公司)
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Conference Room, 9/F, Building 19, Enterprise Headquarters Group, Shengcheng Street, Shouguang City, Shandong Province, the People’s Republic of China at 2:00 p.m. on Friday, 10 May 2024, or any adjournment thereof, for the Shareholders to consider, and if thought fit, approve the proposed election of Director
“H Share(s)”	ordinary overseas listed foreign share(s) listed on the Hong Kong Stock Exchange with a par value of RMB1.00 per share in the Company’s share capital and traded in HKD
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	15 April 2024, that is, the latest practicable date of certain materials contained in this circular determined before its publication

DEFINITIONS

“PRC”	the People’s Republic of China, excluding Hong Kong, Macao Special Administrative Region of the PRC and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	shareholder(s) of the Company
“SZSE”	Shenzhen Stock Exchange

For ease of reference, the names of the PRC incorporated companies and entities have been included in this circular in both Chinese and English language. In the event of any inconsistency, the Chinese name shall prevail.

LETTER FROM THE BOARD



山東墨龍石油機械股份有限公司

Shandong Molong Petroleum Machinery Company Limited*

(A Sino-foreign joint venture limited by shares incorporated in the People's Republic of China)

(Stock Code: 568)

Executive Directors:

Mr. Yuan Rui (*Chairman*)

Mr. Yao You Ling

Mr. Zhao Xiao Tong

Non-Executive Directors:

Mr. Ding Yi

Ms. Zhang Min

Independent Non-Executive Directors:

Mr. Tang Qing Bin

Mr. Song Zhi Wang

Mr. Cai Zhong Jie

Registered Office:

No. 99 Xingshang Road

Gucheng Street

Shouguang City

Shandong Province

PRC

Principal place of business in Hong Kong:

5/F, Kam Sang Building

257 Des Voeux Road Central

Sheung Wan

Hong Kong

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED ELECTION OF DIRECTOR AND (2) NOTICE OF THE EGM

1. INTRODUCTION

The purpose of this circular is to give you notice of the EGM and to provide you with information regarding the resolution on the proposed election of Director to be proposed at the EGM so that you can vote for or against the resolution at the EGM. This circular gives all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

2. PROPOSED ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 18 April 2024 in relation to the proposed election of Mr. Han Gao Gui (“**Mr. Han**”) as an executive Director.

At the eleventh extraordinary meeting of the seventh session of the Board held on 18 April 2024, the Board resolved to propose the election of Mr. Han as an executive Director of the seventh session of the Board at the EGM. The proposed election of Mr. Han as an executive Director is subject to the approval of the Shareholders at the EGM.

LETTER FROM THE BOARD

Details of Mr. Han's biographical information are as follows:

Mr. Han Gao Gui, male, Han ethnicity, born in January 1974, aged 50, is a member of the Communist Party of China and holds a bachelor's degree. He has successively served as Secretary of the Discipline Inspection Committee, Deputy Secretary of the Party Working Committee, and Director of the People's Congress of Shouguang Gucheng Street; Director of Shouguang Social Governance Service Centre* (壽光市社會治理服務中心); Deputy Director of the Municipal Party Committee Office, Deputy Director of the Municipal Government Office of Shouguang City, Secretary of the Party Leadership Group, and Director of the Shouguang Municipal Public Complaints and Proposals Administration. He is current serving as a Party Committee member and Deputy General Manager of Shouguang Industrial Investment Holding Group Co., Ltd.* (壽光市產業投資控股集團有限公司).

According to the Company Law and the Articles of Association, Mr. Han's term of office shall commence from the date of approval at the EGM and end on the date of expiration of the term of office of the seventh session of the Board.

If Mr. Han is elected at the EGM, the Company will enter into a service contract with him. Mr. Han's remuneration (if any) will be determined by the Board at the recommendation of the remuneration committee of the Board, with reference to his responsibilities in the Company, his experience and qualifications, and the prevailing market remuneration level. The Company will make disclosure in relation to Mr. Han's remuneration in the annual report of the Company for the year ending 31 December 2024.

Save as disclosed above, as at the Latest Practicable Date, Mr. Han (i) did not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong); (ii) did not have any relationship with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has not held any other position in the Company and/or any of its subsidiaries; and (iv) has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there are no other matters relating to the proposed election of Mr. Han that need to be brought to the attention of the Shareholders, and there is no other information which is discloseable under Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

3. EGM

A notice on the EGM is set out on pages 7 to 8 of this circular. The Company will hold the EGM on Friday, 10 May 2024 at Conference Room, 9/F, Building 19, Enterprise Headquarters Group, Shengcheng Street, Shouguang City, Shandong Province, the People's Republic of China for the purpose of seeking Shareholders' approval for the relevant resolution on the proposed election of Director.

LETTER FROM THE BOARD

If you wish to appoint a proxy to attend the EGM, you must complete and return the accompanying proxy form in accordance with the instructions printed thereon. The proxy form should be returned to the registrar for H Shares of the Company, Tricor Investor Services Limited at the 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong; (for holders of H Shares), and to the Company's registered address at No. 99 Xingshang Road, Gucheng Street, Shouguang City, Shandong Province (for holders of A Shares) no later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM should you so wish.

In accordance with Rule 13.39 of the Hong Kong Listing Rules, except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolution(s) will be put to vote by way of poll at the EGM. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 7 May 2024 to Friday, 10 May 2024 (both days inclusive), during which period no share transfers will be effected. In order to qualify for attending and voting at the EGM, all instruments of transfer must be lodged with the registrar for H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 6 May 2024. The Company will publish specific announcement(s) on the Shenzhen Stock Exchange setting out details of the eligibility of holders of A Shares to attend the EGM.

5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors are of the view that all resolution(s) proposed for consideration and approval by the Shareholders at the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

Yours faithfully,
Shandong Molong Petroleum Machinery Company Ltd.*
Yuan Rui
Chairman

Shandong, the PRC, 18 April 2024

* *For identification purposes only*

NOTICE OF THE EGM



山東墨龍石油機械股份有限公司

Shandong Molong Petroleum Machinery Company Limited*

(A Sino-foreign joint venture limited by shares incorporated in the People's Republic of China)
(Stock Code: 568)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Shandong Molong Petroleum Machinery Company Limited (the “Company”) will be convened and held at 2:00 p.m. on Friday, 10 May 2024 at Conference Room, 9/F, Building 19, Enterprise Headquarters Group, Shengcheng Street, Shouguang City, Shandong Province, the People's Republic of China (the “PRC”), to consider and, if thought fit, approve the following resolution:

ORDINARY RESOLUTION

1. To consider, and if thought fit, approve the election of Mr. Han Gao Gui as an executive director of the seventh session of the board of directors of the Company.

By order of the Board
Shandong Molong Petroleum Machinery Company Limited*
Yuan Rui
Chairman

Shandong, the PRC
18 April 2024

* For identification purpose only

Notes:

- (A) The register of members of the Company for H Shares will be closed from Tuesday, 7 May 2024 to Friday, 10 May 2024 (both days inclusive), during which period no H Share transfer will be effected. In order to qualify for attending the EGM and voting, all instruments of transfer of H shares, accompanied by the relevant share certificates, must be lodged with the registrar for H Shares of the Company no later than 4:30 p.m. on Monday, 6 May 2024.

The address of the registrar for H Shares of the Company is as follows:

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road, Hong Kong

The Company will publish specific announcement on the Shenzhen Stock Exchange setting out details of the eligibility of holders of A Shares to attend the EGM.

- (B) The holders of H Shares whose names appear on the register of members of the Company at 4:30 pm on Monday, 6 May 2024 will be eligible to attend and vote at the EGM.

NOTICE OF THE EGM

- (C) A proxy form for the EGM is enclosed and such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited and the Company. Whether or not you intend to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares of the Company) not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the Proxy Form will not preclude you from attending the EGM and voting in person if you so wish.
- (D) If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his proof of identity and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person Shareholder attends the EGM, such legal representative should produce his/her proof of identity and valid documents evidencing his capacity as such legal representative. If a legal person Shareholder appoints a representative of a company other than its legal representative to attend the EGM, such representative should produce his proof of identity and an authorization instrument affixed with the seal of the legal person Shareholder and duly signed by its legal representative.
- (E) The EGM is expected to last for about one hour. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.

* *For identification purposes only*