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HK\$2,000,000,000 6.30 PER CENT. GUARANTEED BONDS DUE 2022

ISSUED BY

CHINA ENERGY RESERVE AND CHEMICALS GROUP

OVERSEAS COMPANY LIMITED

(incorporated in the British Virgin Islands with limited liability)

("2022 Bonds Issuer")

("2022 Bonds")

(Stock Code: 5503)

GUARANTEED BY



CHINA ENERGY RESERVE AND CHEMICALS GROUP

COMPANY LIMITED

中國國儲能源化工集團股份有限公司

(the "Guarantor" or the "Company")

(incorporated in the People's Republic of China with limited liability)

VOLUNTARY ANNOUNCEMENT

1. DEFINITIONS AND INTRODUCTION

Capitalised terms used but not otherwise defined herein shall have the meanings ascribed to them in the previous announcements issued by China Energy Reserve and Chemicals Group Holding Limited, the 2022 Bonds Issuer and the Company.

"**US\$150,000,000 Bonds**" means the US\$150,000,000 5.55% guaranteed bonds due 2018 issued by CERCG Capital.

2. LEGAL PROCEEDINGS IN RELATION TO US\$150,000,000 BONDS

2.1 On 31 January 2022, the Trustee commenced legal proceedings in the Court of First Instance of the High Court of the Hong Kong Special Administrative Region against CERCG Capital and the Company in respect of the US\$150,000,000 Bonds (the "**US\$150,000,000 Bonds Proceedings**").

2.2 CERCG Capital and the Company intend to defend their legal position and are taking legal advice in relation to the US\$150,000,000 Bonds Proceedings.

3. **UPDATE ON RESTRUCTURING PLAN**

The Company would like to inform Bondholders that the Company expects to present a further revised restructuring proposal on or before 30 April 2022. The further revised restructuring proposal will include details of the following proposals for the Bondholders' consideration:

- (a) partial payment of the principal amount of the Bonds as full and final settlement of any and all outstanding amounts due under the Bonds; and
- (b) exchange of the Bonds for shares or equity interests in a special purpose company holding certain assets.

4. **CHANGES TO THE BOARD AND SENIOR MANAGEMENT OF THE COMPANY**

4.1 The Company announces the following changes to its board of directors (the "**Board**") and senior management. These changes reflect the Company's commitment to the group restructuring.

4.2 As at the date of this notice, the directors of the Company are:

- (a) WANG Wenfa (王文法);
- (b) WANG Jinzhou (王进洲);
- (c) FAN Wenzheng (范文政);
- (d) TU Youcheng (涂祐诚);
- (e) GONG Hongyan (宫洪岩);
- (f) ZHOU Weijing (周伟京); and
- (g) YAN Chunhai (闫春海).

4.3 Mr MA Fenggang (马冯刚) ceased to be the Chairman of the Board (董事长) and the legal representative (法人) of the Company in January 2022 and Mr WANG Wenfa (王文法) was appointed as the new Chairman of the Board and the new legal representative of the Company in January 2022.

4.4 Mr CHEN Yiming (沈易明) ceased to be the Vice-Chairman of the Board (副董事长) in January 2022 and Mr GONG Hongyan (宫洪岩) was appointed as the new Vice-Chairman of the Board in January 2022.

4.5 Mr HUA Huiliang (滑会亮) ceased to be a member of the Board in January 2022.

4.6 Mr WANG Wenfa (王文法) has an undergraduate education background and has work experience in the energy sector. Since 2010, he has been serving in various senior

management and directorship positions of the Company and its subsidiaries. He has been serving as a member of the Safety Technical Committee of the Board since April 2019.

4.7 Mr WANG Jinzhou (王进洲) has a postgraduate education background and has senior management experience. He joined the Company in October 2014 and has served in various senior management positions of the Company and its subsidiaries. He has been serving as the Deputy General Manager of the Company since July 2021 and the Chairman of CERCG Capital Management Co., Ltd. since October 2021. He has also been serving as a director of the Company since January 2022.

4.8 Mr FAN Wenzheng (范文政) has an undergraduate education background and has work experience in the energy sector. Since February 2012, he has been serving in various senior management and directorship positions of the Company and its subsidiaries. From May 2020 to June 2021, he was the assistant officer of the Management Committee of the Company. He has been serving as a director of the Company since January 2022.

5. **CONTINUED SUSPENSION OF COUPON AND PRINCIPAL PAYMENTS**

The Issuers and the Company confirm that all interest and principal payments on the outstanding Bonds continue to be suspended pending further notice.

6. **TRUSTEE DISCLAIMER**

The Trustee takes no responsibility for the contents of this announcement.

7. **CONTINUED SUSPENSION OF TRADING**

Trading in the 2022 Bonds listed on The Stock Exchange of Hong Kong Limited has been suspended since 28 May 2018 and will continue to be suspended until further notice.

By Order of the Board
**CHINA ENERGY RESERVE AND
CHEMICALS GROUP OVERSEAS
COMPANY LIMITED**
Kwok Siu Mei
Director

By Order of the Board
**CHINA ENERGY RESERVE AND
CHEMICALS GROUP COMPANY
LIMITED**
中國國儲能源化工集團股份公司
WANG Wenfa
Chairman

Hong Kong, 14 February 2022

As at the date of this announcement, the directors of the 2022 Bonds Issuer are KWOK Siu Mei and DUAN Chongjun.

As at the date of this announcement, the directors of the Guarantor are WANG Wenfa, WANG Jinzhou, FAN Wenzheng, TU Youcheng, GONG Hongyan, ZHOU Weijing and YAN Chunhai.