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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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 stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 568)**

### **(1) PROPOSED APPOINTMENT OF AUDITOR AND (2) NOTICE OF THE EGM**

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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 5 of this circular.

The notice of the EGM of the Company to be convened and held on Thursday, 19 September 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 6 to 7 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 purposes only*

29 August 2024

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## DEFINITIONS

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*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)
“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 Thursday, 19 September 2024, or any adjournment thereof, for the Shareholders to consider, and if thought fit, approve the proposed appointment of auditor
“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”	26 August 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan region

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## DEFINITIONS

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“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.*

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## LETTER FROM THE BOARD

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

(Stock Code: 568)

*Executive Directors:*

Mr. Han Gao Gui (*Chairman*)

Mr. Yuan Rui

*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 APPOINTMENT OF AUDITOR

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 appointment of auditor 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 APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 29 August 2024 (the “**Announcement**”) in relation to amongst others, the resignation of auditor and proposed appointment of auditor.

\* For identification purpose only

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## LETTER FROM THE BOARD

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Pursuant to the “Administrative Measures for the Appointment of Accounting Firms by State-owned Enterprises and Listed Companies”\* (國有企業、上市公司選聘會計師事務所管理辦法) issued by the Ministry of Finance of the PRC, the State-owned Assets Supervision and Administration Commission of the State Council of the PRC and the China Securities Regulatory Commission, a state-owned enterprise shall in principle appoint the same accounting firm for no more than eight (8) consecutive years. As disclosed in the Announcement, the tenure of service of the Company’s original auditor, ShineWing Certified Public Accountants LLP (“**ShineWing**”) has exceeded the stipulated longest term for consecutive appointment of auditors. Hence, ShineWing has resigned as the auditor of the Company with effect from 29 August 2024.

Following the review and approval of the audit committee of the Company, the Board has resolved to propose the appointment of Grant Thornton Zhitong Certified Public Accountants LLP (“**Zhitong**”) as the financial report and internal control auditor of the Company for Shareholders’ approval at the EGM for a term up to the conclusion of the next annual general meeting of the Company (the “**Proposed Appointment of Auditor**”). The proposed annual audit fee of Zhitong is RMB1.43 million (inclusive of tax) in total, comprising financial report audit and review service fee in the sum of RMB1.03 million (inclusive of tax) and internal control audit fee in the sum of RMB400,000 (inclusive of tax).

The Proposed Appointment of Auditor is subject to Shareholders’ approval at the EGM.

### 3. EGM

A notice on the EGM is set out on pages 6 to 7 of this circular. The Company will hold the EGM on Thursday, 19 September 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 resolution on the Proposed Appointment of Auditor.

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.

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## LETTER FROM THE BOARD

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### 4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 13 September 2024 to Thursday, 19 September 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 Thursday, 12 September 2024. The Company will publish specific announcement(s) on the SZSE 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.

### 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 resolution(s) to be proposed at the EGM.

Yours faithfully,

**Shandong Molong Petroleum Machinery Company Ltd.\***

**Han Gao Gui**

*Chairman*

Shandong, the PRC, 29 August 2024

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## NOTICE OF EGM

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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 stock limited company incorporated in the People's Republic of China with limited liability)*

**(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 Thursday, 19 September 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 resolution on the change of audit firm for 2024 (i.e. proposed appointment of Grant Thornton Zhitong Certified Public Accountants LLP as the audit firm of the Company for 2024).

By order of the Board

**Shandong Molong Petroleum Machinery Company Limited\***

**Han Gao Gui**

*Chairman*

Shandong, the PRC

29 August 2024

\* For identification purposes only



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## NOTICE OF EGM

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*Notes:*

- (A) The register of members of the Company for H Shares will be closed from Friday, 13 September 2024 to Thursday, 19 September 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 Thursday, 12 September 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 Thursday, 12 September 2024 will be eligible to attend and vote at 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.