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JUTAL

JUTAL OFFSHORE OIL SERVICES LIMITED

巨濤海洋石油服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03303)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Jutal Offshore Oil Services Limited (the “**Company**”) will be held at the meeting room of the Company on 10th Floor, Chiwan Petroleum Building, Shekou, Shenzhen, PRC on Friday, 18 January 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the master agreement dated 14 November 2018 (the “**Master Agreement**”) entered into between the Company, and Beijing Sanju Environmental Protection & New Materials Co., Ltd.* (北京三聚環保新材料股份有限公司) (“**Sanju**”), pursuant to which (i) Sanju, for itself and also as agent of its wholly-owned subsidiaries and Controlling companies, agrees to engage the Group to provide the services of (i) purifying and refining device project contracting* (淨化及煉化相關的工程承包); (ii) special equipment/facilities manufacturing* (專用設備或裝置製造); and (iii) project management and labor outsourcing services* (項目管理或提供勞務派遣等服務) (collectively referred to as the “**Company Services**”) for a term of 36 months from 1 January 2019 to 31 December 2021 (both days inclusive) (the “**CCT**”); and (ii) the Company agrees to engage Sanju to provide services of provision of products such as catalyst* (催化劑等物品的供貨), (the “**Sanju Service**”) for a term of 36 months from 1 January 2019 to 31 December 2021 (both days inclusive) (the “**Sanju CCT**”) (a copy of which has been produced to the meeting marked “A” and initiated by the chairman of the meeting for identification purpose), and all transactions namely (i) provision of Company Services by the Company; and (ii) obtaining of Sanju Service from Sanju contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified;

- (b) the annual caps of the CCT for the year ending 31 December 2019, the year ending 31 December 2020, and the year ending 31 December 2021 be and are hereby approved;
- (c) the annual cap of the Sanju CCT for the year ending 31 December 2019, the year ending 31 December 2020, and the year ending 31 December 2021 be and are hereby approved; and
- (d) the directors of the Company be and are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, deeds, agreements and instruments, to agree to such amendments, variations or extension to the Master Agreement and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, expedient or desirable to implement and/or to give effect to the Master Agreement (and the transactions contemplated thereunder) as they may in their discretion consider to be desirable and in the interests of the Company.”

By order of the Board
Jutal Offshore Oil Services Limited
Liu Lei
Chairman

Hong Kong, 31 December 2018

* *The English translation of Chinese names or words in this circular, where indicated, are included for information purposes only, and should not be regarded as the official English translation of such Chinese names or words.*

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. All proxies must be deposited with the Company’s share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the meeting.
2. Where a Shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or by his/her attorney duly authorised in writing. If a Shareholder is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

4. The Register of Members will be closed from 15 January 2019 to 18 January 2019 (both days inclusive). In order to be qualified to attend and vote at the extraordinary general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 14 January 2019.
5. Completion and return of the proxy form will not preclude members from attending and voting in person at the meeting or at any adjournment thereof (as the case may be) should they so wish, and in such event, such proxy form shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this announcement, the executive Directors are Mr. Liu Lei (Chairman), Mr. Wang Lishan, Mr. Lin Ke, Mr. Cao Yunsheng, Mr. Liu Yunian and Mr. Tang Hui; and the independent non-executive Directors are Mr. Su Yang, Mr. Zheng Yimin and Mr. Qi Daqing.