

Edgar Filing: PETROCHINA CO LTD - Form 6-K

PETROCHINA CO LTD  
Form 6-K  
August 14, 2007

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13A-16 OR 15D-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the month of August 2007

PETROCHINA COMPANY LIMITED

16 ANDELU, DONGCHENG DISTRICT  
BEIJING, THE PEOPLE'S REPUBLIC OF CHINA, 100011  
(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  Form 40-F   
--- ---

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No   
--- ---

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- ) -----

PetroChina Company Limited (the "Registrant") is furnishing under the cover of Form 6-K the Registrant's poll results of the extraordinary general meeting held on August 10, 2007.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Edgar Filing: PETROCHINA CO LTD - Form 6-K

(PETROCHINA COMPANY LOGO)  
(CHINESE CHARACTER)  
PETROCHINA COMPANY LIMITED

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

(Stock Code: 857)

POLL RESULTS  
OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON FRIDAY, 10 AUGUST 2007

At the extraordinary general meeting of PetroChina Company Limited held today, the special resolutions to approve the proposed A Share Issue and authorize the Board and its attorney to deal with matters in relation to the proposed A Share Issue and the listing of A Shares as more particularly described in the Circular (as defined below) were duly passed.

Reference is made to the announcement of PetroChina Company Limited (the 'Company ') dated 19 June 2007, the shareholders' circular of the Company (the 'Circular ') and the notice (the 'Notice ') of the Extraordinary General Meeting (the 'EGM ') of the Company both dated 25 June 2007 relating to the proposed A Share Issue and the authorization of the Board and its attorney to deal with matters in relation to the proposed A Share Issue and the listing of A Shares as more particularly described in the Circular. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF EGM

The Board is pleased to announce that the EGM was validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of the Company.

At the EGM held today, voting of the proposed special resolutions in relation to the proposed A Share Issue and authorization of the Board and its attorney to deal with matters in relation to the proposed A Share Issue and the listing of A Shares as set out in the Notice of the EGM and contained in the Circular ("Special Resolutions ') were taken on a poll.

1

The following Special Resolutions were duly passed by the Shareholders at the EGM and the poll results are as follows:

| Special Resolutions                                       | Number of votes cast and<br>total number of vo<br>-----<br>For |
|-----------------------------------------------------------|----------------------------------------------------------------|
| 1. 'THAT conditional upon the obtaining of approvals from | 166,238,545,610                                                |

## Edgar Filing: PETROCHINA CO LTD - Form 6-K

the CSRC and other relevant regulatory authorities, the allotment and issue of A Shares by the Company in the PRC by way of public offering of new A Shares and the following terms and conditions of the A Share Issue be and are hereby approved:

- (1) Class of shares, nominal value and place of listing: The Shares to be issued shall be ordinary shares subscribed for in RMB (A Shares). The nominal value shall be RMB1.00 each. The place of listing shall be the Shanghai Stock Exchange. The A Shares under the A Share Issue shall be listed Domestic Shares and, except as otherwise provided for in the relevant laws, administrative regulations, departmental rules and other regulatory documents and the Articles, holders of such A Shares shall be entitled to the same rights as the existing Shareholders of Domestic Shares and H Shares in all respects.
- (2) Total number of shares to be issued: Not more than 4 billion A Shares (inclusive of the A Shares to be issued under the over-allotment option). The final number of A Shares to be issued shall be determined by the Board pursuant to the authorization granted under this resolution after taking into account the PRC's securities market conditions and the Company's business development needs.

2

Number of votes cast and  
total number of vo

Special Resolutions

For

- 
- (3) Target subscribers: Individuals, entities and other institutions according to the PRC laws and regulations and other regulatory requirements that the Company is required to comply with.
  - (4) Method of issue: The proposed A Share Issue shall be conducted via a combination of placement through offline offering to investors subject to market consultation and placement through online subscription at the issue price.
  - (5) Basis for determining the issue price: The issue price for the A Share Issue will be determined

Edgar Filing: PETROCHINA CO LTD - Form 6-K

based on the prevailing conditions of the PRC securities market at the time when the A Share Issue takes place by way of market consultation.

- (6) Over-allotment option: The over-allotment option to be granted to the sponsor(s) of the A Share Issue shall not be more than 15% of the underwritten amount of A Shares of the A Share Issue.
- (7) Use of proceeds: The net proceeds from the A Share Issue, after deducting related expenses, will be used for the exploration and development of the Company's domestic petroleum and gas resources; the construction of the Company's large-scale refinery, petrochemical and gas pipeline projects; and the acquisition of overseas petroleum and gas resources.

3

| Special Resolutions                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Number of votes cast and<br>total number of votes | For |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|-----|
| -----                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |     |
| <ul style="list-style-type: none"> <li>(8) Distribution plan for the accumulated profit before the issue: The distributable profit of the Company before the A Share Issue shall be distributed to all new Shareholders under the A Share Issue and the existing Shareholders in proportion to their shareholding.</li> <li>(9) Validity period of this resolution: This resolution shall be effective for a period of 12 months from the date of the passing of this resolution."</li> </ul> |                                                   |     |
| -----                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |     |
| 2. 'THAT the Board and its attorney shall be and are authorized to deal with matters in relation to the A Share Issue and the listing of A Shares including but not limited to the following: <ul style="list-style-type: none"> <li>(1) to implement the proposals of the A Share Issue and the listing of A Shares in accordance with the laws and regulations of the PRC and relevant regulations prescribed by the securities regulatory department and this resolution;</li> </ul>       | 166,649,885,197                                   | 2   |

Edgar Filing: PETROCHINA CO LTD - Form 6-K

- (2) to determine the number of A Shares to be issued, issue price, method of issue, target subscribers, number of A Shares and the percentage of A Shares to be issued to the target subscribers, size of the over-allotment option and placing ratio, commencement and completion timing of the issue, timing of the listing and other matters relating to the A Share Issue and the listing of A Shares in accordance with this resolution and with reference to the status of the approval by the CSRC and conditions of the PRC securities market;

4

Number of votes cast and  
total number of votes

Special Resolutions

For

- (3) upon completion of the A Share Issue and the listing of A Shares, to amend articles 16 and 19 of the Articles in accordance with the specific circumstances regarding the issue, and to complete the relevant formalities such as for the registrations of amendments of registered capital and share registration with the Administration for Industry and Commerce;
- (4) to decide the respective monetary amount to be invested in different projects within the approved scope for use of proceeds;
- (5) to deal with the preparation work in relation to the A Share Issue and the listing of A Shares, including without limitation to apply to the relevant regulatory authorities and stock exchanges; to sign, execute and implement underwriting agreement, listing agreement, sponsors agreement and all necessary documents on behalf of the Company; and to determine and pay all related fees and expenses in connection with the A Share Issue;
- (6) to undertake or deal with all other necessary actions or matters in connection with the A Share Issue and the listing of the A Shares;

| Special Resolutions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Number of votes cast and<br>total number of vo<br>-----<br>For |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|
| <p>(7) the Board proposes to the Shareholders' meeting to approve the formation of a special Board committee comprising Mr. Jiang Jiemin (Director), Mr. Zhou Jiping (Director) and Mr Gong Huazhang (Director). Subject to the obtaining of the authorization as mentioned above, the Board be and is hereby authorized to further delegate its power as mentioned above to this special Board committee for implementation. The authorization shall be implemented by endorsement of any two of the members of the special Board committee. This special Board committee shall be formed from the date this resolution is approved at the Shareholders' meeting and will be dissolved on the listing date of the A Shares on the domestic stock exchange in connection with the A Share Issue; and</p> <p>(8) this authorization resolution shall be effective for a period of 12 months from the date of the passing of this resolution."</p> |                                                                |

At the date of the EGM:

- (1) The issued share capital of the Company and total number of Shares entitling the holders to attend and vote for or against the Special Resolutions set out in 1 and 2 above at the EGM: 179,020,977,818 Shares comprising 157,922,077,818 Domestic Shares and 21,098,900,000 H Shares.
- (2) Shareholders or proxies representing 178,861,193,857 Shares with voting rights, representing approximately 99.91% of the total issued share capital of the Company attended the EGM.
- (3) There were no Shares of the Company entitling the holders to attend and vote only against the resolutions at the EGM.
- (4) Hong Kong Registrars Limited, the Hong Kong share registrar of the Company, was appointed as scrutineer for the purpose of the poll taken at the EGM.

By the order of the Board  
PETROCHINA COMPANY LIMITED  
Li Huaiqi  
Secretary to the Board

Beijing, the PRC

Edgar Filing: PETROCHINA CO LTD - Form 6-K

10 August 2007

As at the date of this announcement, the Board of Directors comprises Mr. Jiang Jiemin as the Chairman; Mr. Duan Wende as the executive Director; Mr. Zheng Hu, Mr. Zhou Jiping, Mr. Wang Yilin, Mr. Zeng Yukang, Mr. Gong Huazhang and Mr. Jiang Fan as non-executive Directors; and Mr. Chee-Chen Tung, Mr. Liu Hongru and Mr. Franco Bernabe` as independent non-executive Directors.

6

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PetroChina Company Limited

Dated: August 14, 2007

By: /s/ Li Huaiqi

-----  
Name: Li Huaiqi

Title: Secretary to the Board