

Edgar Filing: PETROCHINA CO LTD - Form 6-K

PETROCHINA CO LTD
Form 6-K
May 16, 2008

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 May 2008

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 announcement with respect to its resolutions passed at the Annual General Meeting for the year 2007 and payment of the final dividend.

SIGNATURE

Edgar Filing: PETROCHINA CO LTD - Form 6-K

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

PetroChina Company Limited

Dated: May 16, 2008

By: /s/ Li Huaiki

Name: Li Huaiki

Title: Company Secretary

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.

(PETROCHINA COMPANY LIMITED 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)

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING FOR THE YEAR 2007 AND PAYMENT OF THE FINAL DIVIDEND

The Board of Directors announces that the Annual General Meeting was held in Beijing on 15 May 2008 and the resolutions as set out below were duly passed.

The Board of Directors also wishes to notify Shareholders of the details relating to the payment of the final dividend.

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING ("AGM")

References are made to the notice of the AGM and the circular (the "Circular") of PetroChina Company Limited (the "Company") in relation to, among other things, the amendments to the Articles of Association of the Company (the "Articles of Association"), the general mandate to issue new Shares, the adoption of the procedural rules and the re-election and the appointment of Directors and Supervisors dated 28 March 2008 and the supplemental notice of the AGM dated 17 April 2008, respectively. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular.

The board of directors (the "Board of Directors") of the Company is pleased to announce that the AGM of the Company for the year 2007 was held at Beijing Oriental Bay International Hotel, 26 Anwai Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China ("PRC"), on 15 May 2008.

The AGM was validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

At the AGM, the following resolutions were considered and approved by way of

Edgar Filing: PETROCHINA CO LTD - Form 6-K

poll, and the poll results of the votes are as follows:

RESOLUTIONS	NUMBER OF VOTES CAST AND PERCENTAGE TOTAL NUMBER OF VOTES CAST		
	FOR	AGAINST	ABSTAIN
1. As a special resolution, the amendments to the Articles of Association made in accordance with the Company Law of the PRC and the "Guidelines of Articles of Association for Listed Companies" issued by the China Securities Regulatory Commission and the authorization of the Chairman of the Company to make any amendment as he may consider necessary and appropriate to the Articles of Association.	164,954,228,326	13,294,100	2,285
2. Approve the Report of the Board of Directors of the Company for the year 2007.	164,463,484,721	1,822,200	6,709
3. Approve the Report of the Supervisory Committee of the Company for the year 2007.	164,460,466,221	1,810,900	6,766
4. Approve the Audited Financial Statements of the Company for the year 2007.	164,463,656,521	1,731,900	6,627
5. Approve the declaration and payment of the final dividends for the year ended 31 December 2007 in the amount and in the manner recommended by the Board of Directors.	164,973,211,733	1,467,500	195
6. Approve the authorisation of the Board of Directors to determine the distribution of interim dividends for the year 2008.	164,973,430,333	1,246,300	197
7. Approve the continuation of appointment of PricewaterhouseCoopers, Certified Public Accountants, as the international	164,972,323,733	2,159,000	391

Edgar Filing: PETROCHINA CO LTD - Form 6-K

auditors of the Company and PricewaterhouseCoopers Zhong Tian CPAs Company Limited, Certified Public Accountants, as the domestic auditors of the Company, for the year 2008 and to authorise the Board of Directors to fix their remuneration.

8(a)	Approve the election of Mr Jiang Jiemin as a Director of the Company.	164,959,626,513	79,896,350	456
8(b)	Approve the election of Mr Zhou Jiping as a Director of the Company.	164,959,789,913	79,686,650	502
8(c)	Approve the election of Mr Duan Wende as a Director of the Company. (Note)	Not applicable	Not applicable	appli
8(d)	Approve the election of Mr Wang Yilin as a Director of the Company.	164,959,611,513	79,612,550	754
8(e)	Approve the election of Mr Zeng Yukang as a Director of the Company.	164,959,652,613	79,646,750	679
8(f)	Approve the election of Mr Wang Fucheng as a Director of the Company.	164,959,610,613	79,688,750	679
8(g)	Approve the election of Mr Li Xinhua as a Director of the Company.	164,950,386,513	79,617,150	9,975
8(h)	Approve the election of Mr Liao Yongyuan as a Director of the Company.	164,950,131,213	79,625,250	10,222
8(i)	Approve the election of Mr Wang Guoliang as a Director of the Company.	164,950,069,213	79,693,750	10,215
8(j)	Approve the election of Mr Jiang Fan as a Director of the Company.	164,943,392,413	79,649,350	715
8(k)	Approve the election of Mr Chee-Chen Tung as an Independent Director of the Company.	164,956,269,013	66,785,550	702
8(l)	Approve the election of Mr Liu Hongru as an Independent Director of the Company.	165,019,333,363	4,553,200	670
8(m)	Approve the election of Mr Franco Bernabe as an Independent Director of the Company.	165,018,828,163	4,478,600	450
8(n)	Approve the election of Mr Li Yongwu as an Independent Director of the Company.	165,008,946,663	4,655,500	10,154

Edgar Filing: PETROCHINA CO LTD - Form 6-K

8(o)	Approve the election of Mr Cui Junhui as an Independent Director of the Company.	165,008,902,863	4,667,400	10,186
9(a)	Approve the election of Mr Chen Ming as a Supervisor of the Company.	165,315,035,342	4,185,400	10,167
9(b)	Approve the election of Mr Wen Qingshan as a Supervisor of the Company.	165,314,997,842	4,237,900	10,152
9(c)	Approve the election of Mr Sun Xianfeng as a Supervisor of the Company.	165,315,127,842	4,159,600	10,101
9(d)	Approve the election of Mr Yu Yibo as a Supervisor of the Company.	165,315,076,642	4,153,700	10,158
9(e)	Approve the election of Mr Wu Zhipan as an Independent Supervisor of the Company.	165,316,943,242	2,244,600	10,200
9(f)	Approve the election of Mr Li Yuan as an Independent Supervisor of the Company.	165,219,690,942	108,738,300	714
10.	As a special resolution, to grant a general mandate to the Board of Directors to separately or concurrently issue, allot and deal with additional domestic shares and overseas listed foreign shares in the Company not exceeding 20% of each of its existing domestic shares and overseas listed foreign shares of the Company in issue.	161,741,826,971	3,142,787,762	565
11.	As an ordinary resolution, to adopt the Rules and Procedures of Shareholders' General Meeting of the Company.	164,954,714,433	1,789,600	604
12.	As an ordinary resolution, to adopt the Rules and Procedures of the Board of the Company.	164,952,991,433	1,613,900	691
13.	As an ordinary resolution, to adopt the Rules of Organisation and Procedures of the Supervisory Committee of the Company.	164,953,393,833	1,575,900	326

Note: As Mr Duan Wende passed away on 14 May 2008, this resolution was not put to vote at the AGM.

As at the date of the AGM:

- (1) The issued share capital of the Company and total number of Shares entitling the holder to attend and vote for or against the resolutions set out in 1 to 13 above at the AGM: 183,020,977,818 Shares comprising 161,922,077,818 A Shares and 21,098,900,000 H Shares.
- (2) Shareholders or proxies representing 165,329,388,443 Shares with voting rights, representing approximately 97.7162% of the total issued share capital of the Company attended the AGM.
- (3) There were no Shares of the Company entitling the holders to attend and vote only against the resolutions at the AGM.

Edgar Filing: PETROCHINA CO LTD - Form 6-K

- (4) The poll results were subject to scrutiny by Ms Chen Min, shareholder of A Shares, Mr Cai Muxiong, shareholder of H Shares, Mr Qin Gang, supervisor of the Company, Ms Peng Jin of King and Wood, the PRC legal advisors of the Company and Messrs. Deloitte Touche Tohmatsu. Messrs. Deloitte Touche Tohmatsu's work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to Messrs. Deloitte Touche Tohmatsu. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

3

PAYMENT OF THE FINAL DIVIDEND

The Board of Directors also wishes to notify Shareholders that details of the payment of the final dividend are as follows:

The Company will pay a final dividend of RMB0.156859 per Share (inclusive of applicable tax) for the year ended 31 December 2007. The payment shall be made to shareholders whose names appeared on the register of members of the Company at close of business on 28 May 2008. According to Article 163 of the Articles of Association, dividends payable to the Company's shareholders shall be declared in Renminbi, and dividends payable to holders of A Shares shall be paid in Renminbi while dividends payable to holders of H Shares shall be paid in Hong Kong dollars and the following formula shall apply for the purpose of calculating the Hong Kong dollar equivalent of the amount of final dividend payable per H Share:

$$\text{Conversation rate for final dividend per Share} = \frac{\text{Final dividend per Share in Renminbi}}{\text{Average of the closing exchange rates for Renminbi to Hong Kong dollar as announced by the People's Bank of China the week before 15 May 2008}}$$

The average of the closing exchange rates for RMB to Hong Kong dollar as announced by the People's Bank of China for the week prior to 15 May 2008, that is the date of the AGM at which the final dividend is declared, is RMB0.89716 to HK\$1.00. Accordingly, the amount of final dividend payable per H Share is HK\$0.174839.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "Receiving Agent") and will pay to such Receiving Agent the final dividend declared for payment to holders of H Shares. The final dividend will be paid by the Receiving Agent on or about 13 June 2008, and will be despatched on the same day to holders of H Shares entitled to receive such dividend by ordinary post and at their own risk.

Holders of A Shares are advised to note that the way of paying dividend to holders of A Shares and relevant matters will be announced in due course after negotiation between the Company and China Securities Depository and Clearing

Edgar Filing: PETROCHINA CO LTD - Form 6-K

Corporation Limited, Shanghai Branch.

By order of the Board
PETROCHINA COMPANY LIMITED
LI HUAIQI
Secretary to the Board

15 May 2008

Beijing, the PRC

As at the date of this announcement, the Board of Directors comprises Mr Jiang Jiemin as the Chairman; Mr Zhou Jiping Mr Wang Yilin, Mr Zeng Yukang, Mr Wang Fucheng, Mr Li Xinhua, Mr Liao Yongyuan, Mr Wang Guoliang, Mr Jiang Fan as Directors; and Mr Chee-Chen Tung, Mr Liu Hongru, Mr Franco Bernabe, Mr Li Yongwu and Mr Cui Junhui as independent non-executive Directors.