

This document and the personalised proxy form are important and require your IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in **Fortune Oil PLC**, please send this document and accompanying documents (excluding the personalised proxy form) to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



FORTUNE OIL PLC

Incorporated in England and Wales under the Companies Act with Registered No. 2173279

NOTICE OF ANNUAL GENERAL MEETING 2009

The Annual General Meeting is to be held at The Oriental Club, Stratford House, Stratford Place, London W1C 1ES, U.K. (nearest tube station: Bond Street), on Wednesday, 24 June 2009 at 11:00 am.

letter from the chairman



12 May 2009

Dear Shareholder

Annual General Meeting on Wednesday, 24 June 2009

I am pleased to invite you to the 2009 Annual General Meeting of Fortune Oil PLC (the "Meeting" or "AGM"), which will be held at 11:00 am on Wednesday, 24 June 2009 at The Oriental Club, Stratford House, Stratford Place, London W1C 1ES, United Kingdom.

The notice of Meeting ("Notice") and resolutions to be proposed are set out in this document.

Resolutions 1 to 13 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 and 15 are proposed as special resolutions.

This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual Report and Accounts for the year ended 31 December 2008

The Directors are required to present to the Meeting the Company's audited annual accounts and related Directors' and Auditors' Reports for the financial year ended 31 December 2008. These are contained in the 2008 Annual Report, which is posted on the Company's website at www.fortune-oil.com

Resolution 2 – Directors' Remuneration Report

Shareholders will be asked to approve the Directors' Remuneration Report (as set out on pages 45 to 57 of the 2008 Annual Report).

In line with applicable legislation, this Resolution relates to the content of the Directors' Remuneration Report only and payment of remuneration to the Directors is not dependent on the passing of this Resolution.

Resolutions 3 to 9 – Election and re-election of Directors

In accordance with best practice, your attention is drawn to the biographical information of all Directors standing for re-election included in Appendix 1 to this Notice and in the 2008 Annual Report.

Dr TIAN Jun and Mr YE Qing are required by the Company's Articles of Association (the "Articles") to be elected by shareholders at the first AGM after their appointment by the Board during the year (Resolutions 3 and 4).

The Articles also require that every Director submit himself/herself for re-appointment every three years and must retire and seek re-appointment at the AGM. Daniel CHIU was last re-elected at the AGM 2006 and accordingly he will retire and stand for re-election as a Director at this AGM (Resolution 5).

As required under the provisions of A.7.2 of the Combined Code on Corporate Governance, Non-executive Directors serving more than nine years must submit themselves for re-election every year. The Board recommends the re-election of Dennis CHIU, a Non-executive Director since 1993, Ian TAYLOR, a Non-executive Director since 1996 and QIAN Benyuan, a Non-executive Director since 1997. The Board confirms that it considers them to be independent in character and judgment. Resolutions 6 to 8 deal with the re-appointment of these Non-executive Directors who are retiring under the provisions of the Combined Code.

Following the performance evaluation of the Board, its committees and individual Directors, conducted shortly after the 2008 year end, the Board is satisfied that each of the Board's committees (Audit, Remuneration and Executive) carries out its delegated duties effectively and that each Director seeking re-election at the AGM continues to contribute effectively to the Board and the Company's Group and demonstrates commitment to their respective roles as a Director. Accordingly, the Board unanimously recommends the re-election of each Director.

Mr Trevor BEDFORD is to step down as a Senior Independent (Non-executive) Director and Audit Committee Chairman at the conclusion of the AGM. He has made a great contribution to the Company over the past ten years and, on behalf of the Board and shareholders, I would like to thank Trevor and wish him well in his retirement.

Pursuant to Resolution 9, you will be asked to appoint Mr Frank ATTWOOD as a Non-executive Director. He will become the Senior Independent Director in place of Mr Trevor BEDFORD. Mr ATTWOOD is a chartered accountant and he is the Deputy Chairman of the International Ethics Standards Board for Accountants.

Resolution 10 – Re-appointment and remuneration of Auditors

The Company is required to appoint auditors at each AGM at which the Annual Report and Accounts are laid before the Company to hold office until the next such meeting. The Company's Audit Committee has recommended to the Board that Deloitte LLP be re-appointed. Details of the auditors' remuneration can be found in note 4 to the group financial statements on page 74 of the 2008 Annual Report.

Resolution 11 – Renewal of Long Term Incentive Plan and Senior Executive Incentive Plan (the "LTIP")

An LTIP was approved by shareholders at the Extraordinary General Meeting held on 7 December 1999 to operate for a period of 10 years and was revised to incorporate the Senior Executive Incentive Plan at the 2004 AGM.

As this authority will shortly expire, shareholders are being asked to approve a renewal of this LTIP so that it may be operated for another ten years from December 2009. The terms of the 2009 LTIP Renewal, which are summarised in Appendix 2, are similar to those approved by shareholders in December 1999, as revised at the 2004 AGM. The LTIP has proved to be a valuable tool to incentivise and retain the Company's Executive Directors and Senior Executives who are the participants in the LTIP.

The principal differences between the 2009 LTIP Renewal and its predecessor is that the maximum number of shares over which awards may be made is restricted to 5% rather than 7% of the issued share capital of the Company from time to time and that for the measurement of Company performance for the topping up of awards one of the measures is to be "profit attributable to equity shareholders" rather than "profit after tax but before exceptional items" since under IFRS the profit and loss account no longer has a classification of income or expenses as exceptional.

Further details of the LTIP are set out in Appendix 2 to this Notice.

Upon the new LTIP coming into effect, the existing loan in favour of the Trustees of the Company's Employee Benefit Trust (the "EBT") to acquire new ordinary shares in the capital of the Company will be rolled over into a new loan agreement so that further awards under the Company's various share option schemes can be made.

Resolution 12 – Increase in authorised share capital

The Company's authorised share capital is currently £24,000,000 divided into 2,400,000,000 ordinary shares of 1 pence each.

Shareholders are being asked to approve an increase in the authorised share capital of £11,000,000 to £35,000,000 by the creation of 1,100,000,000 new ordinary shares, representing an increase of 45.8% to the current authorised ordinary share capital of the Company. The Company last increased its authorised share capital in 1999 when it was increased from £17,500,000 to £24,000,000, representing an increase of 37.1%.

This increase is to enable the Company to have sufficient authorised but unissued ordinary shares available to satisfy the authority being requested in Resolution 13.

As a consequence of the phased implementation of the Companies Act 2006, with effect from 1 October 2009, companies will no longer be required to have an authorised share capital. The Company intends to seek shareholder approval to amend its Articles of Association at the AGM to be held in 2010, in order to implement changes arising from the phased implementation of the Companies Act 2006, including removal of the Company's authorised share capital altogether.

Resolution 13 – Renewal of authority to allot new shares

The Articles empower Directors to allot unissued shares. In accordance with section 80 of the Companies Act 1985 such allotments must be authorised by the shareholders in general meeting.

Resolution 13 seeks (subject to the passing of Resolution 12) the renewal of the power to allot relevant securities given at the 2008 AGM, up to an aggregate nominal amount of £6,427,176 which represents 642,717,600 ordinary shares of 1p each, being one third of the current issued share capital.

The Company will consider the allotment of unissued shares to finance business opportunities and the Directors will act in the best interests of the Company and shareholders generally, in taking advantage of business opportunities as they arise and to manage the Company's capital base more effectively.

The Directors have no present intention of exercising this authority other than in connection with the Fortune Oil Group employee share scheme.

The total number of employee share options outstanding over unissued shares as at 12 May 2009, the latest practicable date before the printing of this Notice, was 8,000,000 under the China Scheme (as defined on page 55 in the 2008 Annual Report). This figure represents 0.41 per cent of the issued share capital of the Company as at 12 May 2009.

Resolution 14 – Renewal of authority for disapplication of pre-emption rights

Resolution 14, which will be proposed as a special resolution, seeks renewal of the Directors' authority to allot ordinary shares in the capital of the Company and to sell treasury shares for cash as if the pre-emption provisions of section 89 of the Companies Act 1985 did not apply. Under section 89, when new shares are allotted or treasury shares are sold for cash, they must first be offered to existing shareholders pro-rata to their holdings. This provision is designed to prevent the holdings of existing shareholders being diluted against their wishes by the allotment of new shares. Shareholders may waive this right of pre-emption. Other than in connection with a rights issue, scrip dividend, or other similar issue, the authority contained in this resolution would be limited to the allotment of shares or the sale of treasury shares for cash having an aggregate nominal value of £964,076 representing 96,407,600 ordinary shares (equivalent to 5 per cent of the current issued ordinary share capital of the Company) as at 12 May 2009, the latest practicable date before the printing of this Notice.

The Association of British Insurers ("ABI") recommends that a company should not issue shares for cash (without first offering them to existing shareholders) in any one year in excess of 5% of the issued ordinary share capital or in excess of 7.5% in any rolling period of three years.

Similar resolutions have been approved by shareholders at previous Company AGMs. The authorities granted under Resolutions 13 and 14 will expire at the conclusion of the next AGM to be held after the passing of these Resolutions.

Both Resolutions 13 and 14 are consistent with the recommendations of the Investment Committees of the National Association of Pension Funds (NAPF) and the ABI.

The Company does not currently hold any treasury shares (as defined by section 162A of the Companies Act 1985).

Resolution 15 – Authority to purchase of own shares by the Company

This Resolution seeks the renewal of an authority for the Board of Directors to purchase up to 10% of its issued ordinary shares at or between the minimum and maximum prices specified in the Resolution. The authority will be used only in circumstances where the Directors, after careful consideration, believe that such a purchase would result in an expected increase in adjusted earnings per share and would be in the best interests of the Company and its shareholders as a whole.

The authority is limited to a maximum of 192,815,266 ordinary shares, representing 10 per cent of the issued share capital as at 12 May 2009, and includes details of the minimum and maximum prices that can be paid (exclusive of expenses).

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 allow shares repurchased by the Company to be held as treasury shares. Treasury shares may be cancelled, sold for cash or used for the purpose of employee share schemes.

No dividends will be paid on treasury shares while held in treasury, and no voting rights will attach to them.

The Directors have no immediate plans to exercise this authority, which will expire at the conclusion of next year's AGM.

Action to be taken

Registered shareholders will find enclosed a proxy form and attendance card for use at the AGM. Whether or not you intend to be present at the Meeting, you are requested to complete and return the proxy form in accordance with the instructions thereon, as soon as possible and, in any event, so as to reach the Company's Registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, not later than 11:00 am on 22 June 2009. The completion and return of a proxy form will not preclude shareholders from attending and voting in person at the Meeting, if you so wish.

If your shares are held electronically via CREST, you may register your votes via your usual CREST link following established CREST procedures. You may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Registrars (CREST participant ID RA10) so that it is received by no later than 11:00 am on 22 June 2009. The completion and transmission of a CREST Proxy Instruction will not prevent you from attending the Meeting and voting in person should you so wish.

In both cases, instructions should be received no later than 11:00 am on 22 June 2009.

All registered shareholders or proxies attending the Meeting are asked to bring the attendance card with them.

If you wish to appoint a corporate representative to attend the AGM, please refer to page 10 of this document for details.

The Meeting will start at 11:00 am and registration will be available from 10:20 am. Please try to arrive by 10:45 am at the latest, to allow time for registration.

In order to avoid embarrassment and as a matter of courtesy, shareholders (gentlemen) are asked if possible to wear a tie and jacket. However, we have the assurance from the Club Manager that the Club will have ties and jackets available if necessary.

Shares held in the Employee Benefit Trust ("EBT")

In accordance with the terms of the 7 December 1999 Trust Deed relating to the Fortune Oil PLC EBT, the Directors have recommended to the Trustees that they should not exercise any voting rights in relation to the resolutions proposed at the AGM in respect of any ordinary shares held in the EBT.

Board recommendation

Your Directors believe that each of the proposed resolutions is in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own shareholdings.

Yours sincerely

QIAN Benyuan

Non-executive Chairman

notice of annual general meeting 2009

Notice is hereby given that the Annual General Meeting of Fortune Oil PLC will be held at 11:00 am on Wednesday, 24 June 2009 at The Oriental Club, Stratford House, Stratford Place, London W1C 1ES, United Kingdom (nearest tube station: Bond Street) for the purposes of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 13 will be proposed as ordinary resolutions and Resolutions 14 and 15 as special resolutions:

Ordinary Resolutions

1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2008 together with the Directors' and Auditors' Reports thereon.
2. To approve the Directors' Remuneration Report contained in the Annual Report and Accounts for the financial year ended 31 December 2008.
3. To re-appoint TIAN Jun, who retires by rotation, as an Executive Director.
4. To re-appoint YE Qing, who retires by rotation, as an Executive Director.
5. To re-appoint Daniel CHIU, who retires by rotation, as an Executive Director.
6. To re-appoint Dennis CHIU**, who retires in accordance with A.7.2 of the Combined Code, as a Non-executive Director.
7. To re-appoint Ian TAYLOR**, who retires in accordance with A.7.2 of the Combined Code, as a Non-executive Director.
8. To re-appoint QIAN Benyuan*, who retires in accordance with A.7.2 of the Combined Code, as a Non-executive Director.
9. To appoint Frank ATTWOOD as a Non-executive Director.
10. To re-appoint Deloitte LLP (Deloitte & Touche LLP changed its name to Deloitte LLP on 1 December 2008) as Auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which the Annual Report and Accounts of the Company are laid before the Company at a remuneration to be determined by the Directors.
11. THAT the rules of the Long Term Incentive Plan 2009 and Senior Executive Incentive Plan 2009 (the "2009 LTIP"), the main features of which are summarised in Appendix 2 to this Notice and copies of which are produced to the Meeting and initialled by the Chairman of the Meeting for the purposes of identification, be approved and adopted and the Directors, or a duly authorised committee of them, be authorised to do all such other acts and things necessary or expedient for the purposes of implementing and giving effect to the 2009 LTIP.
12. THAT the authorised share capital of the Company be increased from £24,000,000 to £35,000,000 by the creation of an additional 1,100,000,000 new ordinary shares of 1p each in the capital of the Company, ranking pari passu in all respects with the existing issued ordinary shares of 1p each in the capital of the Company.
13. THAT, in substitution for all existing authorities and conditional upon the passing of Resolution 12, the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) of the Company up to a maximum aggregate nominal amount of £6,427,176, such authority to expire at the conclusion of the next Annual General Meeting of the Company to be held after the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred by this Resolution had not expired.

Special Resolutions

14. THAT, subject to the passing of Resolution 13 above, the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) of the Company for cash pursuant to the authority conferred by Resolution 13 as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to allotments:

14.1 in connection with or pursuant to any offer of equity securities (whether by way of rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company (excluding any holder of shares as treasury shares) in the proportion (as nearly as may be practicable) to their respective holdings of such shares on such record date as may be prescribed by the Directors, in all cases subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of any jurisdiction or the requirements of any regulatory body or stock exchange; and

14.2 otherwise than pursuant to sub-paragraph 14.1 above, up to a maximum aggregate nominal amount of £964,076;

such power to expire at the conclusion of the next Annual General Meeting of the Company to be held after the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

15. THAT the Company be and is hereby generally and unconditionally authorised, pursuant to Article 41 of the Company's Articles of Association and in accordance with section 166 of the Act to purchase its own fully-paid ordinary shares in the capital of the Company by way of market purchases (within the meaning of section 163(3) of the Act) provided that:

- i) the maximum number of such ordinary shares in the Company hereby authorised to be acquired is 192,815,266 representing 10% of the Company's share capital in issue;
- ii) the minimum price (exclusive of expenses) which may be paid for any Ordinary Share is an amount equal to the nominal value of each such Ordinary Share;
- iii) the maximum price (exclusive of expenses) which may be paid for any ordinary share is an amount equal to 105 per cent. of the average of the middle market price for an ordinary share in the Company (as set out in the Daily Official List of the London Stock Exchange plc) for the five business days immediately before the day on which such ordinary share is contracted to be purchased;
- iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting; and
- v) the Company may enter into a contract or contracts for the purchase of such ordinary shares before the expiry of this authority which would or might be completed wholly or partly after such expiry as if the authority conferred by this Resolution had not expired.

By order of the Board

Fortune Oil PLC
6/F., Belgrave House
76 Buckingham Palace Road
London SW1W 9TQ
United Kingdom

Sandi Choi

Company Secretary

12 May 2009

* *Member of the Remuneration Committee*

+ *Member of the Audit Committee*

Notes:

1. Proxy appointment

Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.

Members' attention is drawn to the form of proxy accompanying this Notice. A proxy may be appointed by any of the following methods:

- Completing and returning the enclosed form of proxy; or Via the CREST electronic proxy appointment service, if you are a member of CREST.*
- IMPORTANT: To be valid any form of proxy or other such instrument appointing a proxy must be received by no later than 48 hours before the time appointed for holding the meeting.*

The return of a completed form of proxy, or such instrument or any CREST proxy appointment will not prevent a shareholder attending the Meeting and voting in person if he/she wishes to do so.

2. Nominated persons

Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "2006 Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The rights of shareholders under section 324 of the 2006 Act in relation to the appointment of proxies does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.

3. Total voting rights

The Company's issued share capital consists of 1,928,152,668 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 12 May 2009 (being the last business day prior to the publication of this Notice) are 1,928,152,668.

4. CREST members

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita Registrars (ID RA10) by 11:00 am on 22 June 2009. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by

the timestamp applied to the message by the CREST Applications Host) from which our registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. Corporate representatives

In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that:

- (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
- (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators ("ICSA") on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form representation letter if the Chairman is being appointed as described in (i) above.

6. Section 527 of the 2006 Act

Members should note it is possible, pursuant to requests made by members of the Company under section 527 of the 2006 Act, that the Company may be required to publish on a website a statement setting out any matter relating to:

(i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

7. Documents available for inspection

The following documents are available for inspection at the registered office of the Company during usual business hours until the close of the AGM and will be available on the day of the Meeting.

- (a) Copies of the letters of appointment of the Directors*
- (b) The Long Term Incentive Plan 2009*
- (c) The Senior Executive Incentive Plan 2009*
- (d) Credit Facility Agreement relating to the 2009 LTIP*

Appendix 1

Biographies of Directors standing for election and re-election

TIAN Jun (aged 51)

Chief Operating Officer

TIAN Jun has been with the Fortune Oil Group since April 1999 and is based in Beijing. He acted as General Manager of Maoming King Ming Petroleum Company, Deputy General Manager of South China Aviation Oil Company and became Chief Operating Officer in February 2006, with particular responsibilities for the gas distribution operations. He received a degree from Peking University in 1982 and a PhD from the University of London. Prior to joining Fortune Oil, Dr Tian worked in the City of London and he also worked in the China's State Price Bureau and State Planning Commission for six years.

YE Qing (aged 42)

Trading Director

YE Qing has been with the Company since 2000 as General Manager of the Trading Department and is responsible for all trading activities including oil and petrochemical products and the Company's gasoline retail stations. His work has further developed Fortune's business relationships with major oil companies such as Sinopec and CNPC/PetroChina. He graduated from the University of International Business and Economics in Beijing and worked in Sinochem in Beijing for a few years prior to joining Fortune Oil.

Daniel CHIU (aged 48)

Executive Vice-Chairman

Mr CHIU has been a Director since August 1993 and was Chief Executive prior to becoming Vice Chairman in October 1994. He is Chairman of Federal Asia Company Limited, a privately held real estate investment and trading company with extensive operations in China. He is Chairman of Harrow International School in Bangkok and Beijing. He is also a Non-executive Director of Far East Holdings International Limited and Far East Consortium International Limited, each of which is listed on the Stock Exchange of Hong Kong Limited, engaged in property development and hotel operations.

QIAN Benyuan (aged 64)

Non-executive Chairman and member of the Remuneration Committee

Mr QIAN, Non-executive Chairman since 1997, was President and CEO of China National Electronics Import and Export Corporation (CEIEC) between May 1995 and April 2005. He formally joined Fortune Oil PLC after retiring from CEIEC and continues to serve as Non-executive Chairman based in Beijing. Between 1996 and 2006, Mr QIAN was also Chairman of China Hewlett-Packard Co., Ltd, and between 2004 and 2007 he was a Director of Shenzhen Development Bank. Until recently, he was a Director of the International Chamber of Commerce, China, a Committee Member of the China Council for Promotion of International Trade (CCPIT). He is currently a Vice-Chairman of the China Association of Energy, a Vice-Chairman of the Coal Bed Methane Industry Association of Shanxi Province, China, a Director of China Society of State-owned Assets Administration and a Director of China Association of Promotion of Environment & Culture. His hard work and exceptional contributions in China have earned him a number of honorary titles.

Dennis CHIU (aged 50)

Non-executive Director and member of the Audit and Remuneration Committees

Mr CHIU has been a Director of the Company since August 1993. He is an Executive Director of Far East Holdings International Limited and Far East Consortium International Limited and a non-executive Director of Far East Hotels and Entertainment Limited in Hong Kong. The Far East Group of companies is listed on the Hong Kong Stock Exchange Limited and is principally engaged in property development and hotel operations in China, Singapore and Malaysia. Mr CHIU received a BA degree from the University of Sussex.

Ian TAYLOR (aged 52)

Non-executive Director and member of the Audit and Remuneration Committees

Mr TAYLOR was an Executive Director of the Company between August 1993 and June 1996. He relinquished his executive role and became a Non-executive Director on 16 June 1996. Mr TAYLOR is President and Chief Executive of the Vitol Group of companies. Vitol is a leading international petroleum trading company. He was Managing Director of Vitol Asia Pte Limited between 1992 and 1994. He joined Vitol S.A. in 1985 from Shell where he held various positions in shipping, operations and trading. Mr TAYLOR received an MA degree in Politics, Philosophy and Economics from Oxford University in 1978.

Frank ATTWOOD (aged 66)

Proposed Non-executive Director (Senior Independent Director)

Frank ATTWOOD is a chartered accountant and is Deputy Chair of the International Ethics Board for Accountants. For 30 years until 2004 he was an audit partner in RSM Robson Rhodes, during which time he was also CEO of RSM International and chairman of the UK member firm. He was formerly a member of the UK Auditing Practices Committee. Since retirement from that firm he has been a consultant and expert witness on accounting and auditing matters. Mr ATTWOOD is a Non-executive director and chairman of the audit committee of Medical Protection Society and of Ridgeon Group, and is a trustee of several pension schemes and charities.

Appendix 2

SUMMARY OF THE LONG TERM INCENTIVE PLAN 2009 RENEWAL

1. The Trustees will be enabled, under the LTIP, to grant awards of the Company's ordinary shares or share options ("Awards") to full time executive directors and employees of the Fortune Oil Group ("the Participants").
2. Awards will be granted so as to vest the ordinary shares for the benefit of a Participant, in generally not less than three years following the granting of an Award. The Award will only vest on the achievement of relevant and suitable financial performance targets, to be set at the time of the grant of the Award. Such conditions will not be altered or removed save in exceptional circumstances.
3. The Remuneration Committee of the Company will recommend to the Trustees that the grants will be made subject to performance conditions which may vary dependent upon the financial performance of the Company and other material factors. Such factors will be chosen at the Trustees' discretion after considering recommendations from the Remuneration Committee of the Company.
4. The maximum amount of ordinary shares which the Trustees may award under the LTIP shall not exceed 5 per cent. of the Company's issued ordinary share capital from time to time.
5. The maximum amount of ordinary shares which an individual Participant shall be granted shall not exceed 3.5 per cent. of the Company's issued ordinary share capital from time to time.
6. A Participant's participation in the LTIP is a matter entirely separate from any pension rights or term or condition of employment and participation in the LTIP shall in no respects whatever affect in any way a Participant's pension rights or terms and conditions of employment.
7. Awards will be personal to the Participant and will not be transferable to any other person (except in the case of transfer to personal representatives after a Participant's death). Awards may only be granted in the 42 days following the announcement of the Company's results for any period, as well as in the 42 days immediately following the adoption of the LTIP.
8. If a Participant ceases to be employed within the Fortune Oil Group, the Award will be forfeited unless the cessation is for a permitted reason. A permitted reason is death, injury, ill health, redundancy, normal or early retirement or, at the discretion of the Trustees, in other circumstances.
9. If a Participant leaves for a permitted reason before the Award has vested, the Participant will be entitled to receive, at the Trustee's discretion, part of the Award to the extent that it shall have vested during the 6 months following such cessation (12 months in the case of death).
10. Special rules apply in the event of a change of control, reconstruction, winding up or amalgamation of the Company. In these circumstances, subject to the Trustees' discretion, all Awards may vest in full and be satisfied by a distribution of ordinary shares irrespective of attainment of any performance targets.
11. If there is a variation in the Company's share capital or in other circumstances where the Trustees consider it appropriate, the Trustees may make such adjustment as it considers appropriate to the Award subject to the confirmation of the Company's auditors that such an adjustment is, in their opinion, fair and reasonable.
12. Any benefit paid or ordinary shares transferred under the LTIP will not be taken into account in determining the pension entitlements of any Participant.
13. As soon as possible after the end of the performance period, the Trustees will determine to what extent (if at all) the performance targets have been achieved and the number of vested Ordinary Shares comprised in each Award. The Trustee shall then inform the Participant of the extent to which the Award has vested and shall request instructions

from the Participant as to how the Award shall be dealt with. The Trustees shall be entitled to require payment of any appropriate taxes prior to releasing the ordinary shares subject to any Award and, if necessary, to sell such number of ordinary shares so as to satisfy any tax obligation prior to transferring the full legal and beneficial ownership in any ordinary shares to a Participant.

14. The Trustees shall have the discretion, as an alternative to transferring ordinary shares to a Participant, to pay a Participant at the market value of the ordinary shares in cash.
15. The LTIP is designed to operate for a maximum of 10 years.
16. The LTIP may be amended from time to time by the Trustees save that the LTIP cannot be altered to the advantage of existing or future Participants without the consent of the Company in general meeting.

SUMMARY OF THE SENIOR EXECUTIVE INCENTIVE PLAN 2009 RENEWAL

Participation under the Senior Executive Incentive Plan 2009 will be restricted to senior executives. Effectively these are the executive directors in the Company and senior executives of various subsidiaries of the Company whose efforts are considered to impact directly on the profitability of the Group as a whole.

A senior executive is granted an option that has the following rights and conditions:

1. If personal performance criteria are achieved (12 month target) then the share option will give the senior executive rights over shares. The number of shares over which the option will be granted will be the number of shares which a notional bonus (see paragraph 5 below) would have been able to buy on the first anniversary of the date of grant of the option.
2. The personal performance criteria will be an objective measure of productivity of the individual Participant and all people working directly for that Participant. It will be set at the time the option is granted and will have two thresholds reflecting:
 - (a) good (significantly above average) performance; and
 - (b) exceptional performance.
3. The share option will not be capable of exercise before the end of three years except in special circumstances (see paragraph 9 below).
4. If exceptionally, the option is exercised before the end of three years, then the number of shares the senior executive receives is calculated as the number of shares that a notional bonus would have been able to buy on the first business day following the 12 month anniversary of the date of grant of the option. Options will not be capable of exercise before the first anniversary of the date of grant.
5. The notional bonus achieved for exceptional performance will be an amount up to or equal to the annual salary of the senior executive, or for an executive based in China a notional salary equivalent to a UK executive in a similar position, at the date the option is granted (based on the 12 preceding months). The amount shall be specified on the option at the time the option is granted. The notional bonus for good performance will be half the notional bonus for exceptional performance, as determined above.

6. Where the share options are exercised on or after the third anniversary of the grant, then the number of shares which the senior executives will receive will be increased according to whether the Company has achieved its growth performance targets in the three year period. Again, there are two thresholds; good and exceptional. If the 'good' target is achieved, then the notional bonus mentioned in paragraph 5 will be increased by 20%, if both the 'good' and the 'exceptional' targets are achieved then the notional bonus mentioned in paragraph 5 will be increased by 40%.
7. Where the share options are exercised on or after the fourth anniversary of the grant, then:
 - (a) paragraph 6 above will not apply; and
 - (b) the number of shares which the senior executive will receive may be increased if the Company has achieved its growth performance target in the three year period from the grant of option. If the 'good' target was achieved, then the notional bonus mentioned in paragraph 5 will be increased by 40%, if both the 'good' and the 'exceptional' targets are achieved then the notional bonus mentioned in paragraph 5 will be increased by 100%.
8. Where the share options are exercised on or after the fifth anniversary of the grant, then:
 - (a) paragraphs 6 and 7 above will not apply; and
 - (b) the number of shares which the senior executive will receive may be increased if the Company has achieved its growth performance target in the three year period from the grant of option. If the 'good' target was achieved, then the notional bonus mentioned in paragraph 5 will be increased by 100%, if both the 'good' and the 'exceptional' targets are achieved then the notional bonus mentioned in paragraph 5 will be increased by 200%.
9. The trustees of the Employee Benefit Trust will have, following recommendation of the Company's remuneration committee on a case by case basis, discretion to allow early exercise in special circumstances, for instance where someone retires on medical grounds or leaves due to death or injury. The trustees will not be allowed to exercise any discretion where the person leaves before the first anniversary of the grant of the option, for gross misconduct or is otherwise a bad leaver.

The above effectively gives the senior executive the opportunity to receive a bonus in three years time of 100% of his/her salary based only on his/her performance over the next twelve months. If the Company also meets its performance targets and if the share option is not exercised for an extra two years, then the bonus the senior executive receives could be increased to three times salary plus whatever the increase in the share price is over the period.

The performance of the Company shall be weighted 60% in respect of increased profit attributable to equity shareholders ("attributable profit") and 40% in respect of Total Shareholder Return ("TSR"). TSR is measured as the increase in share value over the three year period plus all dividends paid in respect of the three year period.

In relation to TSR, good performance of the Company is where TSR over the three years is 15 per cent per annum on average and exceptional performance is where TSR over the three years is 20 per cent per annum on average.

In relation to attributable profit, good performance of the Company is where attributable profit increases over the three years by 15 per cent per annum on average and exceptional performance is where attributable profit increases over the three years by 20 per cent per annum on average.