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PETROCHINA CO LTD
Form 6-K
October 22, 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 October 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
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(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
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(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 the ordinary resolutions passed at the Second Extraordinary General Meeting of 2008 on October 21, 2008.

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SIGNATURE

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: October 22, 2008

By: /s/ Li Huaiqi

Name: Li Huaiqi
Title: Company Secretary

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(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)

ORDINARY RESOLUTIONS PASSED AT THE SECOND EXTRAORDINARY GENERAL MEETING OF 2008
ON 21 OCTOBER 2008

The Board of Directors announces that the Second Extraordinary General Meeting of 2008 was held in Beijing on 21 October 2008 and the resolutions as set out below were duly passed as ordinary resolutions.

RESOLUTIONS PASSED AT THE SECOND EXTRAORDINARY GENERAL MEETING OF 2008 ("EGM")

References are made to the notice of the EGM and the circular (the "Circular") of PetroChina Company Limited (the "Company") in relation to the renewal of continuing connected transactions in respect of 2009 to 2011 and the revision of caps of continuing connected transactions in respect of 2008 dated 5 September 2008. 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 EGM was held at Crowne Plaza Beijing Park View Wuzhou Hotel, No. 8 North Si Huan Zhong Road, Chaoyang District, Beijing, the People's Republic of China ("PRC"), on 21 October 2008 at 9 a.m.

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

At the EGM, the following resolutions were considered and approved by way of poll by a simple majority vote, and the poll results of the votes are as follows:

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| | | NUMBER OF VOTES CAST AND PERCENTAGE TOTAL NUMBER OF VOTES CAST | | |
|----------------------|--|---|---------------|-----------|
| ORDINARY RESOLUTIONS | | FOR | AGAINST | ABSTAIN |
| 1 | (a) the New Comprehensive Agreement entered into between the Company and China National Petroleum Corporation be and is hereby approved, ratified and confirmed; | 4,021,422,801 | 3,726,813,245 | 6,232,782 |
| | (b) the Non-Exempt Continuing Connected Transactions and the Proposed Caps of the | | | |

| | | NUMBER OF VOTES CAST AND PERCENTAGE TOTAL NUMBER OF VOTES CAST | | |
|----------------------|--|---|---------|---------|
| ORDINARY RESOLUTIONS | | FOR | AGAINST | ABSTAIN |
| | Non-Exempt Continuing Connected Transactions under the New Comprehensive Agreement and the Revised Non-Exempt Annual Caps, which the Company expects to occur in the ordinary and usual course of business of the Company and its subsidiaries, as the case may be, and to be conducted on normal commercial terms, be and are hereby generally and unconditionally approved; and | | | |
| | (c) the execution of the New Comprehensive Agreement by Mr. Zhou Mingchun, Chief Financial Officer for and on behalf of the Company be and is hereby approved, ratified and confirmed and that Mr. Zhou Mingchun be and is hereby authorised to make any amendment to the New Comprehensive Agreement as he thinks desirable and necessary and to do all such further acts and things and execute such further | | | |

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documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions.

- | | | | | |
|---|---|-----------------|-------------|-----------|
| 2 | <p>(a) the supplemental agreement to the CRMSC Products and Services Agreement between the Company and China Railway Materials and Suppliers Corporation be and is hereby approved, ratified and confirmed;</p> <p>(b) the Non-Exempt Continuing Connected Transactions under, and the Proposed Caps in respect of, the supplemental agreement to the CRMSC Products and Services Agreement which the Company expects to occur in the ordinary and usual course of business of the Company and its subsidiaries, as the case may be, and to be conducted on normal commercial terms, be and are hereby generally and unconditionally approved; and</p> <p>(c) the execution of the CRMSC Products and Services Agreement by Mr. Zhou Mingchun, Chief Financial Officer for and on</p> | 165,720,129,670 | 190,686,614 | 6,005,582 |
|---|---|-----------------|-------------|-----------|

NUMBER OF VOTES CAST AND PERCENTAGE
TOTAL NUMBER OF VOTES CAST

| | | | |
|----------------------|-----|---------|---------|
| | | | |
| ORDINARY RESOLUTIONS | FOR | AGAINST | ABSTAIN |

behalf of the Company be and is hereby approved, ratified and confirmed and that Mr. Zhou Mingchun, be and is hereby authorised to make any amendment to the CRMSC Products and Services Agreement as he thinks desirable and necessary and to do all such further acts and things and execute such further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to

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the terms of such transactions.

As at the date of the EGM:

- (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 above at the EGM: 183,020,977,818 Shares comprising 161,922,077,818 A Shares and 21,098,900,000 H Shares.
- (2) Shareholders or proxies representing 179,496,651,840 Shares with voting rights, representing approximately 98.07% of the total issued share capital of the Company attended the EGM.
- (3) China National Petroleum Corporation has abstained from voting in respect of Resolution No. 1.
- (4) There were no Shares of the Company entitling the holders to attend and vote only against the resolutions at the EGM.
- (5) The poll results were subject to scrutiny by Mr. Yang Kun and Mr. Fan Yinpeng, shareholders of A Shares, Mr. Qin Gang, supervisor of the Company, Ms. Gao Yimin of King and Wood, the PRC legal advisors of the Company and Messrs. Deloitte Touche Tohmatsu. Messrs. Deloitte Touche Tohmatsu acted as the scrutineer and compared the poll result summary to the poll forms collected and provided by the Company. 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.

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

21 October 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 (Vice Chairman) and Mr Liao Yongyuan as executive Directors; Mr Wang Yilin, Mr Zeng Yukang, Mr Wang Fucheng, Mr Li Xinhua, Mr Wang Guoliang and Mr Jiang Fan as non-executive Directors; and Mr Chee-Chen Tung, Mr Liu Hongru, Mr Franco Bernabe, Mr Li Yongru and Mr CuiJunhui as independent non-executive Directors.