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華潤燃氣控股有限公司
China Resources Gas Group Limited
(incorporated in Bermuda with limited liability)
(Stock Code: 1193)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Resources Gas Group Limited (the “**Company**”) will be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 25 October 2010 at 4:15 p.m. to consider and, if thought fit, pass (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:-**

- (a) the conditional sale and purchase agreement dated 13 September 2010 entered into between (i) Powerfaith Enterprises Limited (“**Powerfaith**”), a wholly-owned subsidiary of China Resources (Holdings) Company Limited (“**China Resources Holdings**”) as the vendor; (ii) the Company as purchaser; and (iii) China Resources Gas (Holdings) Limited, a wholly-owned subsidiary of China Resources Holdings as guarantor of all obligations and liabilities of Powerfaith to the Company under the agreement, in relation to the sale and purchase of the entire issued share capital of Mega Fair Limited, an indirectly wholly-owned subsidiary of China Resources Holdings, at a consideration of HK\$2,000 million (the “**Sale and Purchase Agreement**”, a copy of which has been produced at the meeting marked “**A**” and signed by the chairman of the meeting for identification purpose), be and is hereby approved, and **THAT** all the transactions contemplated under the Sale and Purchase Agreement be and are hereby approved (including but not limited to the allotment and issue to Powerfaith (or as it may direct) of 186,654,223 ordinary shares of HK\$0.10 each in the share capital of the Company at the issue price of HK\$10.715 each credited as fully paid up and ranking pari passu with the existing issued shares of the Company (“**Consideration Shares**”) pursuant to the Sale and Purchase Agreement); and
- (b) the Directors be and are hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and completion of the Sale and Purchase Agreement, the allotment and issue of the Consideration Shares to Powerfaith (or as it may direct), all other transactions contemplated under or incidental to the Sale and Purchase Agreement and all other matters incidental thereto or in connection therewith and to agree to the variation and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Acquisition and are in the best interests of the Company.”

2. **“THAT:-**

- (a) subject to paragraph 2(c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraphs 2(a) and 2(b) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or an issue of shares of the Company under the share option scheme or similar arrangement for the time being adopted by the Company or an issue of shares upon exercise of subscription or conversion rights attached to warrants which may be issued by the Company or any securities convertible into shares or an issue of shares of the Company by way of any scrip dividend or similar arrangements pursuant to the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject

to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong); and

- (e) the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 31 May 2010 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution).”

By order of the Board
MA Guoan
Chairman

Hong Kong, 6 October 2010

Principal Place of Business in Hong Kong:
Room 1901-05
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney authorised to sign the same.
2. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarised copy of such power of attorney or authority, must be lodged at the office of the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered 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 directors of the Company are Mr. Ma Guoan, Mr. Wang Chuandong and Mr. Ong Thiam Kin being Executive Directors; Mr. Du Wenmin and Mr. Wei Bin, being Non-executive Directors; and Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Ms. Yu Jian, being Independent Non-executive Directors.