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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 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, 30 May 2011 at 3:45 p.m. to consider and, if thought fit, approve the following special resolution:

SPECIAL RESOLUTION

1. “**THAT:**

- (i) subject to compliance with section 46(2) of the Companies Act 1981 of Bermuda (as amended) and with effect immediately upon the passing of this resolution (the “**Effective Date**”), the amount of HK\$7,388,599,744.90 standing to the credit of the share premium account of the Company be reduced and the credit arising therefrom be credited to the contributed surplus account of the Company to be utilised by the directors of the Company (the “**Directors**”) in accordance with the bye-laws of the Company and all applicable laws (the “**Share Premium Reduction**”); and
- (ii) the Directors be and are hereby authorised to do all such acts and things (including, without limitation to the generality of the foregoing, the execution of any document, instrument or agreement) as they may, in their absolute discretion, consider necessary, desirable or expedient to implement and/or to give effect to the Share Premium Reduction and the application of the credit which will be released thereby.”

By Order of the Board
ONG Thiam Kin
*Executive Director and
Company Secretary*

Hong Kong, 5 May 2011

Principal place of business:
Room 1901-05
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Notes:

1. Any member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's principal place of business not less than 48 hours before the time appointed for holding the meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person if you are subsequently able to be present.
3. As at the date of this notice, the Executive Directors of the Company are Mr. MA Guoan, Mr. WANG Chuandong and Mr. ONG Thiam Kin, the Non-executive Directors of the Company are Mr. DU Wenmin and Mr. WEI Bin and the Independent Non-executive Directors of the Company are Mr. WONG Tak Shing, Mr. LUK Chi Cheong and Ms. YU Jian.