

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

*If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.*

*If you have sold or transferred all your shares in China Resources Logic Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.*

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, 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 circular.*

---



**華潤勵致有限公司**  
**China Resources Logic Limited**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1193)**

**(1) PROPOSED CHANGE OF NAME OF  
CHINA RESOURCES LOGIC LIMITED  
TO CHINA RESOURCES GAS GROUP LIMITED**

**(2) REFRESHMENT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES**

**AND**

**(3) NOTICE OF SPECIAL GENERAL MEETING**

---

A notice convening the SGM (as defined in this circular) to be held at 49th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 3 November 2008 at 4:15 p.m. is set out on pages 11 to 15 of this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event, not later than 48 hours before the time appointed for holding the SGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or at any adjourned meeting should you so wish.

8 October 2008

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

- “2008 AGM”** : the annual general meeting of the Shareholders held on 5 May 2008;
- “Acquisition”** : the acquisition of CR Gas shares by CR Logic from China Resources Holdings pursuant to the terms and conditions under the Share Purchase Agreement;
- “Board”** : the board of Directors;
- “CR Gas”** : China Resources Gas Limited, a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of China Resources Holdings;
- “CR Logic” or “the Company”** : China Resources Logic Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
- “China Resources Holdings”** : China Resources (Holdings) Company Limited, the substantial and controlling shareholder (as defined in the Listing Rules) of CR Logic holding approximately 68.83 per cent. of its issued share capital as at the date of this circular or, where the context requires, the relevant subsidiary or subsidiaries thereof;
- “Directors”** : the directors of the Company;
- “EAF(s)”** : application form(s) for excess Rights Shares;
- “Excluded Shareholder(s)”** : the Overseas Shareholder(s) whom the Directors, based on legal advice provided by legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholder(s) on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in such place;
- “First SGM”** : the special general meeting of the Company convened and held for the Shareholders to consider and approve (among other things), if thought fit, the Transactions contemplated under the Transaction Agreements on Monday, 6 October 2008;
- “Group”** : the Company and its subsidiaries;
- “Hong Kong”** : the Hong Kong Special Administrative Region of the People’s Republic of China;
- “Latest Practicable Date”** : 2 October 2008;

---

## DEFINITIONS

---

- “Listing Rules”** : the Rules Governing the Listing of Securities on the Stock Exchange;
- “Macau”** : Macau Special Administrative Region of the People’s Republic of China;
- “New Repurchase Mandate”** : subject to the completion of the Transactions, the proposed ordinary resolution to the Shareholders at the SGM, as permitted by Rule 10.06(1) of the Listing Rules, to repurchase Shares not exceeding 10 per cent. of the Company’s issued share capital as enlarged by the completion of the Rights Issue, being 141,441,671 Shares;
- “Notice”** : the notice convening the SGM as set out on pages 11 to 15 of this circular;
- “Overseas Shareholder(s)”** : Shareholder(s) with registered addresses (as shown in the register of members of the Company on the Record Date) outside Hong Kong;
- “PAL(s)”** : provisional allotment letter(s) for the Rights Shares;
- “PRC”** : the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, Macau and Taiwan;
- “Proposed Change of Name”** : subject to the completion of the Transactions, the proposed special resolution to the Shareholders at the SGM to change the Company’s name from “China Resources Logic Limited” to “China Resources Gas Group Limited” and its Chinese name from “華潤勵致有限公司” to “華潤燃氣控股有限公司” to reflect the completion of the Acquisition and to enable the investors and the Shareholders to have an easy recognition on the Group’s future principal business activities;
- “Qualifying Shareholder(s)”** : Shareholder(s), other than the Excluded Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date;
- “Record Date”** : Monday, 6 October 2008, or such other date for determining the entitlement of the Qualifying Shareholders to the Rights Shares;
- “Refreshment of the Issue Mandate”** : subject to the completion of the Transactions, the proposed ordinary resolution to the Shareholders at the SGM and at which no Shareholder shall abstain from voting, as permitted by Rule 13.36(4)(e) of the Listing Rules, to top-up the general mandate from 56,576,668 Shares to 282,883,342 Shares (representing 20 per cent. of the Company’s issued share capital as enlarged by the completion of the Rights Issue);

---

## DEFINITIONS

---

- “Rights Issue”** : the proposed issue of the Rights Shares by the Company on the basis of four (4) Rights Shares for every one (1) existing Share held on the Record Date at the Subscription Price pursuant to the terms and conditions under the Rights Issue Documents, as approved by the Shareholders at the First SGM;
- ”Rights Issue Documents”** : the Prospectus, the PAL(s) and the EAF(s);
- “Rights Share(s)”** : 1,131,533,368 new Shares to be issued by the Company under the Rights Issue;
- “SGM”** : the special general meeting of the Company to be convened and held for the Shareholders to consider and approve (among other things), if thought fit, (i) the Proposed Change of Name; (ii) the Refreshment of the Issue Mandate; and (iii) the New Repurchase Mandate on or around Monday, 3 November 2008;
- “Share Purchase Agreement”** : the Share Purchase Agreement entered into between the Company and China Resources Holdings dated 21 August 2008 in relation to the Acquisition;
- “Share(s)”** : the ordinary share(s) of HK\$0.10 each in the share capital of the Company;
- “Shareholder(s)”** : person(s) whose name(s) appear on the register of members of the Company as registered holder(s) of Share(s);
- “Share Option(s)”** : share option(s) granted under the Share Option Scheme outstanding as at the Latest Practicable Date and which are exercisable on or before the Record Date;
- “Share Option Scheme”** : the share option scheme of the Company adopted on 26 November 2001 and subsequently amended on 21 February 2002;
- “Stock Exchange”** : The Stock Exchange of Hong Kong Limited;
- “Subscription Price”** : HK\$3.42 per Rights Share;
- “subsidiary”** : shall have the meaning ascribed to that term in the Listing Rules;
- “Transactions”** : collectively, the Acquisition and the Rights Issue; and
- “HK\$”** : Hong Kong dollar(s), the lawful currency of Hong Kong.

---

## LETTER FROM THE BOARD

---



**華潤勵致有限公司**  
**China Resources Logic Limited**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1193)**

*Executive Directors:*

Mr. Zhou Longshan  
Mr. Ong Thiam Kin

*Non-executive Directors:*

Mr. Jiang Wei  
Mr. Li Fuzuo  
Mr. Du Wenmin

*Independent Non-executive Directors:*

Mr. Wong Tak Shing  
Mr. Luk Chi Cheong  
Dr. Yang Chonghe, Howard

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM112  
Bermuda

*Principal place of business in Hong Kong:*

Room 4006  
40th Floor, China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

8 October 2008

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF NAME OF  
CHINA RESOURCES LOGIC LIMITED  
TO CHINA RESOURCES GAS GROUP LIMITED**

**REFRESHMENT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES**

**AND**

**NOTICE OF SPECIAL GENERAL MEETING**

The SGM will be held on Monday, 3 November 2008 at 4:15 p.m. at 49th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong. The purpose of this circular is:

- (a) to present information relating to the Proposed Change of Name of the Company, the Refreshment of the Issue Mandate and the New Repurchase Mandate; and
- (b) to give you notice of the SGM to consider and, if thought fit, to approve the matters referred to in the resolutions set out in the Notice which is appended to this circular.

---

## LETTER FROM THE BOARD

---

### 1. PROPOSED CHANGE OF NAME OF THE COMPANY

The Board proposes that, subject to the completion of the Transactions, the Company will change its name from “China Resources Logic Limited” to “China Resources Gas Group Limited” and its Chinese name from “華潤勵致有限公司” to “華潤燃氣控股有限公司” to enable investors and Shareholders to have an easy recognition of the Group’s future principal business activities. The Company proposes to seek the Shareholders’ approval at the SGM to approve the requisite resolution to change its existing name.

The Proposed Change of Name will be subject to the passing of a special resolution by the Shareholders at the SGM and will become effective subject to the approvals (if required) of the Registrar of Companies in Hong Kong and Bermuda.

The change of name will not affect any rights of the Shareholders. All existing share certificates issued bearing the existing name of the Company will, after the change of name becoming effective, continue to be good evidence of title to the Shares and will be valid for trading, settlement and delivery for the same number of shares in the new name of the Company on the Stock Exchange.

A further announcement will be made on the Proposed Change of Name becoming effective.

### 2. REFRESHMENT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the 2008 AGM held on 5 May 2008, ordinary resolutions were passed whereby general mandates authorising the Directors, amongst other things, to

- (i) allot, issue and deal with the Shares of the issued share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the relevant period which shall not exceed the aggregate of twenty per cent. of the nominal amount of the share capital of the Company in issue as at the date of the 2008 AGM (“**Previous Issue Mandate**”); and
- (ii) repurchase Shares on the Stock Exchange or on any other stock exchange recognised which shall not exceed the aggregate of ten per cent. of the nominal amount of the share capital of the Company in issue as at the date of the 2008 AGM (“**Previous Repurchase Mandate**”).

Since the 2008 AGM, the Company has not issued or repurchased any Shares under the Previous Issue Mandate or the Previous Repurchase Mandate.

In view of the enlarged issued share capital of the Company as a result of the Rights Issue, subject to the completion of the Transactions, the Directors will seek the approval of the Shareholders at the SGM and at which no Shareholder shall abstain from voting, as permitted by Rule 13.36(4)(e) of the Listing Rules, to top-up the general mandate from 56,576,668 Shares to 282,883,342 Shares (representing twenty per cent. of the Company’s issued share capital as enlarged by the completion of the Rights Issue), namely the Refreshment of the Issue Mandate.

---

## LETTER FROM THE BOARD

---

Further, that subject to the completion of the Transactions, the Directors will further seek the approval of the Shareholders at the SGM, as permitted by Rule 10.06(1) of the Listing Rules, to repurchase Shares not exceeding ten per cent. of the Company's issued share capital as enlarged by the completion of the Rights Issue, being 141,441,671 Shares, namely, the New Repurchase Mandate.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against the resolution for the grant of the New Repurchase Mandate to be proposed at the SGM is set out in Appendix I of this circular.

### 2.1 Action to be taken

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or at any adjourned meeting should you so wish.

### 2.2 Right to demand a poll

Pursuant to bye-law-78 of the bye-laws of the Company, at any general meeting, resolutions put to the vote of the meeting shall be decided on a show of hands unless a poll is taken as may from time to time be required under the Listing Rules or any other applicable laws, rules or regulations or unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Directors consider that the Proposed Change of Name, the Refreshment of the Issue Mandate and the New Repurchase Mandate, are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all ordinary resolutions and special resolution as set out in the Notice which is appended to this circular.

By order of the Board of  
**China Resources Logic Limited**  
**Zhou Longshan**  
*Chairman*



This is an explanatory statement given to all Shareholders of the Company relating to a resolution (the “Resolution”) to be considered, and if thought fit, passed by Shareholders of the Company at the SGM authorizing the New Repurchase Mandate.

### **LISTING RULES**

This explanatory statement contains the information required by the Listing Rules, which provide that all repurchases of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate to the directors of the Company to make such repurchases or by specific approval in relation to specific transactions.

Any repurchase would be made out of funds which are legally available for the purpose in accordance with the memorandum of association and bye-laws of the Company and the applicable laws of Bermuda. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on the repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

It is proposed that the New Repurchase Mandate will authorise the repurchase by the Company of up to ten per cent. of the Company’s issued share capital as at the date of passing the Resolution. Upon completion of the Transactions, the authorised share capital of the Company will be HK\$1,000,000,000 consisting of 10,000,000,000 Shares, each with a par value of HK\$0.10 per Share, and the number of Shares in issue will be 1,414,416,710 Shares representing a paid-up share capital of HK\$141,441,671. On the basis of the 1,414,416,710 Shares in issue (and assuming that no Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing the Resolution), the Company would be authorised under the New Repurchase Mandate to repurchase a maximum of 141,441,671 Shares, representing ten per cent. of the Company’s issued share capital as enlarged by the completion of the Rights Issue. Any Shares repurchased pursuant to the New Repurchase Mandate must be fully paid-up.

### **REASONS FOR PURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases benefit the Company and its Shareholders.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2007) upon the full exercise of the New Repurchase Mandate. However, the Directors do not propose to exercise the New Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing level which in the opinion of the Directors is from time to time appropriate for the Company.

#### **DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Associates have any present intention, in the event that the New Repurchase Mandate is approved by the Shareholders of the Company, to sell Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to sell any of the Shares held by him to the Company, in the event that the New Repurchase Mandate is authorised.

#### **UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the New Repurchase Mandate only in accordance with the Listing Rules and the applicable laws of Bermuda.

#### **EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of securities of the Company the proportionate interest in the voting rights of the Company of a Shareholder increases, such an increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, China Resources National Corp., the ultimate holding company of the Company, owns, directly and indirectly, an aggregate of 194,710,215 Shares, representing approximately 68.83 per cent. of the Company's issued share capital. Assuming that no further Shares are issued (except the issue of Rights Shares) or repurchased prior to the SGM and in the event that the Directors exercise in full the power to repurchase securities of the Company under the proposed New Repurchase Mandate, the interest of China Resources National Corp. could be increased to approximately 76.48 per cent. of the issued share capital of the Company (as enlarged by the completion of the Rights Issue). In this regard, as at the Latest Practicable Date, the Directors are not aware of the consequences of any increase in the voting rights of any existing shareholder resulting from an exercise in full by the Directors of the power to repurchase securities of the Company under the proposed New Repurchase Mandate that will result in such person becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, approximately 31.17 per cent. of the issued share capital of the Company was held in public hands. Based on such percentage of shareholding and assuming that no further Shares are issued (except the issue of Rights Shares) or repurchased prior to the SGM and in the event that the Directors exercise in full the power to repurchase securities of the Company under the proposed New Repurchase Mandate, 23.52 per cent. of the issued share capital of the Company (as enlarged by the completion of the Rights Issue) will be held in public hands. The Directors have no present intention to exercise the proposed New Repurchase Mandate to such an extent as will result in less than 25 per cent. of the issued share capital of the Company being held in public hands.

## SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	<b>SHARES</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>(HK\$)</i>	<i>(HK\$)</i>
<b>2008</b>		
October (up to Latest Practicable Date)	2.30*	2.20*
September	3.41*	2.00*
August	6.35*	3.33*
July	6.50*	5.50*
June	7.80*	5.80*
May	9.10*	7.50*
April	9.90*	7.50*
March	13.80*	0.99
February	1.35	0.37
January	1.40	0.85
<b>2007</b>		
December	1.58	1.25
November	1.64	1.30
October	1.35	0.92

*\*Note:* Representing the prices after the consolidation of Shares (on the basis of one consolidated Share of HK\$0.10 for every ten Shares of HK\$0.01 each). The Share consolidation was effected on 7 March 2008.

## SHARE REPURCHASES

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

---

## NOTICE OF THE SPECIAL GENERAL MEETING

---



**華潤勵致有限公司**  
**China Resources Logic Limited**

*(incorporated in Bermuda with limited liability)*

(Stock Code: 1193)

### NOTICE OF SPECIAL GENERAL MEETING

#### **PROPOSED CHANGE OF NAME OF CHINA RESOURCES LOGIC LIMITED TO CHINA RESOURCES GAS GROUP LIMITED**

#### **REFRESHMENT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting of the China Resources Logic Limited (the “**Company**”) will be held at 49th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 3 November 2008 at 4:15 p.m. to consider and, if thought fit, pass (with or without amendments) the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (A) subject to the following provisions of this Resolution 1, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute or otherwise deal with additional shares of the Company (“**Shares**”), and to make, issue or grant offers, agreements or options (including warrants, bonds, debentures, or any other securities which carry rights to subscribe for or are convertible into Shares) which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (B) the approval in sub-paragraph (A) of this Resolution 1 shall authorise the Directors during the Relevant Period to make, issue or grant offers, agreements, or options (including warrants, bonds, debentures, or any other securities which carry rights to subscribe for or are convertible into Shares) which will or might require the exercise of such powers after the end of the Relevant Period;

---

## NOTICE OF THE SPECIAL GENERAL MEETING

---

(C) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the Directors pursuant to the approval in this Resolution 1, otherwise than pursuant to:

- (i) a Rights Issue; or
- (ii) an issue of Shares under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of Shares or rights to acquire Shares of the Company, including without limitation pursuant to the Company's Share Option Scheme; or
- (iii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or
- (iv) any issue of shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the memorandum of association and bye-laws of the Company from time to time,

shall not exceed the aggregate of:

- (a) twenty per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution 1; and
- (b) (if the Directors are so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of share capital of the Company purchased by the Company subsequent to the passing of this Resolution 1 (up to a maximum equivalent to ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution 1),

and the said approval shall be limited accordingly;

(D) subject to the said passing of this Resolution 1, any prior approvals of the kind referred to in this Resolution 1 which had been granted to the Directors and which are still in effect be and are hereby revoked; and

---

## NOTICE OF THE SPECIAL GENERAL MEETING

---

- (E) for the purposes of this Resolution 1:
- (i) “**Share Option Scheme**” means the share option scheme of the Company adopted on 26 November 2001 and subsequently amended on 21 February 2002;
  - (ii) “**Relevant Period**” means the period from (and including) the date of passing this Resolution 1 until the earlier of:
    - (a) the conclusion of the next annual general meeting of the Company;
    - (b) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the Company’s bye-laws to be held; and
    - (c) the date on which the authority given under this Resolution 1 is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.
  - (iii) “**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company); and
  - (iv) “**Shares**” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

### 2. “**THAT**

- (A) Subject to paragraph (B) below of this Resolution 2, the exercise by directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Hong Kong Securities and Futures Commission and the Stock Exchange, in accordance with all applicable laws, including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), be and is hereby generally and unconditionally approved;

---

## NOTICE OF THE SPECIAL GENERAL MEETING

---

- (B) the aggregate nominal amount of the Shares which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution 2, and the said approval shall be limited accordingly;
- (C) subject to the passing of this Resolution 2, the general mandate granted to the Directors to exercise the powers of the Company to purchase the Shares as approved by the Shareholders in the annual general meeting held on 5 May 2008 (“**2008 AGM**”) be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this Resolution 2); and
- (D) for the purposes of this Resolution 2:
- (i) “**Relevant Period**” means the period from (and including) the date of passing this Resolution 2 until the earlier of:
- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bermuda law or the Company’s bye-laws to be held; and
- (c) the date on which the authority given under this Resolution 2 is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and
- (ii) “**Shares**” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

### SPECIAL RESOLUTION

3. “**THAT** subject to and conditional upon the approval of the Registrar in Bermuda, the name of the Company be changed to “China Resources Gas Group Limited” and subject to the new English name of the Company being effective, “華潤燃氣控股有限公司” be adopted as its Chinese name and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents with or without amendments and affix the common seal of the Company thereto (if required) as they may, in their absolute discretion, deem fit in order to effect such change of name.”

By order of the Board  
**Lee Yip Wah, Peter**  
*Company Secretary*

Hong Kong, 8 October 2008

---

## NOTICE OF THE SPECIAL GENERAL MEETING

---

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal office in Hong Kong:*

Room 4006  
40th Floor, China Resources Building,  
26 Harbour Road,  
Wanchai,  
Hong Kong

**Notes:**

1. A form of proxy for use at the meeting is enclosed herewith.
2. 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.
3. 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.
4. 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 branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. 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.
6. 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.