



華潤燃氣控股有限公司
China Resources Gas Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1193)

PROXY FORM

Form of proxy for use at the Special General Meeting of China Resources Gas Group Limited (the “Company”) to be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, the 19th day of October, 2009 at 4:15 p.m. and at any adjournment thereof.

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital of the Company, HEREBY APPOINT ^(note 3) _____
of _____
or failing him, the chairman of the meeting, to act for me/us as my/our proxy at the Special General Meeting of the Company to be held on Monday, the 19th day of October, 2009 at 4:15 p.m. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit ^(note 4).

	Ordinary Resolution	For	Against
1.	To approve the Share Purchase Agreement and the transactions contemplated thereunder.*		

Dated this _____ day of _____ 2009 Shareholder’s Signature ^(note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of the shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. Unless otherwise defined, terms used herein shall bear the same meanings as defined in the Notice of the Special General Meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
7. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
8. To be valid, this 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 Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
9. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
11. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

* The full text of the Resolution is set out in the Notice of the Special General Meeting dated 2 October 2009.