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

If you have sold or transferred all your shares in China Resources Gas Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATE TO REPURCHASE SHARES,
GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening an annual general meeting of China Resources Gas Group Limited to be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 31 May 2010 at 4:15 p.m. is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting.

26 April 2010

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DEFINITIONS

For the purpose of this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 31 May 2010 at 4:15 p.m., notice of which is set out on pages 12 to 15 of this circular
“Company”	China Resources Gas Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	20 April 2010, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Repurchase Mandate”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company at the date of the passing of the resolution
“SFO”	Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“\$”	Hong Kong dollar
“%”	per cent

LETTER FROM THE CHAIRMAN



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 1193)

Directors:

Executive Directors:

MA Guoan (*Chairman*)

WANG Chuandong (*Managing Director*)

ONG Thiam Kin

(Chief Financial Officer and Company Secretary)

Non-executive Directors:

LI Fuzuo

DU Wenmin

WEI Bin

Independent Non-executive Directors:

WONG Tak Shing

LUK Chi Cheong

YU Jian

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Principal Place of Business:

Room 1901-05

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

26 April 2010

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO REPURCHASE SHARES,
GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the annual general meeting of the Company held on 1 June 2009, the Directors were granted general mandates to:

- exercise all powers of the Company to repurchase Shares not exceeding 10% of Shares then in issue; and
- to allot, issue and deal with additional Shares, provided that the aggregate nominal amount of the Shares issued does not exceed 20% of the Shares then in issue together with the Shares repurchased by the Company subsequent to the passing of the resolution.

LETTER FROM THE CHAIRMAN

In accordance with the terms of the above general mandates and the Listing Rules, these general mandates will lapse at the conclusion of the Annual General Meeting. The Directors believe that renewal of these general mandates is in the interests of the Company and its Shareholders as a whole.

Ordinary resolutions will therefore be proposed at the Annual General Meeting to approve new general mandates to repurchase Shares and to allot, issue and deal with Shares.

The purpose of this circular is to seek your approval as set out in the notice of Annual General Meeting of the relevant ordinary resolutions to be proposed at the Annual General Meeting and to provide you with information regarding the general mandates to repurchase Shares and to issue Shares.

GENERAL MANDATE TO REPURCHASE SHARES

Ordinary Resolution 5B set out in the notice of Annual General Meeting would grant a general mandate to the Directors to exercise the powers of the Company to repurchase, on the Stock Exchange, Shares representing up to 10% of the issued share capital of the Company (i.e. not exceeding 141,442,271 Shares based on the issued share capital of the Company of 1,414,422,710 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing the resolution). In accordance with the Listing Rules, the authority conferred on the Directors by Ordinary Resolution 5B would continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in paragraph (c) of such resolution.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

Ordinary Resolution 5A set out in the notice of Annual General Meeting would grant a general mandate to the Directors to allot, issue and deal with Shares up to a limit of 20% of the existing issued share capital of the Company (i.e. not exceeding 282,884,542 Shares based on the issued share capital of the Company of 1,414,422,710 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing the resolution). Furthermore, Ordinary Resolution 5C set out in the notice of Annual General Meeting would enable the Directors to issue, under the general mandate contained in Ordinary Resolution 5A, an additional number of Shares representing that number of Shares repurchased under the Repurchase Mandate. In accordance with the Listing Rules, the authority conferred on the Directors by Ordinary Resolution 5A would continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in paragraph (d) of such resolution.

LETTER FROM THE CHAIRMAN

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, 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. LI Fuzuo, 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.

Pursuant to bye-law 101 of the bye-laws of the Company, Ms. YU Jian, being new Director appointed during the year, shall hold office until the Annual General Meeting and shall be eligible for re-election. Pursuant to bye-law 110(A) of the bye-laws of the Company, Mr. DU Wenmin, Mr. WONG Tak Shing and Mr. LUK Chi Cheong shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

ANNUAL REPORT AND ANNUAL GENERAL MEETING

A copy of the annual report of the Company for the year ended 31 December 2009 is enclosed for your review.

The notice convening the Annual General Meeting proposed to be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages 12 to 15 of this circular. At the Annual General Meeting, resolutions will be proposed to the Shareholders in respect of ordinary business to be considered at the Annual General Meeting, including re-election of Directors, and special business to be considered at the Annual General Meeting, being the Ordinary Resolutions proposed to approve the general mandate to issue Shares and the Repurchase Mandate.

ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's principal place of business at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as soon as possible and, in any event so as to be received not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the meeting if you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to bye-law 78 of the bye-laws of the Company and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE CHAIRMAN

RECOMMENDATION

The Directors believe that the proposed general mandate to issue Shares, the Repurchase Mandate and the proposed re-election of retiring Directors are all in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

By Order of the Board
MA Guoan
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you with regard to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,414,422,710 Shares. Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, exercise in full of the Repurchase Mandate could accordingly result in up to 141,442,271 Shares (representing 10% of the issued share capital of the Company as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to the next annual general meeting.

2. REASONS FOR REPURCHASES

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 in 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 will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchasing of Shares will be funded entirely from funds 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 the 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 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.

There might be adverse effect on the working capital or gearing of the Company upon the full exercise of the Repurchase Mandate when compared with the working capital and gearing position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2009. However, the Directors do not propose to exercise the 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 levels in the opinion of the Directors.

4. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by Shareholders of 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 do so, if the Repurchase Mandate is approved by Shareholders of the Company.

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

However, if as a result of a share repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such 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 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, is interested in 1,060,001,983 Shares (representing approximately 74.94% of the total issued share capital of the Company as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution referred to above, then (if the present shareholdings remains the same) the attributable interest of China Resources National Corp. would be increased to approximately 83.27% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in the amount of Shares held by the public being reduced to less than 25%.

5. 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:

Shares	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2009	4.83	3.88
May 2009	5.80	4.30
June 2009	6.03	4.90
July 2009	6.69	5.21
August 2009	7.78	6.50
September 2009	7.60	6.18
October 2009	7.60	6.25
November 2009	8.95	8.00
December 2009	11.70	7.85
January 2010	12.48	10.20
February 2010	11.70	10.10
March 2010	11.62	10.56
April 2010 (up to the Latest Practicable Date)	11.90	10.80

6. SHARE REPURCHASES MADE BY THE COMPANY

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

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED
FOR RE-ELECTION**

Mr. DU Wenmin

Mr. DU Wenmin, aged 46, was appointed as a Non-executive Director of the Company on 21 March 2008 and is currently the Chief Human Resources Officer of China Resources (Holdings) Company Limited (“CRH”). He was the Chief Audit Executive and the General Manager of the Internal Audit and Supervision Department of CRH. Mr. DU is also a Non-executive Director of China Resources Enterprise, Limited, China Resources Land Limited, China Resources Microelectronics Limited and China Resources Cement Holdings Limited. Shares of the above four immediately mentioned companies are listed on the main board of the Stock Exchange. Mr. DU received a Master of Business Administration Degree from the University of San Francisco, USA and joined CRH in 1985. Save as disclosed above, Mr. DU did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company or other members of the Group. Save as disclosed above, Mr. DU is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. DU. The term of service for Mr. DU is three years but he will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. Director’s fee payable to Mr. DU is determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to his duties and responsibility in the Company, the Company’s performance and the market situation. A Director’s fee of HK\$30,000 was payable to Mr. DU during the year ended 31 December 2009.

As at the Latest Practicable Date, Mr. DU has personal interest in 54,000 Shares (representing about 0.0038% of the issued share capital of the Company as at the Latest Practicable Date) within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. DU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information which is required to be disclosed pursuant to any of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. WONG Tak Shing

Mr. WONG Tak Shing, aged 59, was appointed as an Independent Non-executive Director of the Company in 1998. He is the Chairman of the Company’s remuneration committee. He was admitted as a solicitor of the Supreme Court of Hong Kong in 1984 and has been in private practice in Hong Kong for over 20 years. From 1984 to 1987, he worked as an assistant solicitor with two local law firms in Hong Kong before setting up his own practice in 1987. He was appointed as a China-Appointed Attesting Officer with effect from 18 January 2003. Mr. WONG holds a Master’s Degree in Laws from the Peking University. Mr. WONG did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company or other members of the Group. Mr. WONG is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED
FOR RE-ELECTION**

There is no service contract between the Company and Mr. WONG. The term of service for Mr. WONG is three years but he will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. Director's fee payable to Mr. WONG is determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to his duties and responsibility in the Company, the Company's performance and the market situation. A Director's fee of HK\$120,000 was payable to Mr. WONG during the year ended 31 December 2009.

As at the Latest Practicable Date, Mr. WONG has personal interest in 40,000 Shares (representing about 0.0028% of the issued share capital of the Company as at the Latest Practicable Date) within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. WONG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information which is required to be disclosed pursuant to any of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. LUK Chi Cheong

Mr. LUK Chi Cheong, aged 54, was appointed as an Independent Non-executive Director of the Company on 31 January 2002. He is the Chairman of the Company's audit committee. He is a practicing Certified Public Accountant in Hong Kong and a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom. He has been in accounting practice since 1995 and prior to that he has over 10 years of diversified experience in audit, construction and airline industry. Mr. LUK did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company or other members of the Group. Mr. LUK is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company.

There is no service contract between the Company and Mr. LUK. The term of service for Mr. LUK is three years but he will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. Director's fee payable to Mr. LUK is determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to his duties and responsibility in the Company, the Company's performance and the market situation. A Director's fee of HK\$120,000 was payable to Mr. LUK during the year ended 31 December 2009.

As at the Latest Practicable Date, Mr. LUK does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. LUK has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information which is required to be disclosed pursuant to any of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED
FOR RE-ELECTION**

Ms. YU Jian

Ms. YU Jian, aged 56, was appointed as an Independent Non-executive Director of the Company on 17 March 2010. She is currently the chairman of Shenzhen Water (Group) Co., Ltd and acts in various societies, including vice-chairman of the Committee for Handling Proposals of the 4th Shenzhen CPPCC; vice-president of the China Association of Women Entrepreneurs; vice-president of the Association of Women Entrepreneurs of Guangdong Province; president of the Shenzhen Association of Women Entrepreneurs; vice-president of the China Urban Water Association; president of the Shenzhen Urban Water Association, vice-president of the Child Welfare Institute of Shenzhen, and executive vice-president of the Shenzhen General Chamber of Commerce. Prior to joining Shenzhen Water (Group) Co., Ltd., Ms. YU was the general manager of Shenzhen Gas Corporation Limited. Ms. YU graduated from the Harbin University of Civil Engineering and Architecture and is a senior engineer with professorship. Save as disclosed above, Ms. YU did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company or other members of the Group. Ms. YU is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Ms. YU. The term of service for Ms. YU is three years but she will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. Ms. YU will receive director's fee in respect of her directorship as determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to her duties and responsibility in the Company, the Company's performance and the market situation.

As at the Latest Practicable Date, Ms. YU does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. YU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information which is required to be disclosed pursuant to any of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of the Company will be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 31 May 2010 at 4:15 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2009.
2. To declare a final dividend.
3. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint Auditor and to authorise the Board of Directors to fix the Auditor's remuneration.
5. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. **"THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period 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 might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) 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;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of share capital 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 paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below) (ii) an issue of shares of the Company under any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of shares of the Company or rights to acquire shares of the Company or (iii) an issue of shares of the Company as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed the aggregate of (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution plus (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

“Relevant Period” means the period from 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 law or the bye-laws of the Company to be held; and
- (iii) the revocation or variation of the approval given by this Resolution by ordinary resolution of the members of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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).”

NOTICE OF ANNUAL GENERAL MEETING

B. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and the requirements of 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;
- (b) the aggregate nominal amount of shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution “Relevant Period” means the period from 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 law or the bye-laws of the Company to be held; and
 - (iii) the revocation or variation of the approval given by this Resolution by ordinary resolution of the members of the Company in general meeting.”

- C. **“THAT** conditional upon resolution 5A in the notice of the meeting of which this resolution forms a part being passed, the Directors of the Company be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of such resolution 5A in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

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

Hong Kong, 26 April 2010

NOTICE OF ANNUAL GENERAL MEETING

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. The register of members of the Company will be closed from Tuesday, 25 May 2010 to Monday, 31 May 2010, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the attendance at the Annual General Meeting and the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 May 2010.
4. With regard to item no. 3 of this notice, details of retiring Directors proposed for re-election are set out in appendix II of the circular to shareholders dated 26 April 2010.
5. 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. LI Fuzuo, 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.