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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)

**DISCLOSEABLE AND CONNECTED TRANSACTION
INVOLVING ISSUE OF CONSIDERATION SHARES**

The Board is pleased to announce that on 13 September, 2010, the Company, Powerfaith and CR Gas Holdings have entered into the Sale and Purchase Agreement pursuant to which the Company has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the Sale Shares representing the entire issued share capital of Mega Fair for the Consideration of HK\$ 2,000 million.

The Acquisition constitutes a discloseable transaction of the Company under the Listing Rules. Since China Resources Holdings is the controlling shareholder of the Company, holding approximately 74.94% of its issued share capital, the Acquisition also constitutes a connected transaction of the Company under the Listing Rules. As certain of the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the Acquisition exceed 5%, the Acquisition, the Sale and Purchase Agreement and the allotment and issue of the Consideration Shares to the Vendor are therefore subject to reporting, announcement and the approval of the Independent Shareholders at the SGM as required under Chapter 14A of the Listing Rules.

China Resources Holdings and any of its Associates and any Shareholder who has a material interest in the Acquisition and the allotment and issue of the Consideration Shares other than as Shareholders of the Company will abstain from voting in respect of the proposed resolutions to approve these matters. Further details on the matters to be voted on by the Shareholders at the SGM are set out in the section headed “General” in this announcement.

The Independent Board Committee has been constituted to consider the terms of the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement and to advise and make recommendations to the Independent Shareholders as to how to vote at the SGM on the ordinary resolutions regarding the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement and matters ancillary thereto. Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Ms. Yu Jian have been appointed by the Board to serve as members of the Independent Board Committee. No member of the Independent Board Committee has any material interest in the Acquisition and the allotment and issue of the Consideration Shares.

An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement.

A circular containing, among other things, further information on the Acquisition of the Target Group, the allotment and issue of the Consideration Shares, the advice of the independent financial adviser, the recommendation of the Independent Board Committee, the notice convening the SGM and a proxy form will be dispatched to the Shareholders on or before 6 October, 2010 in accordance with the Listing Rules.

The Board is pleased to announce its proposed acquisition of Mega Fair from Powerfaith, a wholly-owned subsidiary of China Resources Holdings.

BACKGROUND

The Acquisition

On 13 September, 2010, the Company entered into the Sale and Purchase Agreement to agree conditionally to acquire the entire issued share capital of Mega Fair, an indirectly wholly-owned subsidiary of China Resources Holdings.

The Target Group currently operates a portfolio of city gas distribution businesses including natural gas pipelines, natural gas facilities repair and maintenance and bottled LPG distribution. Its natural gas distribution operations are strategically located in the cities of Xiamen, Ningbo, Qidong, Gucheng, Tengzhou, Shifang, Kunshan, Jining and Suining.

Top Up Placing

The Company confirms that Splendid Time, a wholly-owned subsidiary of China Resources Holdings holding approximately 74.94% interest in the issued share capital of the Company as at the date of this announcement, proposes to undertake the Top Up Placing. The Parties have agreed that the Acquisition is conditional upon, among others, the signing of the Top Up Placing Agreement and completion of the Top Up Placing in accordance with the terms thereof. At the time of issuance of this announcement, the Company and Splendid Time are in negotiations with the proposed placing agent(s) as to the terms of the Top Up Placing. The Company will make an announcement relating to the Top Up Placing in compliance with the Listing Rules as and when appropriate.

THE SALE AND PURCHASE AGREEMENT

Date

13 September, 2010

Parties

- (1) the Company;
- (2) Powerfaith; and
- (3) CR Gas Holdings

Sale Shares

Subject to the terms and conditions of the Sale and Purchase Agreement, the Vendor shall sell as legal and beneficial owner and the Company shall purchase the Sale Shares with effect from Completion free from all Encumbrances and together with all rights and title to and interests in the Sale Shares (including the right to receive all dividends and distributions declared, made or paid on or after the Completion Date).

In consideration of the Company entering into the Sale and Purchase Agreement, CR Gas Holdings unconditionally and irrevocably guarantees as a primary obligor, the due and punctual performance by Powerfaith of all its obligations and punctual discharge by Powerfaith of all its liabilities to the Company under the Sale and Purchase Agreement.

Conditions Precedent

Completion of the Acquisition is subject to the satisfaction of, amongst other things, the following conditions precedent:

- (i) the Independent Shareholders having approved by way of poll at a duly convened SGM, the transactions contemplated under the Sale and Purchase Agreement including but not limited to the Acquisition, the allotment and issue of the Consideration Shares to the Vendor (or as it may direct), and, to the extent applicable, the transactions arising out of the Sale and Purchase Agreement and in pursuance of the Sale Shares (and for the avoidance of doubt, excluding, to the extent applicable, any continuing connected transactions (as defined in the Listing Rules) arising between the Company and the Vendor or their respective Associates arising as a direct result of Completion which require approval of the Independent Shareholders and matters ancillary thereto);
- (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Consideration Shares to be allotted and issued to the Vendor (or as it may direct) hereunder, either unconditionally or subject only to conditions to which the Vendor and the Company have no reasonable objection; and
- (iii) the signing of the Top Up Placing Agreement and completion of the Top Up Placing in accordance with the terms of the Top Up Placing Agreement and in compliance with the Listing Rules.

The conditions above shall not be waived in any event. If any of the conditions set out in the Sale and Purchase Agreement is not fulfilled (or waived by the Company, where applicable) on or before 31 March, 2011 (or such later date as agreed between the Parties), the Sale and Purchase Agreement and the transactions contemplated thereunder shall be terminated. Completion shall take place on or before the second Business Day (or such other date as Powerfaith and the Company may agree) after the conditions precedent set out in the Sale and Purchase Agreement have been fulfilled in accordance with the Sale and Purchase Agreement.

Pursuant to the terms of the Sale and Purchase Agreement, the parties agreed that any dividend declared by the Target Group before Completion shall belong to the Vendor.

Consideration

The Consideration payable by the Company for the Acquisition is HK\$2,000 million. The Consideration shall be satisfied in full by the allotment and issue on the Completion Date of such number of Consideration Shares to be determined by

dividing the amount of the Consideration by the Placing Price as to be agreed under the Top Up Placing Agreement. The Consideration Shares shall be allotted and issued to the Vendor (or as it may direct) credited as fully paid up, ranking pari passu in all respects with all the then issued Shares and free from all Encumbrances and together with all rights attached or accruing thereto on or after the Completion Date. As at the time of issuance of this announcement, the number of Consideration Shares to be allotted and issued has yet to be determined, please refer to the paragraphs entitled “Consideration Shares” below for further details.

The Consideration has been arrived at after arm’s length negotiations between Powerfaith and the Company after taking into account various relevant factors including the strategic rationale behind the transactions contemplated, the nature of the relevant businesses, the historical financial information, combined net asset value and future prospects of the relevant industries including general economic trends and market growth and the prevailing commercial and business conditions in which Mega Fair operates.

China Resources Holdings had originally acquired the assets comprising the Target Group for a total consideration of HK\$1,169 million during the period from 2007 to 2009. The net asset value of Mega Fair as shown in the unaudited combined balance sheet attributable to the Target Group as at 31 December, 2009 and 30 June, 2010 are approximately HK\$869 million and HK\$1,472 million respectively.

Consideration Shares

On Completion, the Consideration Shares, having a total cash value of HK\$2,000 million, will be issued at a price per Consideration Share equivalent to the Placing Price. As at the time of issuance of this announcement, the Placing Price has yet to be fixed pending finalisation of the Top Up Placing Agreement and final agreement among the proposed parties thereto. The Placing Price will be announced as soon as the same is determined by the parties to the Top Up Placing Agreement in accordance with Rule 13.36(5) of the Listing Rules. It is expected that the Parties will enter into a supplemental agreement to record the exact number of Consideration Shares to be allotted and issued on Completion upon determination of the same. The Company will thereupon publish an announcement to disclose further details of the Consideration Shares and other particulars relating to the Acquisition such as the prospective change on the shareholdings of the Company as a result of the Completion and the Top Up Placing.

Given that the Acquisition constitutes a connected transaction of the Company of which Independent Shareholders’ approval is required and given that the general mandate granted by the Shareholders on 31 May, 2010 for the allotment and issue of Shares (which allows the Directors to allot and issue up to 20% of the existing issued

share capital of the Company) is expected to be substantially utilized for the purposes of issuing the Subscription Shares pursuant to the Top Up Placing, specific approval of the Independent Shareholders will be sought for the allotment and issue of the Consideration Shares. An application will be made to the Listing Committee of the Stock Exchange for the granting of listing of and permission to deal in the Consideration Shares.

Profit Guarantee

Pursuant to the Sale and Purchase Agreement, Powerfaith has guaranteed to the Company that the combined profit after taxation of members of the Target Group attributable to Mega Fair for the financial year ending 31 December, 2010 assuming the Pre-Acquisition Reorganisation had completed since 1 January, 2010 will not be less than HK\$100 million. In the event that such combined profit after taxation is less than the guaranteed level or Mega Fair has a combined loss after taxation for such period, Powerfaith will compensate the Company an amount equal to the difference between the guaranteed amount of HK\$100 million and the combined profit or loss after taxation of Mega Fair for the period commencing from 1 January, and ending 31 December, 2010 multiplied by 20 and in any event, the compensation payable by Powerfaith to the Company will not exceed the difference between the Consideration and the combined net asset value of Mega Fair as at 30 June, 2010. As part of the commercial negotiation between Powerfaith and the Company, Powerfaith was willing to provide a profit guarantee for the year ending 31 December, 2010 to the Company. As part of the calculation of compensation, a measurable and verifiable parameter needs to be used and it was concluded that the combined profit and loss after tax of Mega Fair is the most appropriate parameter for the purposes of calculating compensation. 20 times is the implied multiple of the combined profit or loss after tax of Mega Fair calculated using a total consideration of HK\$2,000 million.

In the event that the Company claims against Powerfaith pursuant to the above profit guarantee, a further announcement will be made by the Company (including details of the shortfall and adjustment, if any, of the Consideration). Details of the compensation (if any) will be included in the subsequent annual report of the Company which will also contain opinions from the independent non-executive Directors as to whether Powerfaith has fulfilled its obligations under the profit guarantee.

Deed of Indemnity

On Completion, the Company, the Vendor and CR Gas Holdings will enter into the Deed of Indemnity. Subject to certain limitations as stated in the Deed of Indemnity, the Vendor undertakes to the Company to indemnify and keep indemnified the

Company from and against any tax liabilities in relation to the business activities of the Target Group prior to Completion and other liabilities as specified in the Deed of Indemnity. CR Gas Holdings undertakes to guarantee the due and punctual performance of the Vendor's obligation under the Deed of Indemnity.

REASONS FOR AND BENEFITS OF THE TRANSACTION

On 21 August, 2008 and 8 September, 2009, the Company announced its acquisition of CR Gas Group and Top Steed Group respectively, with the intention to expand into the city gas distribution business in China (in particular, in the cities of Chengdu, Huaibei, Nanjing, Wuxi, Suzhou, Fuyang, Linhai, Zibo, Yangquan, Xiangfan, Zhenjiang, Yicheng, Qianjiang and Datong) and capturing the increase in demand for natural gas in China. The said acquisitions have provided stable cash flow income as well as a platform for higher growth potential to the Company. Leveraging the Company's current presence in the gas industry in China and China Resources Holdings Group's strong presence and brand name in China, the Board believes that the transaction is a step forward in further expanding its market share in the downstream gas industry and strengthening its customer and earning base into different regions in China. Upon Completion, the Board believes that the Company, being one of the leading pan-China gas distributors, will be strategically positioned to take up new opportunities and to capture growth opportunity in the gas industry in China.

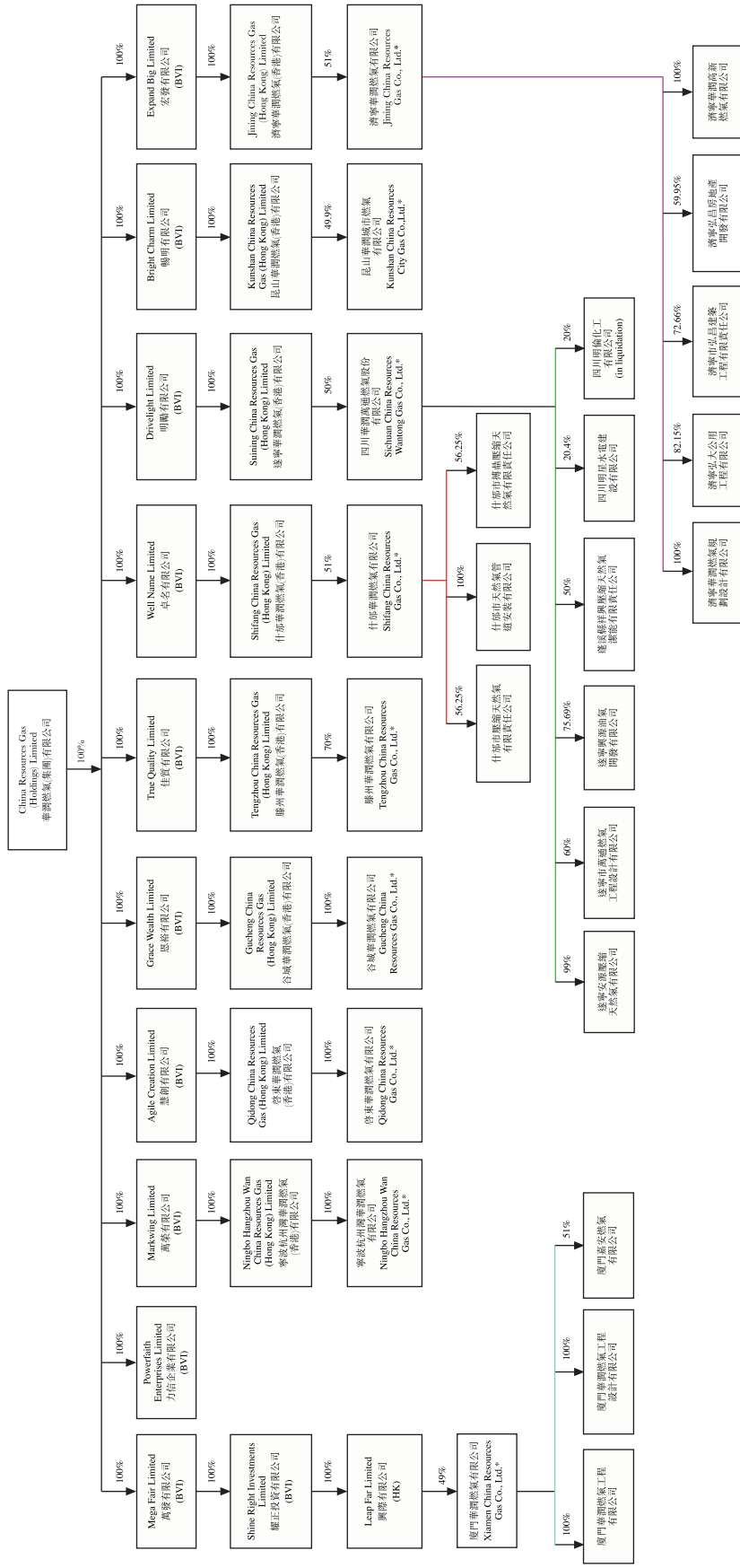
The Directors (excluding the independent non-executive Directors whose opinion will be subject to the advice of the independent financial adviser) will disclose their opinion regarding whether the terms of the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement are fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole at a later stage upon finalization of the Placing Price and the number of Consideration Shares to be allotted and issued.

INFORMATION OF MEGA FAIR

Mega Fair, a wholly-owned subsidiary of China Resources Holdings, is a holding company. The Target Group currently operates a portfolio of city gas distribution businesses including natural gas pipelines, natural gas facilities repair and maintenance and bottled LPG distribution. Its natural gas distribution operations are strategically located in the cities of Xiamen, Ningbo, Qidong, Gucheng, Tengzhou, Shifang, Kunshan, Jining and Suining.

The China Resources Holdings Group, in order to cater for the Acquisition, underwent the Pre-Acquisition Reorganisation pursuant to which Mega Fair has acquired from the China Resources Holdings Group its economic interests in members of the Target Group to form the Target Group. The corporate charts before and after the Pre-Acquisition Reorganisation are as set out below.

The corporate chart before the Pre-Acquisition Reorganisation:-



* The English names of these PRC incorporated companies are only English translations of the corresponding official Chinese names and are provided for identification purposes only.

The corporate chart after the Pre-Acquisition Reorganisation:-



* The English names of these PRC incorporated companies are only English translations of the corresponding official Chinese names and are provided for identification purposes only.

Financial information of Mega Fair

No audited account of Mega Fair is available since Mega Fair is not required to prepare the same in the place of its incorporation in the BVI. For the purposes of this announcement, the unaudited financial information of Mega Fair for the two years ended 31 December, 2009 and six months ended 30 June, 2010 are as follows:-

	For the year ended 31 December, 2008	For the year ended 31 December, 2009	For six months ended 30 June, 2010
	<i>HK\$ million</i>	<i>HK\$ million</i>	<i>HK\$ million</i>
Unaudited combined profit before taxation and minority interests ¹	38.5	75.9	74.3
Unaudited combined profit after taxation and minority interests ¹	27.1	72.3	51.2
Unaudited consolidated profit before taxation and minority interests ²	10.1	34.6	74.3
Unaudited consolidated profit after taxation and minority interests ²	3.9	24.0	51.2

Notes:

- 1 Assuming the Pre-Acquisition Reorganisation had completed since 1 January 2008 for all members in the Target Group.
- 2 Assuming the Pre-Acquisition Reorganisation had completed since 1 January 2008 for all subsidiaries of the Target Group but excludes any jointly-controlled entities or associated companies.

IMPLICATIONS OF THE LISTING RULES

The Acquisition constitutes a discloseable transaction of the Company under the Listing Rules. Since China Resources Holdings is the controlling shareholder of the Company, holding approximately 74.94% of its issued share capital, the Acquisition also constitutes a connected transaction of the Company under the Listing Rules. As certain of the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the Acquisition exceed 5%, the Acquisition, the Sale and Purchase Agreement and the issue of Consideration Shares to the Vendor are therefore subject to reporting, announcement and the approval of the Independent Shareholders at the SGM as required under Chapter 14A of the Listing Rules.

The Independent Board Committee has been constituted to consider the terms of the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement and to advise and make recommendations to the Independent Shareholders as to how to vote at the SGM on the ordinary resolutions regarding the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement and matters ancillary thereto. Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Ms. Yu Jian have been appointed by the Board to serve as members of the Independent Board Committee. No member of the Independent Board Committee has any material interest in the Acquisition and the allotment and issue of the Consideration Shares.

Independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement.

NATURE OF BUSINESS OF COMPANY, POWERFAITH AND CHINA RESOURCES HOLDINGS

The Company is a limited liability company incorporated in Bermuda and its shares have been listed on the Stock Exchange since 7 November 1994. The Company is an investment holding company which through its subsidiaries in the PRC, currently operates 32 city gas distribution projects in 11 provinces and one municipality in China including natural or petroleum gas pipelines, CNG filling stations and bottled LPG distribution.

Powerfaith is a wholly-owned subsidiary of China Resources Holdings and is an investment holding company with investments in gas projects in various parts of China, including investments in the Target Group.

China Resources Holdings is the substantial and controlling shareholder of the Company and its principal business is investment holding. CR Gas Holdings is a wholly owned subsidiary of China Resources Holdings and its principal business is investment holding.

GENERAL

1. A circular containing further details of, amongst other things, (i) the Acquisition of the Target Group and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement; (ii) the recommendations of the Independent Board Committee in respect of the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement; (iii) a letter of advice from the independent financial

adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement; and (iv) a notice convening the SGM and a proxy form will be dispatched to the Shareholders on or before 6 October, 2010.

2. A SGM will be convened at which resolutions will be proposed to seek the Independent Shareholders' approval of, amongst other things, the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement.
3. China Resources Holdings and any of its Associates and any Shareholder who has a material interest in the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement other than as Shareholders of the Company will abstain from voting in respect of the proposed resolutions to approve the above matters.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise.

“Acquisition”	the acquisition of the Sale Shares by the Company pursuant to the Sale and Purchase Agreement;
“Associates”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Director(s);
“Business Day”	a day (excluding a Saturday or Sunday) on which banks in Hong Kong are generally open for business;
“BVI”	the British Virgin Islands;
“China Resources Holdings”	China Resources (Holdings) Company Limited, the substantial and controlling shareholder (as defined in the Listing Rules) of the Company holding approximately 74.94% of its issued share capital as at the date of this announcement or, where the context requires, the relevant subsidiary or subsidiaries thereof;
“China Resources Holdings Group”	China Resources Holdings and its subsidiaries, excluding, for the purpose of this announcement, the CR Gas Group, the Top Steed Group and the Target Group;

“CNG”	compressed natural gas;
“Company”	China Resources Gas Group Limited, a company incorporated in Bermuda the Shares of which are listed on the main board of the Stock Exchange;
“Completion”	completion of the sale and purchase of the Sale Shares;
“Completion Date”	the day on which Completion takes place in accordance with the provisions of the Sale and Purchase Agreement
“Consideration”	HK\$2,000 million;
“Consideration Shares”	such number of Shares having a total cash value equivalent to the Consideration based on a value of price per Consideration Share equivalent to the Placing Price;
“CR Gas Group”	China Resources Gas Limited, a company incorporated in the BVI with limited liability, which was acquired by the Company on 30 October, 2008 and a wholly owned subsidiary of the Company, its subsidiaries and its jointly-controlled entities;
“CR Gas Holdings”	China Resources Gas (Holdings) Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of China Resources Holdings;
“Deed of Indemnity”	the deed of indemnity to be entered into among the Vendor, the Company and CR Gas Holdings on Completion in relation to the tax liabilities of the Target Group prior to Completion;
“Director(s)”	the director(s) of the Company;
“Encumbrances”	rights of pre-emption, options, liens, claims, equities, charges, mortgages, pledges, third-party rights or interests of any nature;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

“Independent Board Committee”	an independent board committee of the Company constituted to consider the terms of the Acquisition, the Sale and Purchase Agreement, the allotment and issue of the Consideration Shares and to advise and make recommendations to the Independent Shareholders as to how to vote at the SGM on the ordinary resolutions regarding the Acquisition. Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Ms. Yu Jian have been appointed by the Board to serve as members of the Independent Board Committee;
“Independent Shareholders”	Shareholders other than the controlling shareholders of the Company, namely China Resources Holdings and its Associates;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“LPG”	liquefied petroleum gas;
“Mega Fair”	Mega Fair Limited, a company incorporated in the BVI with limited liability, a wholly-owned subsidiary of China Resources Holdings;
“Parties”	the parties to the Sale and Purchase Agreement, namely, the Company, Powerfaith and CR Gas Holdings;
“Placing Price”	the price per Share for the Top Up Placing under the Top Up Placing Agreement;
“Powerfaith”/ “Vendor”	Powerfaith Enterprises Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of China Resources Holdings;
“PRC”/“China”	the People’s Republic of China, but for the purposes of this announcement only, excluding Hong Kong, Macau and Taiwan;
“Pre-Acquisition Reorganisation”	the reorganisation by the China Resources Holdings Group, under which Mega Fair acquired from the China Resources Holdings Group its economic interests in members of the Target Group to form the Target Group;

“Sale and Purchase Agreement”	the Sale and Purchase Agreement entered into among the Company, Powerfaith and CR Gas Holdings dated 13 September, 2010 in relation to the Acquisition;
“Sale Shares”	2 ordinary shares of US\$1.00 each in the share capital of Mega Fair, representing the entire issued share capital of Mega Fair as at the date of this announcement and such additional share as may be issued by Mega Fair to the Vendor prior to Completion;
“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, the Acquisition and the allotment and issue of the Consideration Shares as contemplated under the Sale and Purchase Agreement on or around 25 October, 2010;
“Shareholder(s)”	person(s) whose name(s) appear on the register of members as registered holder(s) of Share(s);
“Shares”	the shares of HK\$0.10 each in the share capital of the Company which are listed and traded on the main board of the Stock Exchange;
“Splendid Time”	Splendid Time Investments Inc., a company incorporated in the BVI with limited liability, the substantial and controlling shareholder (as defined in the Listing Rules) of the Company holding approximately 74.94% of its issued share capital as at the date of this announcement;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Shares”	such number of new Shares to be allotted and issued by the Company to Splendid Time in accordance with the Top Up Placing Agreement based on the Placing Price;

“subsidiary” and “holding company”	shall have the respective meanings assigned to those expressions by section 2 of the Companies Ordinance (Cap.32 of the Laws of Hong Kong), save that any reference therein to a company shall be deemed to include a reference to a body corporate incorporated or established outside Hong Kong or under any other ordinances of the Laws of Hong Kong and to any unincorporated body of persons;
“Target Group”	Mega Fair, its subsidiaries and jointly-controlled entities or associated companies;
“Top Steed Group”	Top Steed Limited, a company incorporated in the BVI with limited liability, which was acquired by the Company on 19 October, 2009 and a wholly owned subsidiary of the Company, its subsidiaries and its jointly-controlled entities or associated companies;
“Top Up Placing”	the proposed placing of Shares owned by Splendid Time through certain placing agent(s) and the conditional agreement of Splendid Time to subscribe for the Subscription Shares on the terms and subject to the conditions as set out in the Top Up Placing Agreement;
“Top Up Placing Agreement”	the placing, underwriting and subscription agreement to be entered into among the Company, Splendid Time and certain placing agent(s) in connection with the Top Up Placing;
“US\$”	the United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

By Order of the Board
China Resources Gas Group Limited
Ma Guoan
Chairman

Hong Kong, 13 September, 2010

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.