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

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1193)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of China Resources Gas Group Limited (the “**Company**”) will be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 31 August 2011 at 4:15 p.m. to consider and, if thought fit, pass (with or without amendments) the following resolution:

**ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the conditional sale and purchase agreement dated 22 July 2011 entered into between (i) Powerfaith Enterprises Limited (“**Powerfaith**”), a wholly-owned subsidiary of China Resources (Holdings) Company Limited (“**China Resources Holdings**”) as the vendor; (ii) the Company as purchaser; and (iii) China Resources Gas (Holdings) Limited, a wholly-owned subsidiary of China Resources Holdings as guarantor of all obligations and liabilities of Powerfaith to the Company under the agreement, in relation to the sale and purchase of the entire issued share capital of Wang Gao Limited, an indirectly wholly-owned subsidiary of China Resources Holdings, at a consideration of HK\$1,710 million (the “**Sale and Purchase Agreement**”, a copy of which has been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purpose), be and is hereby approved, and **THAT** all the transactions contemplated under the Sale and Purchase Agreement be and are hereby approved (including but not limited to the allotment and issue to Powerfaith (or its nominee(s) as it may direct) of 161,174,785 ordinary shares of HK\$0.10 each in the share capital of the Company at the issue price of HK\$10.6096 each credited as fully paid up and ranking pari passu with the existing issued shares of the Company (“**Consideration Shares**”) pursuant to the Sale and Purchase Agreement); and
- (b) the Directors be and are hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and completion of the Sale and Purchase Agreement, the allotment and issue of the Consideration Shares to Powerfaith (or its nominee(s) as it may direct), all other transactions contemplated under or incidental to the Sale and Purchase Agreement

and all other matters incidental thereto or in connection therewith and to agree to the variation and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Acquisition and are in the best interests of the Company.”

By order of the Board  
**MA Guoan**  
Chairman

Hong Kong, 12 August 2011

*Principal Place of Business in Hong Kong:*

Room 1901-05  
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 Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less 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.

*As at the date of this notice, 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.*