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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)**

**FACILITY AGREEMENT**  
**IMPOSING A SPECIFIC PERFORMANCE OBLIGATION**  
**ON THE CONTROLLING SHAREHOLDER OF THE COMPANY**

On 15 February 2011, the Company (as borrower) and a bank entered into a 5-year term loan facility agreement of up to an aggregate amount of HK\$800 million, which includes a term imposing a specific performance obligation on the controlling shareholder of the Company.

This announcement is made in compliance with the disclosure requirements under rule 13.18 of the Listing Rules.

This announcement is made by the board of directors (the “Board”) of China Resources Gas Group Limited (the “Company”) in compliance with the disclosure requirements under rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

On 15 February 2011, the Company (as borrower) and a bank entered into a 5-year term loan facility agreement (the “Facility Agreement”) of up to an aggregate amount of HK\$800 million (the “Facility”). The Facility is unsecured and interest bearing with any outstanding amounts to be repaid in full on the date falling five years from the date of the Facility Agreement. The Facility will be used for capital expenditure, acquisition and general corporate funding requirements of the Company and its subsidiaries.

Pursuant to the Facility Agreement, the Company agrees that it will remain as a subsidiary of China Resources (Holdings) Company Limited (“CRH”), the controlling shareholder of the Company, and that CRH will at all times hold an aggregate beneficial ownership (directly or indirectly) of not less than 50 per cent. in the issued share capital of the Company (the “Specific Performance Obligation”). As at the date of this announcement, CRH beneficially owns approximately 68.18 per cent. of the issued share capital of the Company.

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It will be an event of default if the Specific Performance Obligation is breached; and in such case, the bank shall declare the commitments to be cancelled and/or declare all outstanding amounts together with interest accrued and all other sums payable by the Company to be immediately due and payable.

The Company will make continuing disclosure in its subsequent interim and annual reports for so long as the Specific Performance Obligation continues to exist pursuant to the requirements of rule 13.21 of the Listing Rules.

By Order of the Board  
**China Resources Gas Group Limited**  
**ONG Thiam Kin**  
*Executive Director & Company Secretary*

Hong Kong, 15 February 2011

*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.*