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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)**

**CHANGES IN DIRECTORS AND BOARD COMMITTEES MEMBERS**

The Board hereby announces the following changes in directors and board committees members of the Company with effect from 28 December 2012:

- (1) Mr. Luk Chi Cheong has resigned as Independent Non-executive Director, Chairman of the Audit Committee and Member of the Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company;
- (2) Mr. Yu Hon To, David has been appointed as Independent Non-executive Director, Chairman of the Audit Committee and Member of the Remuneration Committee of the Company; and
- (3) Mr. Qin Chaokui has been appointed as Independent Non-executive Director and Member of the Nomination Committee and Corporate Governance Committee of the Company.

The board of directors (the "Board") of China Resources Gas Group Limited (the "Company") announces that Mr. Luk Chi Cheong has resigned as Independent Non-executive Director, Chairman of the Audit Committee and Member of the Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company with effect from 28 December 2012 due to allocate more time to his business and other personal commitments. Mr. Luk has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board further announces that with effect from 28 December 2012:

- (1) Mr. Yu Hon To, David has been appointed as Independent Non-executive Director, Chairman of the Audit Committee and Member of the Remuneration Committee of the Company; and
- (2) Mr. Qin Chaokui has been appointed as Independent Non-executive Director and Member of the Nomination Committee and Corporate Governance Committee of the Company.

The biographical details of new Directors are as follows:

**Mr. Yu Hon To, David**, aged 64, was appointed as an Independent Non-executive Director, Chairman of the Audit Committee and Member of the Remuneration Committee of the Company on 28 December 2012. Mr. Yu is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in the fields of auditing, corporate finance, financial investigation and corporate management. He was formerly a partner of an international accounting firm, and is the Vice Chairman of MCL Partners Limited, a Hong Kong-based financial advisory and investment firm. He is currently an Independent Non-executive Director of China Datang Corporation Renewable Power Co., Limited, China Renewable Energy Investment Limited, Great China Holdings Limited, Haier Electronics Group Co., Ltd, Media Chinese International Limited, One Media Group Limited, Playmates Holdings Limited, Sateri Holdings Limited, Synergis Holdings Limited, TeleEye Holdings Limited and VXL Capital Limited, which are main board listed companies in Hong Kong.

Save as disclosed above, Mr. 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 and other members of the Group. Mr. 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 Mr. Yu. The term of service of Mr. Yu is for a period of 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. The director's fee of HK\$150,000 per annum is payable to Mr. Yu which is determined by the Board under the authority granted by the shareholders at the annual general meeting and with reference to his duties and responsibility with the Company. As at the date of this announcement, Mr. Yu does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Yu has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment and there is no other information required to be disclosed pursuant to any of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

**Mr. Qin Chaokui**, aged 44, was appointed as an Independent Non-executive Director and Member of the Nomination Committee and Corporate Governance Committee of the Company on 28 December 2012. He is a professor and doctor's supervisor of Mechanical and Energy Engineering School of Tongji University, a researcher in the field of gas utilization, transmission/distribution, and production. He is currently a member of renewable energy utilization in buildings sub-group of MOHURD (Ministry of Housing and Urban-Rural Development of People's Republic of China), a member of Shanghai Municipal Urban-Rural Development & Transportation Commission Science and Technology Committee, a council member of China Gas Association, a member of gas sub-society of China Civil Engineer Society. He is currently member of editorial boards of some academic

periodicals, including “Gas and Heat”, “Building Energy Conservation”, “City Gas”, “Public Utilities”, etc. Mr. Qin graduated from Tongji University and holds a Doctor’s degree in Engineering.

Save as disclosed above, Mr. Qin did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company and other members of the Group. Mr. Qin 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. Qin. The term of service of Mr. Qin is for a period of 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. The director’s fee of HK\$150,000 per annum is payable to Mr. Qin which is determined by the Board under the authority granted by the shareholders at the annual general meeting and with reference to his duties and responsibility with the Company. As at the date of this announcement, Mr. Qin does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Qin has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment and there is no other information 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.

The Board would like to give its warmest welcome to Mr. Yu and Mr. Qin for joining the Board of the Company.

The Board takes this opportunity to express its sincere gratitude and appreciation to Mr. Luk for his contribution to the Company in the past.

By the Order of the Board  
**China Resources Gas Group Limited**  
**Wang Chuandong**  
*Chairman*

Hong Kong, 28 December 2012

*As at the date of this announcement and after the aforesaid changes, the directors of the Company are Mr. Wang Chuandong, Mr. Shi Shanbo and Mr. Ong Thiam Kin, being Executive Directors; Mr. Du Wenmin, Mr. Wei Bin, Mr. Huang Daoguo and Mr. Chen Ying, being Non-executive Directors; and Mr. Wong Tak Shing, Ms. Yu Jian, Mr. Yu Hon To, David and Mr. Qin Chaokui, being Independent Non-executive Directors.*