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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 1901-02, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 24 May 2019 at 4:15 p.m. is set out on pages 18 to 22 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 or any adjournment thereof.

23 April 2019

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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 1901-02, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 24 May 2019 at 4:15 p.m., notice of which is set out on pages 18 to 22 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
“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, is a substantial shareholder of the Company
“CRCL”	China Resources Company Limited, a company incorporated in the PRC, is the ultimate holding company of the Company
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	16 April 2019, 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 Shares at the date of the passing of the resolution
“SFO”	Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong)

DEFINITIONS

“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:

SHI Baofeng (*Chief Executive Officer*)

GE Bin (*Vice Chairman*)

Non-executive Directors:

WANG Chuandong (*Chairman*)

CHEN Ying

WANG Yan

WAN Suet Fei

JING Shiqing

Independent Non-executive Directors:

WONG Tak Shing

YU Hon To, David

YANG Yuchuan

HU Xiaoyong

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Principal Place of Business:

Room 1901-02

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

23 April 2019

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

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.

LETTER FROM THE CHAIRMAN

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 Shares (i.e. not exceeding 222,401,287 Shares based on the issued Shares of 2,224,012,871 Shares as at the Latest Practicable Date and assuming that such issued Shares remain 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 Shares (i.e. not exceeding 444,802,574 Shares based on the issued Shares of 2,224,012,871 Shares as at the Latest Practicable Date and assuming that such issued Shares remain 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.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Executive Directors of the Company are Mr. SHI Baofeng and Mr. GE Bin, the Non-executive Directors of the Company are Mr. WANG Chuandong, Mr. CHEN Ying, Mr. WANG Yan, Madam WAN Suet Fei and Mr. JING Shiqing and the Independent Non-executive Directors of the Company are Mr. WONG Tak Shing, Mr. YU Hon To, David, Mr. YANG Yuchuan and Mr. HU Xiaoyong.

Pursuant to bye-law 101 of the bye-laws of the Company, Mr. SHI Baofeng, Madam WAN Suet Fei, Mr. JING Shiqing, Mr. YANG Yuchuan and Mr. HU Xiaoyong shall retire from office at 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. GE Bin, Mr. WANG Chuandong, Mr. WONG Tak Shing and Mr. YU Hon To, David shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election.

LETTER FROM THE CHAIRMAN

Mr. WONG Tak Shing has served as an independent non-executive Director over 9 years. Notwithstanding his years of service as independent non-executive Director, the Board is satisfied that, as well proven by the independent judgement and advice given by Mr. WONG over the years, Mr. WONG has the required integrity, independence and experience to fulfill his role as independent non-executive Director.

The nomination committee of the Company had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2018 based on the independence criteria as set out in rule 3.13 of the Listing Rules, including Mr. WONG Tak Shing, Mr. YU Hon To, David, Mr. YANG Yuchuan and Mr. HU Xiaoyong. The nomination committee of the Company had considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting.

Accordingly, with the recommendation of the nomination committee of the Company, the Board has proposed that each of the above retiring Directors, namely Mr. SHI Baofeng, Mr. GE Bin, Mr. WANG Chuandong, Madam WAN Suet Fei, Mr. JING Shiqing, Mr. WONG Tak Shing, Mr. YU Hon To, David, Mr. YANG Yuchuan and Mr. HU Xiaoyong stands for re-election as Director by way of separate resolution at the Annual General Meeting.

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 2018 is enclosed for your review.

The notice convening the Annual General Meeting proposed to be held at Room 1901-02, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages 18 to 22 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 1901-02, 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.

LETTER FROM THE CHAIRMAN

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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
China Resources Gas Group Limited
WANG Chuandong
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 2,224,012,871 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 222,401,287 Shares (representing 10% of the issued Shares 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 2018. 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 close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No core 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 the Shareholders.

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, CRCL is interested in 1,422,298,991 Shares (representing approximately 63.95% of the total issued Shares 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 remain the same) the attributable interest of CRCL would be increased to approximately 71.06% of the issued Shares 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 2018	29.600	26.500
May 2018	31.300	27.400
June 2018	34.450	28.700
July 2018	37.400	31.750
August 2018	38.950	32.200
September 2018	38.950	31.600
October 2018	32.500	28.000
November 2018	33.000	28.200
December 2018	33.700	30.200
January 2019	32.950	28.850
February 2019	35.300	29.700
March 2019	37.050	31.250
April 2019 (up to the Latest Practicable Date)	40.000	34.100

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.

Mr. SHI Baofeng (*Executive Director*)

Mr. SHI Baofeng, aged 48, was appointed as an executive Director, Chief Executive Officer and the Chairman of the Corporate Governance Committee of the Company on 28 November 2018. He is currently the Chief Executive Officer of China Resources Gas (Holdings) Limited. Mr. SHI joined CRH in 2006 and China Resources Gas (Holdings) Limited in March 2007. He consecutively served as the assistant general manager and vice president of China Resources Gas (Holdings) Limited and responsible for the operation of South China Region. Mr. SHI holds a Master of Business Administration Degree from the Southwest Jiaotong University and a Master Degree from the China Europe International Business School; he also holds a Senior Engineer qualification.

Save as disclosed above, Mr. SHI did not hold any directorship in other Hong Kong or overseas listed public companies in the last three years and did not hold any position with the Company and other members of the Group. Mr. SHI is and was not connected with any Directors, senior management or substantial or controlling Shareholders.

There is no service contract between the Company and Mr. SHI. He has no fixed term of service with the Company 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\$70,000 per annum is payable to Mr. SHI 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 Latest Practicable Date, Mr. SHI did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. SHI 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. GE Bin (*Executive Director*)

Mr. GE Bin, aged 55, was appointed as an Executive Director and Vice Chairman of the Company on 20 February 2014. He is responsible for customer service and gas business in the Greater Area of Shanghai, Jiangsu, Fujian, Hunan and Hubei. Mr. GE joined CRH in September 1996 and has been with China Resources Gas (Holdings) Limited since September 2007 and held former positions as Assistant General Manager, Deputy General Manager, Senior Vice President. Mr. GE holds a Master's Degree in Engineering from Nanjing Tech University, and holds a senior economist qualification.

Save as disclosed above, Mr. GE did not hold any directorship in other Hong Kong or overseas listed public companies in the last three years and did not hold any position with the Company and other members of the Group. Mr. GE is and was not connected with any Directors, senior management or substantial or controlling Shareholders.

There is no service contract between the Company and Mr. GE. He has no fixed term of service with the Company but he will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. There is no agreement on the amount of the emoluments payable to Mr. GE. Mr. GE received Director's fee of HK\$70,000 for the year ended 31 December 2018 which was determined by the Board under the authority granted by the Shareholders at the annual general meeting and with reference to the recommendation made by the remuneration committee and his duties and responsibility in the Company. As at the Latest Practicable Date, Mr. GE did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. GE 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. WANG Chuandong (*Non-executive Director*)

Mr. WANG Chuandong, aged 55, was appointed as an Executive Director and General Manager of the Company on 3rd November, 2008. He was re-designated as Non-executive Director on 31 January 2019. He was appointed as the Chairman of the Board of the Company with effect from 1st June, 2012. He is also the Chairman of the Company's Nomination Committee and the Investment Committee. He was appointed as a Director and the General Manager of China Resources Gas (Holdings) Limited in February 2007. He is currently a Deputy General Manager of CRH. Mr. WANG joined China Resources Petrochems (Group) Company Limited in 1985 and was previously its Director and Deputy General Manager. He has over 25 years of corporate management experience in the area of petroleum and related products trading and distribution and holds a Bachelor's Degree in Science majoring in Petroleum Refining from the China University of Petroleum and a Master of Business Administration Degree from the University of Texas, USA.

Save as disclosed above, Mr. WANG did not hold any directorship in other Hong Kong or overseas 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. WANG 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. WANG. He has no fixed term of service with the Company but he will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. Mr. WANG did not receive remuneration from the Company. As at the Latest Practicable Date, Mr. WANG did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. WANG 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.

Madam WAN Suet Fei (*Non-executive Director*)

Madam WAN Suet Fei, aged 42, was appointed as a Non-executive Director and a member of the Audit and Risk Management Committee of the Company on 3 August 2018. She joined China Resources Group in August 2008 and is currently the senior Deputy General Manager of the Finance Department of CRH. Madam WAN obtained a bachelor's degree of business administration from The Chinese University of Hong Kong in 1999 and a master's degree of science in finance from the Durham University, the United Kingdom, in 2003. She is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a Chartered Financial Analyst. She previously served investment bank, multi-national corporations and audit firm in equity research, strategic development analysis of various industries, finance and audit respectively. She is currently a non-executive director of China Resources Cement Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 1313).

Save as disclosed above, Madam WAN did not hold any directorship in other Hong Kong or overseas listed public companies in the last three years and did not hold any position with the Company and other members of the Group. Madam WAN is and was not connected with any Directors, senior management or substantial or controlling Shareholders.

There is no service contract between the Company and Madam WAN. The term of service of Madam WAN is for a period of 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. The Directors' fee is payable to Madam WAN which is determined by the Board under the authority granted by the Shareholders at the annual general meeting and with reference to her duties and responsibility with the Company. As at the Latest Practicable Date, Madam WAN did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Madam WAN 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.

Mr. JING Shiqing (*Non-executive Director*)

Mr. JING Shiqing, aged 38, was appointed as a Non-executive Director, a member of the Remuneration Committee and Nomination Committee of the Company on 3 August 2018. He joined China Resources Group in July 2003. He worked in China Resources Power Holdings Company Limited from July 2003 to February 2012, with experiences in various aspects including production technology, human resources management and administration

management. Mr. JING has worked in the Human Resources Department of CRH since February 2012, and has been appointed as the Vice General Manager of the Human Resources Department since May 2018 with extensive experience in selection of corporate senior management, leadership development and talent team building. Mr. JING obtained a bachelor's degree in engineering from the Changsha University of Science and Technology, China, in 2003 and a master's degree of business administration from the Nanjing University, China, in 2011. He is currently a non-executive director of China Resources Cement Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 1313).

Save as disclosed above, Mr. JING did not hold any directorship in other Hong Kong or overseas listed public companies in the last three years and did not hold any position with the Company and other members of the Group. Mr. JING is and was not connected with any Directors, senior management or substantial or controlling Shareholders.

There is no service contract between the Company and Mr. JING. The term of service of Mr. JING 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 Directors' fee is payable to Mr. JING 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 Latest Practicable Date, Mr. JING did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. JING 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 (*Independent Non-executive Director*)

Mr. WONG Tak Shing, aged 68, was appointed as an Independent Non-executive Director of the Company in 1998. He is the Chairman of the Company's Remuneration Committee and members of the Audit and Risk Management Committee, Nomination Committee, Investment Committee and Corporate Governance Committee. Mr. WONG involves in various professional appointments and public duties, including Member of Probate Committee of the Law Society of Hong Kong and Member of Working Party on Charities and Trust of the Law Society of Hong Kong (2011-2018). He was admitted as a solicitor of the Supreme Court of Hong Kong in 1984, a solicitor of England & Wales and Australia respectively in 1989, a solicitor of Singapore in 1995 and was appointed as a China-Appointed Attesting Officer with effect from 18 January 2003 and full member (TEP) of the Society of Trust and Estate Practitioners (STEP) with effect from 12 February 2010. Mr. WONG has been in private practice in Hong Kong for over 30 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. Mr. WONG holds a Master's Degree in Laws from the Peking University of China and a Master's Degree in Laws from the University of London of England.

Save as disclosed above, Mr. WONG did not hold any directorship in other Hong Kong or overseas listed public companies in the last three years and did not hold any position with the Company or other members of the Group. Mr. WONG has given his written annual confirmation of independence to the Company and the nomination committee of the Company had assessed and reviewed it based on the independence criteria as set out in rule 3.13 of the Listing Rules. Mr. WONG is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. WONG in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent. The Board is of the view that Mr. WONG is beneficial to the Board with diversity of his comprehensive business experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

There is no service contract between the Company and Mr. WONG. The term of office of Mr. WONG 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. Mr. WONG received Directors' fee of HK\$180,000 for the year ended 31 December 2018 which was determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to the recommendation made by the Remuneration Committee and his duties and responsibility in the Company. As at the Latest Practicable Date, Mr. WONG did not have any interests in the Shares 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. YU Hon To, David (*Independent Non-executive Director*)

Mr. YU Hon To, David, aged 70, was appointed as an Independent Non-executive Director, Chairman of the Audit and Risk Management Committee and a member of the Remuneration Committee and the Nomination Committee of the Company on 28th 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. He is currently an Independent Non-executive Director of China Renewable Energy Investment Limited, Haier Electronics Group Co., Ltd., Keck Seng Investments (Hong Kong) Limited, Media Chinese International Limited, New Century Asset Management Limited (which is the manager of New Century Real Estate Investment Trust, a Hong Kong Collective Investment Scheme listed on the Main Board of the Stock Exchange), One Media Group Limited,

Playmates Holdings Limited and MS Group Holdings Limited which are Main Board listed companies in Hong Kong. He was an independent non-executive director of Bracell Limited (formerly known as “Sateri Holdings Limited”) (stock code: 1768), Great China Holdings Limited (stock code: 141) and Synergis Holdings Limited (stock code: 2340) (companies listed on the Main Board of the Stock Exchange).

Save as disclosed above, Mr. YU did not hold any directorship in other Hong Kong or overseas 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 has given his written annual confirmation of independence to the Company and the nomination committee of the Company had assessed and reviewed it based on the independence criteria as set out in rule 3.13 of the Listing Rules. Mr. YU is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. YU in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group’s affairs. The Board considers him to be independent. The Board is of the view that Mr. YU is beneficial to the Board with diversity of his comprehensive business experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

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\$180,000 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 the recommendation made by the Remuneration Committee and his duties and responsibility with the Company. As at the Latest Practicable Date, Mr. YU did not have any interests in the Shares within the meaning of Part XV of the SFO.

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 in connection with his re-election 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.

Mr. YANG Yuchuan (*Independent Non-executive Director*)

Mr. YANG Yuchuan, aged 55, was appointed as an Independent Non-executive Director and a member of the Audit and Risk Management Committee, Nomination Committee and Corporate Governance Committee of the Company on 3 August 2018. Mr. YANG is the chief executive and chief macro economist of Prime China Securities Limited, responsible for the day-to-day management and operation of the company. He has extensive experience in financial industry. Mr. YANG was an executive director of Century Sunshine Group Holdings

Limited, a company listed on the Hong Kong Stock Exchange (stock code: 0509); a non-executive director of TTG Fintech Limited, a company listed on the Australian Securities Exchange (stock code: TUP); an executive director of Partners Capital Securities Limited and the chief executive of Sunshine Asset Management (HK) Limited. Mr. YANG holds a bachelor's degree from Shanghai Jiao Tong University in the PRC and a master's degree of business administration from University of San Francisco in the United States of America.

Save as disclosed above, Mr. YANG did not hold any directorship in other Hong Kong or overseas listed public companies in the last three years and did not hold any position with the Company and other members of the Group. Mr. YANG has given his written annual confirmation of independence to the Company and the nomination committee of the Company had assessed and reviewed it based on the independence criteria as set out in rule 3.13 of the Listing Rules. Mr. YANG is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. YANG in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent. The Board is of the view that Mr. YANG is beneficial to the Board with diversity of his comprehensive business experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

There is no service contract between the Company and Mr. YANG. The term of service of Mr. YANG 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\$180,000 per annum is payable to Mr. YANG 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 Latest Practicable Date, Mr. YANG did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YANG 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 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. HU Xiaoyong (*Independent Non-executive Director*)

Mr. HU Xiaoyong, aged 54, was appointed as Independent Non-executive Director and a member of the Remuneration Committee of the Company in January 2019. He was appointed as the Chairman and an executive director of Beijing Enterprises Clean Energy Group Limited (Stock code: 1250) in May 2015. Mr. HU graduated from the Tsinghua University with an executive master degree of business administration. He has approximately over 22 years' experience in business management. From 2001 to 2013, Mr. HU worked with 中

團有限公司 (Zhong Ke Cheng Environment Protection Group Company Limited*) as chairman. During the period from 1 August 2008 to 30 March 2016, he was an executive director and the chief executive officer of Beijing Enterprises Water Group Limited (Stock code: 371) (“BEWG”). He has been appointed as the honorary chairman of BEWG since 30 March 2016. During the period from September 2014 to October 2018, he was executive director of Beijing Enterprises Medical and Health Industry Group Limited (Stock code: 2389), shares of which are listed on the main board of the Stock Exchange.

Save as disclosed above, Mr. HU did not hold any directorship in other Hong Kong or overseas listed public companies in the last three years and did not hold any position with the Company and other members of the Group. Mr. HU has given his written annual confirmation of independence to the Company and the nomination committee of the Company had assessed and reviewed it based on the independence criteria as set out in rule 3.13 of the Listing Rules. Mr. HU is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. HU in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group’s affairs. The Board considers him to be independent. The Board is of the view that Mr. HU is beneficial to the Board with diversity of his comprehensive business experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

There is no service contract between the Company and Mr. HU. The term of service of Mr. HU 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\$180,000 per annum is payable to Mr. HU 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 Latest Practicable Date, Mr. HU did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. HU 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 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 1901-02, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 24 May 2019 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 2018.
2. To declare a final dividend.
3.
 - (1) To re-elect Mr. SHI Baofeng as Director;
 - (2) To re-elect Mr. GE Bin as Director;
 - (3) To re-elect Mr. WANG Chuandong as Director;
 - (4) To re-elect Madam WAN Suet Fei as Director;
 - (5) To re-elect Mr. JING Shiqing as Director;
 - (6) To re-elect Mr. WONG Tak Shing as Director;
 - (7) To re-elect Mr. YU Hon To, David as Director;
 - (8) To re-elect Mr. YANG Yuchuan as Director;
 - (9) To re-elect Mr. HU Xiaoyong as Director; and
 - (10) 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.

NOTICE OF ANNUAL GENERAL MEETING

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;
- (c) the total number of shares 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 total of (aa) 20% of the total number of the shares 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 number of shares of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the total number of the shares of the Company in issue at the date of passing this Resolution), provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be allotted and issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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).”

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 total number of shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue at the date of passing this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By Order of the Board
China Resources Gas Group Limited
LO Chi Lik Peter
Company Secretary

Hong Kong, 23 April 2019

Principal place of business:
Room 1901-02
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Registered Office:
Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

NOTICE OF ANNUAL GENERAL MEETING

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 Monday, 20 May 2019 to Friday, 24 May 2019, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar and transfer office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 17 May 2019.

Subject to the approval of shareholders at the meeting, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company after the close of business of the Company at 4:30 p.m. on Friday, 31 May 2019 and the register of members of the Company will be closed on Friday, 31 May 2019, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all share transfer documents, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar and transfer office, Tricor Secretaries Limited at the above address not later than 4:30 p.m. on Thursday, 30 May 2019.

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 23 April 2019.
5. As at the date of this notice, the Executive Directors of the Company are Mr. SHI Baofeng and Mr. GE Bin, the Non-executive Directors of the Company are Mr. WANG Chuandong, Mr. CHEN Ying, Mr. WANG Yan, Madam WAN Suet Fei and Mr. JING Shiqing and the Independent Non-executive Directors of the Company are Mr. WONG Tak Shing, Mr. YU Hon To, David, Mr. YANG Yuchuan and Mr. HU Xiaoyong.