



華潤勵致有限公司

China Resources Logic 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 Logic Limited (the “Company”) will be held at 49th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 6 October 2008 at 4:15 p.m. to consider and, if thought fit, pass (with or without amendments) the following resolutions:

### ORDINARY RESOLUTIONS

1. **“THAT** subject to approval of the resolutions numbered 2 below, conditional upon the completion of the Rights Issue (as hereinafter defined in resolution numbered 2), the conditional share purchase agreement dated 21 August 2008 (the “Share Purchase Agreement”) entered into between (i) China Resources (Holdings) Company Limited (“China Resources Holdings”), the substantial and controlling shareholder of the Company, as vendor; and (ii) the Company as purchaser in relation to the sale and purchase of the entire issued share capital of China Resources Gas Limited (“CR Gas”) at a consideration of HK\$3,814.8 million, 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, confirmed and ratified, and **THAT** all the transactions contemplated under the Share Purchase Agreement be and are hereby approved, confirmed and ratified, and **THAT** the directors of the Company (the “Directors”) be and are hereby authorised to do such acts and execute such other documents with or without amendments and affix the common seal of the Company thereto (if required) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Share Purchase Agreement.”
2. **“THAT** conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting or agreeing to grant (subject to allotment and despatch of certificates in respect of Rights Shares (as hereinafter defined), as appropriate, the posting of the prospectus to be issued by the Company on or around 8 October 2008, the renounceable provisional allotment letter and the form of application for excess Rights Shares (collectively the “Rights Issue Documents”) to the qualifying shareholders of the Company, and the delivery of the same to the Underwriter (as hereinafter defined) on or around 8 October 2008, and any other condition which may be agreed in their reasonable opinion by the Company and the Underwriter (as hereinafter defined)) the listing of, and permission to deal in, the Rights Shares (as hereinafter defined) (in both their nil-paid and fully paid forms) on the Stock Exchange on or before 5:00 p.m. on the second business day after the date which is the latest time for acceptance of and payment for the Rights Shares (as hereinafter defined); (ii) the filing with and registration of the Rights Issue Documents by the Registrar of Companies in Hong Kong in compliance with the Companies Ordinance and the Registrar of Companies in Bermuda (the “Registrar in Bermuda”) in accordance with the Companies Act 1981 of Bermuda (as amended); and (iii) the obligations of Splendid Time Investments Inc. (the “Underwriter”) under the underwriting

agreement dated 21 August 2008 (the “Underwriting Agreement” including, if any, all supplemental agreements relating thereto) made between the Company, the Underwriter and China Resources Holdings becoming unconditional and the Underwriting Agreement not being terminated in accordance with the terms thereof prior to 5:00 p.m. on the third business day after the date which is the latest time for acceptance of and payment for Rights Shares (as hereinafter defined), as set out in the circular dated 19 September 2008 (the “Circular”) despatched by the Company to the Shareholders (a copy of which has been produced at the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification):

- (a) the issue, by way of rights, if none of the Share Options (as hereinafter defined) is exercised on or before the Record Date (as hereinafter defined), of not less than 1,131,533,368 new shares, or, if all of the Share Options (as hereinafter defined) are exercised on or before the Record Date (as hereinafter defined), of not more 1,132,381,368 new shares, in either case of par value of HK\$0.10 each (the “Shares”) in the issued share capital of the Company (the “Rights Issue”), such new Shares (the “Rights Shares”) to be issued at a price of HK\$3.42 per Rights Share (the “Subscription Price”) to the Shareholders whose names appear on the register of members of the Company on the date by reference to which entitlements under the Rights Issue will be determined (other than those Shareholders (the “Excluded Shareholders”) with registered addresses outside Hong Kong and whom the board of Directors, after making relevant enquiry, considers their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or any requirements of the relevant regulatory body or stock exchange in that place) in the proportion of four (4) Rights Shares for every one (1) existing Share then held and otherwise pursuant to and in accordance with the terms and conditions set out in the Circular be and is hereby approved;
- (b) (i) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, (ii) the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements or Excluded Shareholders as they may, at their absolute discretion, deem necessary or expedient or appropriate, and the Rights Shares shall not be issued to the Excluded Shareholders but shall be aggregated and issued to a nominee to be named by the Directors and such Rights Shares shall be sold and the net proceeds of such sale, after deduction of expenses shall be distributed to the Excluded Shareholders pro rata to their respective shareholdings unless the amount falling to be distributed to any Excluded Shareholder shall be HK\$100 or less than HK\$100 in which case such amount shall be retained for the benefit of the Company;
- (c) the Underwriting Agreement, a copy of which has been produced at the Meeting marked “C” and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified, and **THAT** all the transactions contemplated under the Underwriting Agreement be and are hereby approved, confirmed and ratified, and **THAT** the Directors be and are hereby authorised to do such acts and execute such other documents with or without amendments and affix the common seal of the Company thereto (if required) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Underwriting Agreement;

- (d) the Directors be and are hereby authorised to do all such acts and execute such other documents with or without amendments and affix the common seal of the Company thereto (if required) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Rights Issue; and
- (e) for the purpose of this Resolution 2:
- (i) “Share Options” means the share options granted under the share option scheme of the Company adopted on 26 November 2001 and subsequently amended on 21 February 2002 and outstanding as at 12 September 2008 and which are exercisable on or before the Record Date (as hereinafter defined); and
- (ii) “Record Date” means 6 October 2008, or such other date at which the entitlement of the Shareholders (other than the Excluded Shareholders), whose names appear on the register of members of the Company as at the close of business on such date, to the Rights Issue is determined.”

By Order of the Board  
**Lee Yip Wah, Peter**  
*Company Secretary*

Hong Kong, 19 September 2008

Principal office in Hong Kong:  
Room 4006  
40th Floor, 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 26/F., 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 announcement, the directors of the Company are Mr. Zhou Longshan and Mr. Ong Thiam Kin, being Executive Directors; Mr. Jiang Wei, Mr. Li Fuzuo and Mr. Du Wenmin, being Non-executive Directors; and Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Dr. Yang Chonghe, Howard, being Independent Non-executive Directors.*