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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**

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The notice convening an annual general meeting of China Resources Gas Group Limited to be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 1 June 2009 at 4:15 p.m. is set out on pages 15 to 18 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.

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## DEFINITIONS

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*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 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 1 June 2009 at 4:15 p.m., notice of which is set out on pages 15 to 18 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
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	22 April 2009, 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 share capital of the Company at the date of the passing of the resolution
“SFO”	Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong)
“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

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LETTER FROM THE CHAIRMAN

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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)**

*Executive Directors:*

MA Guoan (*Chairman*)

WANG Chuandong (*Managing Director*)

ONG Thiam Kin (*Chief Financial Officer*)

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Non-executive Directors:*

LI Fuzuo

DU Wenmin

WEI Bin

*Principal Place of Business:*

Room 1901-05

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

*Independent Non-executive Directors:*

WONG Tak Shing

LUK Chi Cheong

YANG Chonghe, Howard

*Company Secretary:*

LEE Yip Wah, Peter

29 April 2009

*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**

At the special general meeting of the Company held on 3 November 2008, the Directors were granted general mandates to:

- exercise all powers of the Company to repurchase Shares not exceeding 10% of Shares then in issue; and

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## LETTER FROM THE CHAIRMAN

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- to allot, issue and deal with additional Shares, provided that the aggregate nominal amount of the Shares issued does not exceed 20% of the Shares then in issue together with the Shares repurchased by the Company subsequent to the passing of the resolution.

In accordance with the terms of the above general mandates and the Listing Rules, these general mandates will lapse at the conclusion of the Annual General Meeting. The Directors believe that renewal of these general mandates is in the interests of the Company and its Shareholders as a whole.

Ordinary resolutions will therefore be proposed at the Annual General Meeting to approve new general mandates to repurchase Shares and to allot, issue and deal with Shares.

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.

### **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 share capital of the Company (i.e. not exceeding 141,441,671 Shares based on the issued share capital of the Company of 1,414,416,710 Shares as at the Latest Practicable Date and assuming that such issued share capital remains 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 share capital of the Company (i.e. not exceeding 282,883,342 Shares based on the issued share capital of the Company of 1,414,416,710 Shares as at the Latest Practicable Date and assuming that such issued share capital remains 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.

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## LETTER FROM THE CHAIRMAN

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### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Executive Directors of the Company are Mr. MA Guoan, Mr. WANG Chuandong and Mr. ONG Thiam Kin, the Non-executive Directors of the Company are Mr. LI Fuzuo, Mr. DU Wenmin and Mr. WEI Bin and the Independent Non-executive Directors of the Company are Mr. WONG Tak Shing, Mr. LUK Chi Cheong and Dr. YANG Chonghe, Howard.

Pursuant to bye-law 101 of the bye-laws of the Company, Mr. MA Guoan, Mr. WANG Chuandong and Mr. WEI Bin, being new Directors appointed during the year, shall hold office until 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. ONG Thiam Kin, Mr. LI Fuzuo and Dr. YANG Chonghe, Howard shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election. 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 2008 is enclosed for your review.

The notice convening the Annual General Meeting proposed to be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages 15 to 18 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 1901-05, 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.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll. 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 and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE CHAIRMAN

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### 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  
**MA Guoan**  
*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 1,414,416,710 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 141,441,671 Shares (representing 10% of the issued share capital of the Company 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 2008. 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 associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by Shareholders of the Company.

No 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 Shareholders of the Company.

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, China Resources National Corp., the ultimate holding company of the Company, is interested in 1,059,999,983 Shares (representing approximately 74.94% of the total issued share capital of the Company 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 remains the same) the attributable interest of China Resources National Corp. would be increased to approximately 83.27% of the issued share capital of the Company 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 2008	9.90	7.50
May 2008	9.10	7.50
June 2008	7.80	5.80
July 2008	6.50	5.50
August 2008	6.35	3.33
September 2008	3.41	2.00
October 2008	3.10	1.70
November 2008	2.65	2.00
December 2008	2.80	2.06
January 2009	2.98	2.33
February 2009	4.60	2.50
March 2009	4.28	3.55
April 2009 (up to the Latest Practicable Date)	4.83	3.88

**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.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### Mr. MA Guoan

**Mr. MA Guoan**, Chairman, aged 57, was appointed as Chairman and Executive Director of the Company on 3 November 2008. Mr. MA joined China Resources (Holdings) Company Limited (“CRH”), the immediate holding company of the Company in March 2008 and is currently a Director of CRH and concurrently Chairman of China Resources Gas (Holdings) Limited, a wholly owned subsidiary of CRH. He is also a director of two subsidiaries of the Group. Before joining CRH, he was in charge of General Office of China State Economic and Trade Commission and once served as the Vice Secretary General of the State-owned Assets Supervision and Administration Commission of the State Council (SASAC). Mr. MA holds a Post-graduate Degree majoring in Economic Management. Mr. MA did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company or its subsidiaries. Save as disclosed above, Mr. MA 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. MA. He has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. A Director’s fee of HK\$30,000 per annum is payable to Mr. MA; and his annual emoluments are determined by the Board under the authority granted by the shareholders at annual general meeting and with reference to his duties and responsibility in the Company, the Company’s performance and the current market situation.

As at the Latest Practicable Date, Mr. MA does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. MA 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.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### Mr. WANG Chuandong

**Mr. WANG Chuandong**, Managing Director, aged 44, was appointed as Executive Director and Managing Director of the Company on 3 November 2008. He was appointed as a Director and the General Manager of China Resources Gas (Holdings) Limited, a wholly owned subsidiary of CRH with effect from June 2006. Mr. WANG joined China Resources Petrochems (Group) Company Limited in 1985 and was previously the Deputy Managing Director and the Managing Director of China Resources Petroleum Company Limited. He is also a director of various subsidiaries of the Group. He has over 23 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 East China Petroleum Institute (presently known as the University of Petroleum (East China)). Mr. WANG did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company or its subsidiaries. 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 will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. A Director's fee of HK\$30,000 per annum is payable to Mr. WANG; and his annual emoluments are determined by the Board under the authority granted by the shareholders at annual general meeting and with reference to his duties and responsibility in the Company, the Company's performance and the current market situation.

As at the Latest Practicable Date, Mr. WANG does 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.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### Mr. ONG Thiam Kin

**Mr. ONG Thiam Kin**, Executive Director, aged 51, was appointed as an Executive Director and Chief Financial Officer of the Company on 28 May 2001 with overall responsibilities for the financial and legal operations of the Group. Mr. ONG was a Non-executive Director of China Resources Microelectronics Limited (“CRM”) (formerly known as CSMC Technologies Corporation), a company whose shares are listed on the main board of the Stock Exchange and he resigned on 20 March 2008. CRM is a fellow subsidiary of the Company. He is also a director of various subsidiaries of the Group. He is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom, the Hong Kong Institute of Certified Public Accountants and members of the national accounting bodies of Singapore and Malaysia. He obtained a Master of Business Administration Degree from the University of Southern Queensland, Australia. He has more than 20 years of diverse range of experience in professional accounting practice as well as financial positions in various industries straddling countries in Southeast Asia, the PRC and Hong Kong. Save as disclosed above, Mr. ONG did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company or its subsidiaries. Save as disclosed above, Mr. ONG 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. ONG. He has no fixed term of service with the Company but 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. ONG. Mr. ONG received remuneration of HK\$2,242,800 for the year ended 31 December 2008 which was determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to his duties and responsibility in the Company, the Company’s performance and the current market situation.

As at the Latest Practicable Date, Mr. ONG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. ONG 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.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### Mr. LI Fuzuo

**Mr. LI Fuzuo**, Non-executive Director, aged 44, was appointed as a Non-executive Director of the Company on 22 August 2006. Mr. LI is currently an Assistant President of CRH and General Manager of its Strategy Management Department. He is also a Non-executive Director of the fellow subsidiaries of the Company namely, China Resources Enterprise, Limited, China Resources Land Limited and CRM. Shares of the above three immediate mentioned companies are listed on the main board of the Stock Exchange. He was a Non-executive Director (resigned on 30 March 2006) of China Resources Peoples Telephone Company Limited, the listing of the shares of which company on the main board of the Stock Exchange was withdrawn on 29 March 2006. Further, he was the Deputy Chairman and General Manager (resigned on 6 March 2006) of China Resources (Jilin) Bio-Chemical Co. Ltd., the shares of which Company are listed in the PRC. Mr. LI obtained both his Bachelor's and Master's Degrees in Mechanical Manufacturing Engineering from the Beijing University of Aeronautics and Astronautics, PRC in 1987 and 1990 respectively and joined CRH in 1990. Save as disclosed above, Mr. LI did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company or its subsidiaries. Save as disclosed above, Mr. LI 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. LI. The term of service for Mr. LI is three years but will be subject to rotational retirement and re-election requirements at general meeting pursuant to the bye-laws of the Company. A Director's fee of HK\$30,000 per annum is payable to Mr. LI which is determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to his duties and responsibility in the Company, the Company's performance and the current market situation.

As at the Latest Practicable Date, Mr. LI has personal interest in 51,000 Shares (representing about 0.004% of the issued share capital of the Company as at the Latest Practicable Date) within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. LI 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. WEI Bin**

**Mr. WEI Bin**, Non-executive Director, aged 39, was appointed as Non-executive Director of the Company on 3 November 2008. Mr. WEI is the General Manager of Finance Department of CRH. He holds a Bachelor's Degree in Auditing and a Master's Degree in Finance and is a Senior Accountant and a Senior Auditor in the PRC. He is also a non-practising member of The Chinese Institute of Certified Public Accountants and joined CRH in 2001. Mr. WEI was previously a Director of Shanghai Worldbest Co., Ltd. (resigned on 10 November 2007), Shanghai Worldbest Industry Development Co., Ltd. (resigned on 16 November 2007), both of which are companies whose shares are currently listed on the Shanghai Stock Exchange; and Shangdong Dong-E E-Jiao Co., Ltd. (resigned on 30 June 2008), a company whose shares are listed on the Shenzhen Stock Exchange. Save as disclosed above, Mr. WEI did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company or its subsidiaries. Save as disclosed above, Mr. WEI 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. WEI. The term of service for Mr. WEI is three years but will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. A Director's fee of HK\$30,000 per annum is payable to Mr. WEI which is determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to his duties and responsibility in the Company, the Company's performance and the current market situation.

As at the Latest Practicable Date, Mr. WEI does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. WEI 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.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### **Dr. YANG Chonghe, Howard**

**Dr. YANG Chonghe, Howard**, Independent Non-executive Director, aged 51, was appointed as an Independent Non-executive Director of the Company on 22 August 2006. He is the Chairman of the Company's nomination committee. He worked at National Semiconductor Corp., Chips and Technology Inc. and Pericom Semiconductor Corp. in Silicon Valley before his return to PRC. In 1997, he co-founded Newave Semiconductor Corp. ("Newave"), and later successfully merged Newave with Integrated Device Technology Inc., which ranked PRC's top ten mergers in 2001. Dr. YANG is currently the Chairman and Chief Executive Officer of Montage Technology Group Limited ("Montage"), which is not listed. Prior to co-founding Montage, Dr. YANG was Vice President of Integrated Device Technology Inc. Dr. YANG received the prestigious Institute of Electrical and Electronics Engineers (IEEE) Circuits and Systems (CAS) Industrial Pioneer Award in 2002 for his pioneering contributions in PRC's integrated circuit design industry. Dr. YANG received his Doctor of Philosophy Degree in Electrical Engineering from the Oregon State University, USA. Dr. YANG did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company or its subsidiaries. Dr. YANG 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 Dr. YANG. The term of service for Dr. YANG is three years but will be subject to rotational retirement and re-election requirements at general meeting pursuant to the bye-laws of the Company. A Director's fee of HK\$120,000 per annum is payable to Dr. YANG which is determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to his duties and responsibility in the Company, the Company's performance and the current market situation.

As at the Latest Practicable Date, Dr. YANG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. 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 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.



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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of the Company will be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 1 June 2009 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 2008.
2. To declare a final dividend.
3. To re-elect Directors and 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.
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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital 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 aggregate of (aa) 20% of the aggregate nominal amount of the share capital 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 nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution), and the said approval shall be limited accordingly; and
- (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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 aggregate nominal amount of shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (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 share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By Order of the Board  
**LEE Yip Wah, Peter**  
*Secretary*

Hong Kong, 29 April 2009

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## NOTICE OF ANNUAL GENERAL MEETING

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*Principal place of business:*

Room 1901-05  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*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 Tuesday, 26 May 2009 to Monday, 1 June 2009, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the attendance at the Annual General Meeting and the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 25 May 2009.
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 29 April 2009.
5. As at the date of this notice, the Executive Directors of the Company are Mr. MA Guoan, Mr. WANG Chuandong and Mr. ONG Thiam Kin, the Non-executive Directors of the Company are Mr. LI Fuzuo, Mr. DU Wenmin and Mr. WEI Bin and the Independent Non-executive Directors of the Company are Mr. WONG Tak Shing, Mr. LUK Chi Cheong and Dr. YANG Chonghe, Howard.