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華潤燃氣控股有限公司
China Resources Gas Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1193)

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

On 26th March, 2009, the Company (as borrower) and a syndicate of banks entered into a 2-year term loan facility agreement of up to an aggregate amount of HK\$800 million, which includes a term imposing a specific performance obligation on the controlling shareholder of the Company.

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

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

On 26th March, 2009, the Company (as borrower) and a syndicate of banks entered into a 2-year term loan facility agreement (the “Facility Agreement”) of up to an aggregate amount of HK\$800 million (the “Facility”). The Facility is unsecured and interest bearing with any outstanding amount to be repaid in full on the date falling 2 years from the date of the Facility Agreement. The Facility will be used for capital expenditure, acquisition and general corporate funding requirements of the Company and its subsidiaries.

Pursuant to the Facility Agreement, the Company agrees that it will remain as a subsidiary of China Resources (Holdings) Company Limited (“CRH”), the controlling shareholder of the Company, and that CRH will at all times hold an aggregate beneficial ownership (directly or indirectly) of not less than 50 per cent. in the issued share capital of the Company (the “Specific Performance Obligation”). It will be an event of default if the Specific Performance Obligation is breached; and in such case, the lending banks may declare their commitments to be cancelled and/or their loans together with interest accrued and all other sums payable by the Company to be immediately due and payable. As at the date of this announcement, CRH beneficially owns approximately 74.94 per cent. of the issued share capital of the Company.

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

By Order of the Board
China Resources Gas Group Limited
MA Guoan
Chairman

Hong Kong, 26th March, 2009

As at the date of this announcement, the directors of the Company are Mr. Ma Guoan, Mr. Wang Chuandong and Mr. Ong Thiam Kin, being Executive Directors; Mr. Li Fuzuo, Mr. Du Wenmin and Mr. Wei Bin, being Non-executive Directors; and Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Dr. Yang Chonghe, Howard, being Independent Non-executive Directors.