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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)

CONTINUING CONNECTED TRANSACTION

**SUPPLEMENTAL AGREEMENT TO THE STRATEGIC
COOPERATION AGREEMENT**

Reference is made to the Joint Announcement in relation to, among other things, the strategic cooperation of CR Bank and other China Resources Group listed companies.

On 23rd April, 2013, the Company and CR Bank entered into the Supplemental Agreement and pursuant to which the maximum aggregate deposits permitted at any one time to be made by the Company together with its subsidiaries and jointly controlled entities are increased from RMB 140.0 million (equivalent to approximately HK\$175.0 million) to RMB 1.6 billion (equivalent to approximately HK\$2.0 billion), which will be effective from the date of the Supplemental Agreement until 31st December, 2014.

Save for the aforesaid revision made under the Supplemental Agreement, the Strategic Cooperation Agreement remains unchanged as between the Company and CR Bank.

As the applicable percentage ratios for the Supplemental Agreement are more than 0.1% but less than 5%, the transaction shall only be subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules and exempted from the requirement of the independent shareholders' approval.

BACKGROUND

Reference is made to the joint announcement of China Resources Gas Group Limited (the “**Company**”) and other China Resources Group listed companies dated 22nd November 2010 (the “**Joint Announcement**”) in relation to, among other things, the entering of the Strategic Cooperation Agreement by China Resources Bank of Zhuhai Co., Ltd (“**CR Bank**”, formerly referred to as Zhuhai Commercial Bank in the Joint Announcement), CR Trust and the China Resources Group listed companies. Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement unless stated otherwise.

THE SUPPLEMENTAL AGREEMENT TO THE STRATEGIC COOPERATION AGREEMENT

Under the Strategic Cooperation Agreement, CR Bank will provide loans, guarantees, other financial assistance and commercial banking services on normal commercial terms to the Company together with its subsidiaries and jointly controlled entities (together, the “**Group**”). On 23rd April, 2013, the Company and CR Bank entered into the supplemental agreement to the Strategic Cooperation Agreement (the “**Supplemental Agreement**”). Under the Supplemental Agreement, the maximum aggregate deposits permitted at any one time to be made by the Group have increased from RMB 140.0 million (equivalent to approximately HK\$175.0 million) to RMB 1.6 billion (equivalent to approximately HK\$2.0 billion), which will be effective from the date of the Supplemental Agreement until 31st December, 2014.

The turnover and total assets of the Group increased significantly from HK\$8.3 billion for the year ended 31st December, 2010 and HK\$19.2 billion as at 31st December, 2010 respectively to HK\$19.6 billion for the year ended 31st December, 2012 and HK\$42.4 billion as at 31st December, 2012 respectively. As at 31st December, 2012, the Group’s deposits at CR Bank amounted to RMB138.7 million (equivalent to approximately HK\$173.4 million) , and almost reached the maximum cap under the Strategic Cooperation Agreement. In view of the expansion in the operational scale and geographical coverage of the Group since the entering of the Strategic Cooperation Agreement in 2010, it is expected that the Group will deploy more deposit services from CR Bank and thereby revise and increase the deposit cap with CR Bank in order to provide greater flexibility in the management of its cash resources.

Save for the aforesaid revision made under the Supplemental Agreement, the Strategic Cooperation Agreement remains unchanged as between the Company and CR Bank.

The directors of the Company, including the independent non-executive directors, are of the view that the entering of the Supplemental Agreement has been conducted on normal commercial terms, and the terms therein are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

LISTING RULE IMPLICATIONS

As the applicable percentage ratios for the Supplemental Agreement are more than 0.1% but less than 5%, this transaction shall only be subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules and exempted from the requirement of the independent shareholders' approval.

None of the directors of the Company have a material interest in the transactions contemplated under the Supplemental Agreement. None of the directors of the Company is required to abstain, or has abstained, from voting on the board resolution approving the entering of the Supplemental Agreement.

INFORMATION OF CR BANK

As at the date of this announcement, the ultimate controlling shareholder of the Company holds approximately 75.33% of the registered capital of CR Bank and it is therefore a connected person of the Company under the Listing Rules.

CR Bank, a licensed bank regulated by the China Banking Regulatory Commission and headquartered in Zhuhai, has one Head Office and 49 sub-branches within Zhuhai, one branch in Shenzhen and Zhongshan City respectively, and one rural bank in Deqing, Guangdong and Baise, Guangxi respectively.

CR Bank has a tremendous growth in its operational scale, geographical coverage and capital base over the past years. The following table illustrates the growth of CR Bank's assets, deposits, loans and total equity from 31st December, 2010 to 31st December, 2012:

	As at 31st December, 2012		As at 31st December, 2010		%
	<i>RMB</i> <i>billion</i>	<i>HK\$</i> <i>billion</i>	<i>RMB</i> <i>billion</i>	<i>HK\$</i> <i>billion</i>	
Total Assets	103.00	128.75	16.56	20.70	522%
Deposits	50.71	63.39	13.91	17.39	265%
Loans	21.15	26.44	4.00	5.00	429%
Total Equity	7.47	9.34	1.47	1.84	407%

INFORMATION OF THE COMPANY

The Company is an investment holding company which through its subsidiaries and jointly controlled entities in the PRC, operates city gas distribution projects in China including natural gas pipelines and CNG filling stations.

For the purposes of this announcement, the exchange rate of RMB1.00 = HK\$1.25 has been used for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at any particular rate on the date or dates in question or any other date.

By the Order of the board
China Resources Gas Group Limited
Ong Thiam Kin
*Executive Director, Chief Financial Officer
and Company Secretary*

Hong Kong, 23rd April, 2013

As at the date of this announcement, the executive directors of China Resources Gas Group Limited are Mr. Wang Chuandong, Mr. Shi Shanbo and Mr. Ong Thiam Kin; the non-executive directors are Mr. Du Wenmin, Mr. Wei Bin, Mr. Huang Daoguo and Mr. Chen Ying; and the independent non-executive directors are Mr. Wong Tak Shing, Ms. Yu Jian, Mr. Yu Hon To, David and Mr. Qin Chaokui.