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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 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 30 May 2014 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.

25 April 2014

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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 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 30 May 2014 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
“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, is a substantial shareholder of the Company
“CRN”	China Resources National Corporation, 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
“Latest Practicable Date”	17 April 2014, 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

DEFINITIONS

“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:

WANG Chuandong (*Chairman*)

SHI Shanbo (*Chief Executive Officer*)

GE Bin (*Vice Chairman*)

ONG Thiam Kin

(Chief Financial Officer and Company Secretary)

Non-executive Directors:

DU Wenmin

WEI Bin

HUANG Daoguo

CHEN Ying

Independent Non-executive Directors:

WONG Tak Shing

YU Jian

YU Hon To, David

QIN Chaokui

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Principal Place of Business:

Room 1901-05

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

25 April 2014

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 annual general meeting of the Company held on 31 May 2013, 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

LETTER FROM THE CHAIRMAN

- 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 222,401,287 Shares based on the issued share capital of the Company of 2,224,012,871 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 444,802,574 Shares based on the issued share capital of the Company of 2,224,012,871 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.

LETTER FROM THE CHAIRMAN

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Executive Directors of the Company are Mr. WANG Chuandong, Mr. SHI Shanbo, Mr. GE Bin and Mr. ONG Thiam Kin, the Non-executive Directors of the Company are Mr. DU Wenmin, Mr. WEI Bin, Mr. HUANG Daoguo and Mr. CHEN Ying and the Independent Non-executive Directors of the Company are Mr. WONG Tak Shing, Ms. YU Jian, Mr. YU Hon To, David and Mr. QIN Chaokui.

Pursuant to bye-law 101 of the bye-laws of the Company, Mr. Ge Bin, being new Director appointed by the Board, will retire from office at the Annual General Meeting and will be eligible for re-election. Pursuant to bye-law 110(A) of the bye-laws of the Company, Mr. SHI Shanbo, Mr. WEI Bin, Mr. WONG Tak Shing and Mr. QIN Chaokui shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election.

Mr. WONG Tak Shing has served as Independent Non-executive Director more than 9 years and his re-election will be subject to a separate resolution to be approved by the Shareholders. As independent non-executive Director with in-depth understanding of the Company's operations and business and with professional qualifications, Mr. WONG has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role. The Board considers that the long service of Mr. WONG would not affect his exercise of independent judgement and is satisfied that Mr. WONG has the required character, integrity and experience to continue fulfilling the role of Independent Non-executive Director. The Board considers the re-election of Mr. WONG as Independent Non-executive Director is in the best interest of the Company and Shareholders as a whole.

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 2013 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.

LETTER FROM THE CHAIRMAN

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 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 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 2013. 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, CRN is interested in 1,422,298,991 Shares (representing approximately 63.95% 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 CRN would be increased to approximately 71.06% 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 2013	22.70	20.70
May 2013	23.30	18.52
June 2013	20.90	18.80
July 2013	20.90	18.06
August 2013	19.50	17.50
September 2013	20.40	17.84
October 2013	21.50	19.38
November 2013	23.90	19.56
December 2013	27.80	23.40
January 2014	27.20	23.25
February 2014	27.75	23.35
March 2014	27.65	23.05
April 2014 (up to the Latest Practicable Date)	25.45	23.50

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. GE Bin (*Executive Director and Vice Chairman*)

Mr. GE Bin, aged 50, was appointed as an Executive Director and Vice Chairman of the Company on 20 February 2014. He was appointed as a Senior Vice President of China Resources Gas (Holdings) Limited in March 2012, responsible for customer relations and the Greater Shanghai, Wuhan, Nanjing and Fuzhou Areas and acts as the General Manager of the Greater Shanghai and Wuhan Areas. Mr. GE joined CRH in September 1996 and has been with China Resources Gas (Holdings) Limited since September 2007. Mr. GE holds a Master's Degree in Engineering from Nanjing University of Technology, and holds a senior economist qualification. Save as disclosed above, Mr. GE 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 other members of the Group. Save as disclosed above, Mr. GE 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. GE. He has no fixed term of service with the Company. However, he will hold office only until the Annual General Meeting and will be eligible for re-election pursuant to bye-law 101 of the bye-laws of the Company. Thereafter, he will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. The remuneration payable to Mr. GE will be determined by the Board under the authority granted by the shareholders of the Company 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 has personal interest in 16,000 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. SHI Shanbo (*Executive Director and Chief Executive Officer*)

Mr. SHI Shanbo, aged 48, was appointed as an Executive Director and Chief Executive Officer of the Company on 1st June, 2012 and is also a member of the Nomination Committee and Corporate Governance Committee of the Company. He is currently the Assistant General Manager of CRH. Mr. SHI joined CRH in 1991, and was a Non-executive Director of China Resources Enterprise, Limited, China Resources Land Limited and China Resources Power Holdings Company Limited, and Vice Chairman and General Manager of China Resources Cement Holdings Limited, which are listed on the Main Board of the Hong Kong Stock Exchange. He was a Non-executive Director of China Resources Microelectronics Limited, the withdrawal of listing of its shares on the Hong Kong Stock Exchange became effective on 2nd November, 2011. He was a Director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd., a company listed on the Shenzhen Stock Exchange. He was the Chairman of China Resources Jinhua Co., Ltd., a company listed on the Shenzhen Stock Exchange, from November 2006 to March 2010. He was previously the Audit Director and Deputy General Manager of the Finance Department of CRH and the General Manager of China Resources Textiles (Holdings) Company Limited. Mr. SHI holds a Master's Degree in Economics from Dongbei University of Finance and Economics. Save as disclosed above, Mr. SHI 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 other members of the Group. Save as disclosed above, Mr. SHI 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. 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. There is no agreement on the amount of the emoluments payable to Mr. SHI. Mr. SHI received remuneration of HK\$9,201,891 (including Director's fee, salaries and other benefits, performance related incentive payments and retirement benefit schemes contributions) for the year ended 31 December 2013 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. SHI has personal interest in 50,000 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. WEI Bin (*Non-executive Director*)

Mr. WEI Bin, aged 44, was appointed as a Non-executive Director of the Company on 3rd November, 2008 and is also a Chairman of the Investment Committee of the Company. He is the Chief Financial Officer of CRH and is also the General Manager of its Finance Department. Mr. WEI is a Non-executive Director of China Resources Enterprise, Limited, China Resources Land Limited, China Resources Power Holdings Company Limited and China Resources Cement Holdings Limited, which are Main Board listed companies in Hong Kong. Mr. Wei is also a Non-executive director of China Resources Microelectronics Limited, the withdrawal of listing of its shares on the Hong Kong Stock Exchange became effective on 2nd November, 2011. He is also a director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd., Shan Dong Dong-E E-Jiao Co., Ltd and China Vanke Co., Ltd., which are listed on the Shenzhen Stock Exchange and a director of China Resources Double-crane Pharmaceutical Co., Ltd., which is listed on the Shanghai Stock Exchange. Mr. WEI holds a Bachelor's Degree in Auditing from Zhongnan University of Economics in the PRC and a Master's Degree in Finance from Jinan University in the PRC, 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. Mr. WEI joined CRH in 2001. 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 other members of the Group. 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 office of Mr. WEI 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. WEI did not receive Directors' fee for the year ended 31 December 2013. As at the Latest Practicable Date, Mr. WEI did 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.

Mr. WONG Tak Shing (*Independent Non-executive Director*)

Mr. WONG Tak Shing, aged 63, 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 Committee, Nomination Committee, Investment Committee and Corporate Governance Committee. Mr. WONG involves in various professional appointments and public duties, including Member of the Solicitors Disciplinary Tribunal Panel, Chairman of the Appeal Tribunal Panel, Member of Probate Committee of the Law Society of Hong Kong and Member of Working Committee of the Law Society of Hong Kong (2011-2012) on proposed reform of Trustee Ordinance, Cap 29. 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 18th January, 2003 and full member (TEP) of the Society of Trust and Estate Practitioners (STEP). Mr. WONG has been in private practice in Hong Kong for over 20 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 listed public companies in the last three years and did not hold any other position with the Company or other members of the Group. Mr. WONG 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. 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\$150,000 for the year ended 31 December 2013 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. QIN Chaokui (*Independent Non-executive Director*)

Mr. QIN Chaokui, aged 45, was appointed as an Independent Non-executive Director and member of the Nomination Committee and Corporate Governance Committee of the Company on 28th December, 2012. He is a professor and doctoral supervisor of Mechanical and Energy Engineering School of Tongji University, performing research in the field of gas utilization, transmission/distribution, and production. He is currently a member of Renewable Energy Utilization in Buildings Subgroup of MOHURD (Ministry of Housing and Urban-Rural Development of People's Republic of China), a member of Shanghai Municipal Urban-Rural Development & Transportation Commission Science and Technology Committee, a council member of China Gas Association, a member of Gas Sub-society of China Civil Engineer Society. He is currently member of editorial boards of some academic periodicals, including "Gas and Heat", "Building Energy Conservation", "City Gas", "Public Utilities", etc. Mr. QIN graduated from Tongji University and holds a Doctor's Degree in Engineering. Save as disclosed above, Mr. QIN 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 other members of the Group. Mr. QIN 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. QIN. The term of office of Mr. QIN 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. QIN received Directors' fee of HK\$150,000 for the year ended 31 December 2013 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. QIN did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. QIN 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.

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 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 30 May 2014 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 2013.
2. To declare a final dividend.
3. (1) To re-elect Mr. GE Bin as Director;
(2) To re-elect Mr. SHI Shanbo as Director;
(3) To re-elect Mr. WEI Bin as Director;
(4) To re-elect Mr. WONG Tak Shing as Director;
(5) To re-elect Mr. QIN Chaokui as Director; and
(6) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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.

NOTICE OF ANNUAL 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 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.”

NOTICE OF ANNUAL 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
China Resources Gas Group Limited
ONG Thiam Kin
Executive Director and
Company Secretary

Hong Kong, 25 April 2014

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 Monday, 26 May 2014 to Friday, 30 May 2014, 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 share 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, 23 May 2014.

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, 6 June 2014 and the register of members of the Company will be closed on Friday, 6 June 2014, 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 share registrar and transfer office, Tricor Secretaries Limited at the above address not later than 4:30 p.m. on Thursday, 5 June 2014.

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 25 April 2014.
5. As at the date of this notice, the Executive Directors of the Company are Mr. WANG Chuandong, Mr. SHI Shanbo, Mr. GE Bin and Mr. ONG Thiam Kin, the Non-executive Directors of the Company are Mr. DU Wenmin, Mr. WEI Bin, Mr. HUANG Daoguo and Mr. CHEN Ying and the Independent Non-executive Directors of the Company are Mr. WONG Tak Shing, Ms. YU Jian, Mr. YU Hon To, David and Mr. QIN Chaokui.