

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt, please contact your stockbroker or the Company Secretary.

If you have sold or transferred your shares, please contact your stockbroker or the Company Secretary.

Hong Kong Exchanges and Clearing Limited, The Hong Kong Stock Exchange, 1 Skyline Plaza, 22nd Floor, Hong Kong.



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 Board of Directors of China Resources Gas Group Limited (the "Company") has resolved to convene the Annual General Meeting of the Company on 26 November 2020 at 4:15 p.m. at the Hong Kong Convention and Exhibition Centre, 14th Floor, 18th Avenue, Kowloon, Hong Kong.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

- I have received a notice from the Hong Kong Government regarding the COVID-19 outbreak.
- () The temperature of the meeting venue will be monitored and maintained at 37.5°C or below.
- () The meeting will be held in a well-ventilated area.
- () The meeting will be held in a room with a capacity of 100 persons.
- () The meeting will be held in a room with a capacity of 100 persons.
- () The meeting will be held in a room with a capacity of 100 persons.
- () The meeting will be held in a room with a capacity of 100 persons.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Chairman	
I	3
G M h h	4
G M I h	4
- f D	4
A A G M	5
A ¶	6
▼ ▼ f	6
.....	6
 Appendix I – Explanatory Statement	 7
 Appendix II – Details of Retiring Directors proposed for Re-election . . .	 10
 Notice of Annual General Meeting	 14

DEFINITIONS

For the purpose of this circular, the following expressions have the following meanings unless the context requires otherwise:

A . . . G . . . M . . . h . . . f h C . . . h
 . . . 1901-02, Ch . . . B. . . , 26 H . . .
 . . . , h , H K . . . F . . . , 22 M 2020
 4:15 . . . , f wh h . . . 14 18 f
 h . . .

C . . . Ch . . . G G . . . L . . . , . . . x
 . . . B . . . w h . . . ,
 h h f wh h . . . h . . . f h
 Ex h

C CL . . . Ch . . . C . . . L . . . ,
 . . . h C, h . . . h
 f h C

D . . . h . . . f h C

G h C

H K . . . h H K . . . A . . . f h
 , . . . f Ch

L . . . D . . . 17 A 2020, . . . h
 h . . . f h . . .

L h . . . G . . . h L . . . f . . . h
 Ex h

C . . . Th . . . , . . . f Ch

. . . h M . . . h . . . h D
 x . . . h w f h C . . . h h
 . . . x . . . f 10% f h . . . h h
 f h . . . f h . . .

FO . . . F . . . O . . . (C .571 f h L w
 f H K)

h () . . . h () f HK\$0.10 . . . h h h . . . f h
 C

DEFINITIONS

h h ()

h () f h

Ex h

Th Ex h f H K L

¶ C

h H K C ¶ M

\$

H K

%

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:

HI B f (Chief Executive Officer)

GE B (Vice Chairman)

Non-executive Directors:

ANG Ch. (Chairman)

CHEN

ANG

AN F

JING h

Independent Non-executive Directors:

ONG F h

H F, D

ANG h

H

Registered Office:

, 5 h F

31

H HM10

B

Principal Place of Business:

1901-02

Ch B

26 H

h

H K

21 A 2020

To the Shareholders

D M ,

**GENERAL MANDATE TO REPURCHASE SHARES,
GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Th f h h f A
G M f h h A G
M w h f h
h h f D - A
G M .

LETTER FROM THE CHAIRMAN

GENERAL MANDATE TO REPURCHASE SHARES

O n 5B h f A G M w .
h D x h w f h C h , h
Ex h , h 10% f h h (. . x
222,401,287 h h h f 2,224,012,871 h h L
D h h h h h f
h .). I w h h L , h h f h D
O n 5B w . f h f h x .
f h C f h () f . h

A x h L , f
h h M A x I h .

GENERAL MANDATE TO ISSUE SHARES

O n 5A h f A G M w .
h D , w h h f 20% f
h x h (. . x 444,802,574 h h h
f 2,224,012,871 h h L D h h h
h h f h .). F h , O . 5C
h f A G M w . h D , h
O n 5A, f h
h f h h h M . I
w h h L , h h f h D O . 5A
w . f h f h x f h
C f h () f . h

RE-ELECTION OF RETIRING DIRECTORS

A h L D , h Ex . D f h C M . HI
B f M . GE B , h N - x . D f h C M . ANG
Ch . , M . CHEN , M . ANG , M . AN . F M . JING h
h I N - x . D f h C M . ONG h , M .
H , D , M . ANG h M . H .

h A G M h f -
- w 110(A) f h - w f h C , M . CHEN , M . ANG
, M . ONG h M . H , D h f ff

M . ONG h h - x . h 9
h - w h
h h . A - x . D w h - h f h
C , w h f f , M . ONG h
h h x w h C h

LETTER FROM THE CHAIRMAN

h f h . Th B h
h f M . ONG h w ff h x f
f h M . ONG h h h ,
x f f h f - x . D . Th B
h - f M . ONG h - x . D
h f h C h h h wh .
Th f h C h f
h h C w h
w f f M . ONG h M . H
, D h C h 3.13 f h
L . M . ONG h M . H , D w
w h D , h h f h
C . Th B w f h h f . M . ONG
h h M . H , D x , f h
h h h h , , x f f h f
- x h w w
f h G ' ff . Th B h . Th B f h w
h M . ONG h M . H , D f h B w h
f h f x h x ,
h B h C h f f h
h h f h - h w f h C . Th B
h h w ff h B .
A h f h C h 3 , M . H ,
D h h C ' . M .
f . H f h B
h h w ff h B h f ,
w h h h h h h .
D f h D - h A . G M
A x II h .

ANNUAL REPORT AND ANNUAL GENERAL MEETING

A f h f h C f h 31 D 2019
f w.
Th h A . G M h 1901-02,
Ch B , 26 H , h , H K 14
18 f h . A h A . G M , w h
h h f h A . G M ,
- f D , h A . G
M , h O h
h h h M .

LETTER FROM THE CHAIRMAN

ACTION TO BE TAKEN

At the meeting of the Board of Directors of China Resources Gas Group Limited, held on 26 November 2013, the Board has resolved to recommend the dividend for the year ended 31 December 2013 to be 13.39 cents per share, which is equivalent to 13.39% of the closing price of the shares of the Company on the date of the meeting. The Board also resolved to recommend the dividend for the year ended 31 December 2013 to be 13.39 cents per share, which is equivalent to 13.39% of the closing price of the shares of the Company on the date of the meeting.

VOTING BY WAY OF POLL

The Board has resolved to recommend the dividend for the year ended 31 December 2013 to be 13.39 cents per share, which is equivalent to 13.39% of the closing price of the shares of the Company on the date of the meeting. The Board also resolved to recommend the dividend for the year ended 31 December 2013 to be 13.39 cents per share, which is equivalent to 13.39% of the closing price of the shares of the Company on the date of the meeting.

RECOMMENDATION

The Board has resolved to recommend the dividend for the year ended 31 December 2013 to be 13.39 cents per share, which is equivalent to 13.39% of the closing price of the shares of the Company on the date of the meeting. The Board also resolved to recommend the dividend for the year ended 31 December 2013 to be 13.39 cents per share, which is equivalent to 13.39% of the closing price of the shares of the Company on the date of the meeting.

B O D
China Resources Gas Group Limited
WANG Chuandong
Chairman

The Applicant, with its wholly owned subsidiary, the Applicant, is a public company listed on the Main Board of the Stock Exchange of Hong Kong.

1. SHARE CAPITAL

As at the end of the reporting period, the Issued Share Capital of the Applicant was 2,224,012,871 shares, of which 222,401,287 shares were held by the Applicant. The Applicant has a 10% shareholding in the Applicant (the Applicant). The Applicant is a subsidiary of the Applicant (the Applicant) under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

2. REASONS FOR REPURCHASES

The Applicant has repurchased its shares for the following reasons: (i) to improve the financial performance of the Applicant; (ii) to support the share price of the Applicant; (iii) to reduce the number of shares in circulation; (iv) to improve the liquidity of the Applicant; (v) to support the Applicant's business operations; (vi) to support the Applicant's financial position; (vii) to support the Applicant's strategic objectives; (viii) to support the Applicant's long-term growth; (ix) to support the Applicant's reputation; (x) to support the Applicant's market position; (xi) to support the Applicant's competitive advantage; (xii) to support the Applicant's financial stability; (xiii) to support the Applicant's operational efficiency; (xiv) to support the Applicant's innovation and development; (xv) to support the Applicant's environmental, social and governance (ESG) performance; (xvi) to support the Applicant's corporate social responsibility (CSR) initiatives; (xvii) to support the Applicant's stakeholder relations; (xviii) to support the Applicant's overall corporate strategy; (xix) to support the Applicant's long-term value creation; (xx) to support the Applicant's sustainable development.

3. FUNDING OF REPURCHASES

The Applicant has funded the repurchases of its shares through the following sources: (i) the Applicant's cash resources; (ii) the Applicant's bank borrowings; (iii) the Applicant's proceeds from the issuance of new shares; (iv) the Applicant's proceeds from the disposal of assets; (v) the Applicant's proceeds from the sale of investments; (vi) the Applicant's proceeds from the sale of property, plant and equipment; (vii) the Applicant's proceeds from the sale of intangible assets; (viii) the Applicant's proceeds from the sale of financial assets; (ix) the Applicant's proceeds from the sale of other assets; (x) the Applicant's proceeds from the sale of shares; (xi) the Applicant's proceeds from the sale of debt; (xii) the Applicant's proceeds from the sale of equity; (xiii) the Applicant's proceeds from the sale of other financial instruments; (xiv) the Applicant's proceeds from the sale of other financial products; (xv) the Applicant's proceeds from the sale of other financial services; (xvi) the Applicant's proceeds from the sale of other financial products and services; (xvii) the Applicant's proceeds from the sale of other financial products and services; (xviii) the Applicant's proceeds from the sale of other financial products and services; (xix) the Applicant's proceeds from the sale of other financial products and services; (xx) the Applicant's proceeds from the sale of other financial products and services.

The Applicant has not used any of the following sources to fund the repurchases of its shares: (i) the Applicant's bank borrowings; (ii) the Applicant's proceeds from the issuance of new shares; (iii) the Applicant's proceeds from the disposal of assets; (iv) the Applicant's proceeds from the sale of investments; (v) the Applicant's proceeds from the sale of property, plant and equipment; (vi) the Applicant's proceeds from the sale of intangible assets; (vii) the Applicant's proceeds from the sale of financial assets; (viii) the Applicant's proceeds from the sale of other assets; (ix) the Applicant's proceeds from the sale of shares; (x) the Applicant's proceeds from the sale of debt; (xi) the Applicant's proceeds from the sale of equity; (xii) the Applicant's proceeds from the sale of other financial instruments; (xiii) the Applicant's proceeds from the sale of other financial products; (xiv) the Applicant's proceeds from the sale of other financial services; (xv) the Applicant's proceeds from the sale of other financial products and services; (xvi) the Applicant's proceeds from the sale of other financial products and services; (xvii) the Applicant's proceeds from the sale of other financial products and services; (xviii) the Applicant's proceeds from the sale of other financial products and services; (xix) the Applicant's proceeds from the sale of other financial products and services; (xx) the Applicant's proceeds from the sale of other financial products and services.

4. GENERAL

N f h D , h f h w h
f h , h h h
C h h M f h h M h
h h .

N (f h L) h f h C h
h h h h C , h , f h
h M h h h .

Th D h h Ex h h , f h
, h w x h h M w h h L
h w f B .

H w , f f h h h M ,
h h ' h h f h C , h
w f h f h Th C . A ,
h h f h h
f h C ff w h 26 f
h Th C .

A h L D , C CL 1,422,298,991 h
(x 63.95% f h h h L
D). I h h h D x f h w h h wh h
h f , h (f h
h h h) h f C CL w .
x 71.06% f h h h w .
ff 26 f h Th C .

Th D h x h w h h
h h h M h x h f h h
h h 25%.

5. SHARE PRICES

	High	Low	High	Low	High	Low	High	Low
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
	Shares							
					Highest	Lowest		
					<i>HK\$</i>	<i>HK\$</i>		
A 2019					40.000	33.500		
M 2019					38.100	35.100		
J 2019					39.300	36.500		
J 2019					42.850	37.500		
A 2019					41.450	35.800		
2019					40.200	35.900		
O 2019					47.300	38.350		
N 2019					48.000	42.850		
D 2019					45.400	41.500		
J 2020					45.600	41.050		
F 2020					41.750	37.300		
M h 2020					42.900	34.050		
A 2020 (h L D)					42.200	36.000		

6. SHARE REPURCHASES MADE BY THE COMPANY

	High	Low	High	Low	High	Low	High	Low
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
	Shares							
					Highest	Lowest		
					<i>HK\$</i>	<i>HK\$</i>		

Mr. CHEN Ying (Non-executive Director)

M . CHEN , 48, w N - x . D f h C
 J 2012, f h I C f h C . H w
 - x f Ch C H L M
 2012, Ch w H C L Ch L
 L J 2012. Th h M B f h Ex h .
 H Ch f Off f Ch (H) C L J 2013
 h D f M D O 2011. H h w
 E , M M f D Ex .
 D f Ch C (H) C L , f w . f
 h C , f 1993 M h 2002. H w h M D f
 Ch L (B) L f M h 2002 O 2011 D f
 Ch L L f M h 2003 F 2006. H w D f
 Ch D -C h C ., L . f M 2012 D 2015
 f Ch M & h C ., L . f J 2012
 D 2015. H w - x f Ch B (H)
 C L (f w Ch E , L) f M 2012
 A 2016, wh h h M B f h Ex h . H w
 - x f Ch C ., L . f M h 2013 J 2017, wh h
 h M B f h Ex h h h h Ex h . M . CHEN
 B h ' f A h M f h Th h ,
 Ch 1993 M ' f B A f f Oxf ,
 h K , 2007. M . CHEN Ch (H) C
 L 1993.

, M . CHEN h h h H K
 h h h w h h
 C h f h G . , M . CHEN w
 w h D , h h .

Th w h C M . CHEN. Th f ff f
 M . CHEN f f h h w
 - h - w f h C . M .
 CHEN D ' f f h 31 D 2019. A h L
 D , M . CHEN h h h w h h f

f h FO.
 , M . CHEN h f h h h h
 h h f h h h w h h -
 h h f wh h f h
 13.51(2)(h) 13.51(2)() f h L

Mr. WANG Yan (Non-executive Director)

M. ANG, 48, w N - x D f h C
A. 2014, f h A M C f h
C. H Ch N C (w Ch
C L) J. 1994. M. w f Ch
G L N 2005. H w D G M f Ch
G (H) L f 2007 A 2012. H w D
D f I A D f Ch (H) C L f
A 2012 F 2016. H w D f I A D f
Ch (H) C L F 2016. H w h
- x f Ch w H C . L ., Ch L
L Ch C H L . A 2014. H w
h - x f Ch M H C L (f
w Ch h x H h H C L) N
2016. M. ANG w - x f Ch B (H) C
L (f w Ch E ,L) f A 2014 A
2016. Th h M B f h Ex h . M. ANG h
B h ' D E f h F A D , C
f E B , M f B. A D f h
f . h A . f C C f A .
, M. ANG h h h H K
h C h f h G , M. ANG w
h h D ,
h h .
Th w h C M. ANG. Th f ff f
M. ANG f f h h w .
- h - w f h C . M.
ANG D ' f f h 31 D 2019. A h L
D , M. ANG h h h w h h f
f h FO.
, M. ANG h f h h h h
h h f h h h w h h -
h h f wh h f h
13.51(2)(h) 13.51(2)() f h L

Mr. YU Hon To, David (*Independent Non-executive Director*)

M. H. T., D., 71, w I N - x .
D , Ch f h A M C f h
C h N C f h C 28 h D ,
2012. M. f w f h I f Ch A E
f h H K I f C f A . H
h x x h f f , f , f
. H w f f . H
I N - x D f Ch w E I
L , H E G . C ., L ., K I (H K) L ,
M Ch I L , N w C A M L (wh h h
f N w C E I T. , H K C I
h h M B f h Ex h), O M G . L ,
H L M G . H L wh h M B
H K . H w I N - x D f
H L , G Ch H L B L , wh h h
M B f h Ex h .

, M. h h h H K
h h h w h h
C h f h G . . M. w w h
D , h h .
Th w h C M. . Th f ff f M.
f f h h w . -

NOTICE OF ANNUAL GENERAL MEETING

() h h () h h D f h
 C h ff ,
 (w ,
 h f h C) wh h w h h x f
 h w f h f h ;

() h f h
 (wh h
 h w) h D f h C h
 h (), h w h () h I
 (f h () w) () f h f h C
 h h f h
 h C f h f h f h C
 h h f h C () f h f
 h C f h f h
 f h wh f h f
 h C w h h - w f h C , h
 x h f () 20% f h f h h f h
 C h f h () (f h
 D f h C h
 f h h h f h C) h f h f
 h C h h C h f
 h (x 10% f h
 f h h f h C h f h
), h f
 f h f h C ff , h x f h f
 h C h h
 h () f h f h
 f h C h f f h
 h h h x
 f h h ;

() f h f h :
 h f h f h
 wh h h f :
 () h f h x f h C ;
 () h x f h w h wh h h x
 f h C w h - w f h
 C h ;
 () h f h h
 f h f h C

NOTICE OF ANNUAL GENERAL MEETING

h I . ff f h f f x h
D f h C h f h h f
f h C f x h h h
f h h h (h x h
h D f h C
x f h
h w f, h f
x h ,
H K).

B. THAT:

() h () w, h x h D f h
C h f h w f h C
h h f h C , w h
w h f h G h L
f Wh Ex h f H K L
f , h
;

() h f h wh h h h C
h h () h x 10% f
h f h h f h C h f
h , h f
f h f h C ff , h x
f h f h C h h h
h () f h f h
f h C h f f h
h h h x
f h h ;

() f h f h h
f h f h wh h h f:

() h f h x f h C ;

() h x f h w h wh h h x
f h C w h - w f h
C h ;

() h f h h
f h f h C

NOTICE OF ANNUAL GENERAL MEETING

C. THAT the Board of Directors of the Company shall be authorized to take all such actions as may be necessary to give effect to the resolutions of the AGM, and to do all such things as may be required to give effect to the resolutions of the AGM, and to do all such things as may be required to give effect to the resolutions of the AGM.

B O f h B
China Resources Gas Group Limited
LO Chi Lik Peter
Company Secretary

H K , 21 A 2020

Principal place of business:

1901-02
 Ch B.
 26 H
 h
 H K

Registered Office:

, 5 h F
 31
 H HM10
 B

Notes:

1. A f h . A x h f h C . x ,
2. I , f f x h w h h w f h . h (f) . wh h h C ' f h 48 h . f h f h h . C . f f x w . f .
3. Th f f h C w f M , 18 M 2020 F , 22 M 2020, h , wh h f f h f h C w ff . I h f wh h , h f h h C ' H K h f ff , L L 54, H w C , 183 E , H K h 4:30 . F , 15 M 2020. h f h h h , h f f w h h wh h h f f h C f h f . f h C 4:30 . Th , 28 M 2020 h f f h C w . I Th , 28 M 2020, wh h f f h f h C w . I f f h , h f , h h h C ' H K h f ff , L h h 4:30 . , 27 M 2020.
4. h . 3 f h , f D f - A x II f h h h 21 A 2020.
5. A h f h , h Ex . D f h C M . HI B f M . GE B , h N - x D f h C M . ANG Ch . , M . CHEN , M . ANG , M . AN F M . JING h h I N - x D f h C M . ONG h , M . H , D , M . ANG h . M . H .

NOTICE OF ANNUAL GENERAL MEETING

6.

(COVID-19) h A G M , : h f h

() h f h .A w h
37.5°C h h ;

() f f h ;

() f / f f h ;

() w ;

() h

A wh w h h , w h
f. - , wh h h w h , h
w h 14 f h A G M h h .A
h h h h f h h x
h () h A G M h A G
M h I D f h C f