



華潤勵致有限公司

(C) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the Directors pursuant to the approval in this Resolution 1, otherwise than pursuant to:

- (i) a Rights Issue; or
- (ii) an issue of Shares under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of Shares or rights to acquire Shares of the Company, including without limitation pursuant to the Company's Share Option Scheme; or
- (iii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or
- (iv) any issue of shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the memorandum of association and bye-laws of the Company from time to time,

shall not exceed the aggregate of:

- (a) twenty per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution 1; and
- (b) (if the Directors are so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of share capital of the Company purchased by the Company subsequent to the passing of this Resolution 1 (up to a maximum equivalent to ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution 1),

and the said approval shall be limited accordingly;

(D) subject to the said passing of this Resolution 1, any prior approvals of the kind referred to in this Resolution 1 which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(E) for the purposes of this Resolution 1:

- (i) “ **r9 t B 9m9**” means the share option scheme of the Company adopted on 26 November 2001 and subsequently amended on 21 February 2002;
- (ii) “ **9b t 9r** ” means the period from (and including) the date of passing this Resolution 1 until the earlier of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the Company’s bye-laws to be held; and
 - (c) the date on which the authority given under this Resolution 1 is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.
- (iii) “ **9 t I . 9**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company); and
- (iv) “ **r9** ” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

2. **HA**

- (A) Subject to paragraph (B) below of this Resolution 2, the exercise by directors of the Company (the “**D r9B r**”) during the Relevant Period (as defined below) of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**t B E B 9**”) or any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Hong Kong Securities and Futures Commission and the Stock Exchange, in accordance with all applicable laws, including the Hong Kong Code on Share Repurchases and 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 the Shares which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution 2, and the said approval shall be limited accordingly;
- (C) subject to the passing of this Resolution 2, the general mandate granted to the Directors to exercise the powers of the Company to purchase the Shares as approved by the Shareholders in the annual general meeting held on 5 May 2008 (“**2008 AGM**”) be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this Resolution 2); and
- (D) for the purposes of this Resolution 2:
- (i) “**Effective Date**” means the period from (and including) the date of passing this Resolution 2 until the earlier of:
- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bermuda law or the Company’s bye-laws to be held; and
- (c) the date on which the authority given under this Resolution 2 is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and
- (ii) “**Shares**” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

SPECIAL RESOLUTION

3. “**That** subject to and conditional upon the approval of the Registrar in Bermuda, the name of the Company be changed to “China Resources Gas Group Limited” and subject to the new English name of the Company being effective, “華潤燃氣控股有限公司” be adopted as its Chinese name and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents with or without amendments and affix the common seal of the Company thereto (if required) as they may, in their absolute discretion, deem fit in order to effect such change of name.”

By order of the Board
L99 , **9t9r**
Company Secretary

Hong Kong, 8 October 2008

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal office in Hong Kong:

Room 4006
40th Floor, China Resources Building,
26 Harbour Road,
Wanchai,
Hong Kong

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1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney authorised to sign the same.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarised copy of such power of attorney or authority, must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

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