



*(formerly China Resources Logic Limited)*  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 1193)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of China Resources Gas Group Limited (the “**Company**”) will be held at Rooms 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 31st December, 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without modification, passing the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the sale and purchase agreement dated 1st December 2008 entered into between the Company and China Resources (Holdings) Company Limited in respect of the sale and purchase of the entire issued share capital of, and the shareholder’s loan to, Rich Team Resources Limited for an aggregate consideration of HK\$293,781,959.74 (subject to adjustment) (the “**Sale and Purchase Agreement**”), a copy of which has been produced at the meeting marked “**A**” and signed by the chairman of the meeting for identification purpose, be and is hereby approved, confirmed and ratified; and the transactions contemplated under the Sale and Purchase Agreement, subject to the conditions set out thereunder, be and are hereby approved; and
- (b) any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the Sale and Purchase Agreement or any matters in relation thereto.”

By order of the board  
**LEE Yip Wah, Peter**  
*Secretary*

Hong Kong, 12th December, 2008

*Principal place of business*  
Rooms 1901-05  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Registered Office*  
Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Notes:*

1. 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.
2. 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.
3. 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 Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. 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.
5. 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. 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.*