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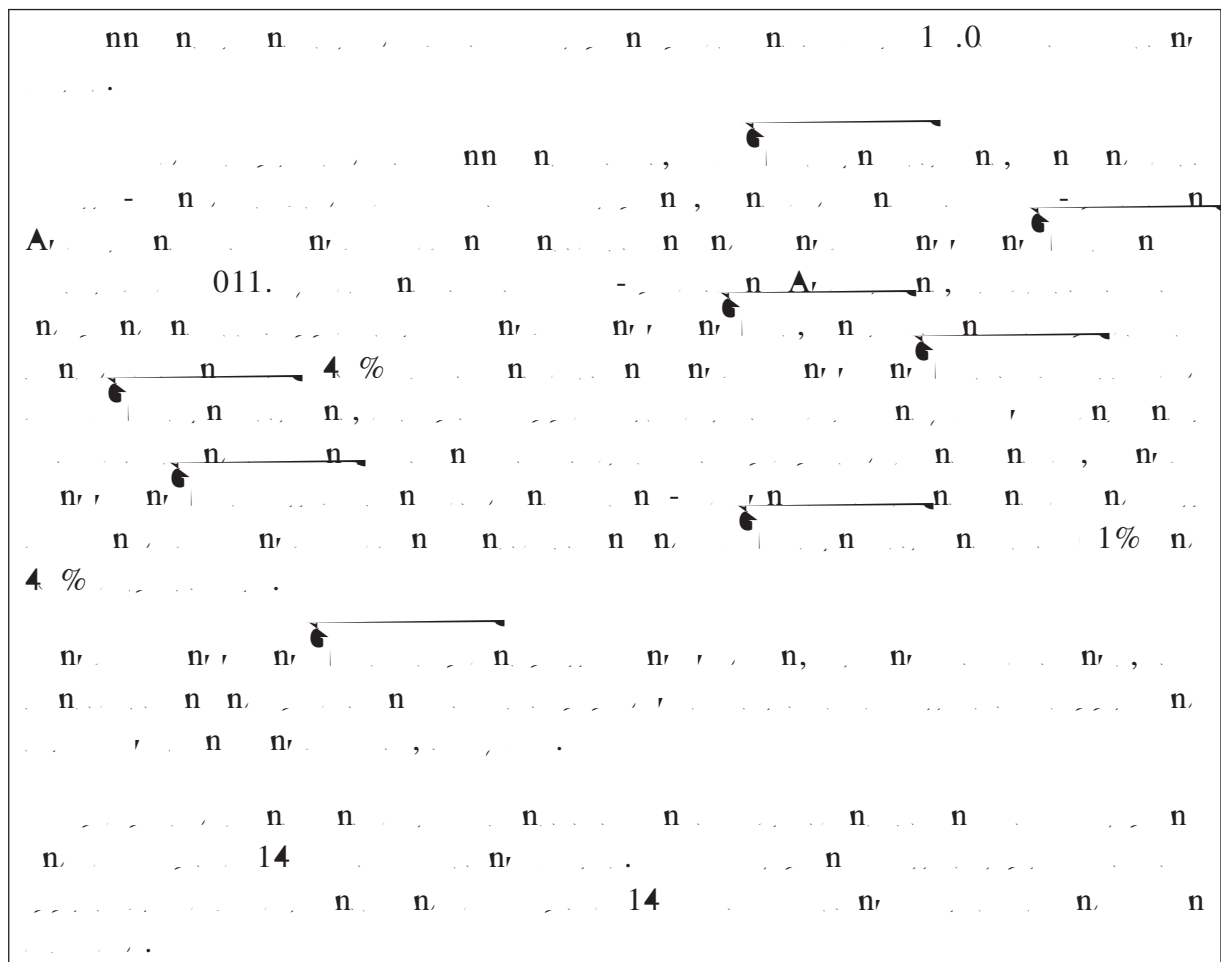
華潤燃氣控股有限公司 China Resources Gas Group Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1193)

RULE 13.09 ANNOUNCEMENT

PROPOSED ESTABLISHMENT OF A JOINT VENTURE IN NINGBO, THE PRC



The proposed formation of the Joint Venture Company is subject to, among other things, the approvals and consents from the relevant PRC governmental authorities, which may or may not be forthcoming. The transactions contemplated by the Co-operation Agreement therefore may or may not proceed. Investors or prospective investors are advised to exercise caution in investing or dealing in the shares of the Company.

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THE CO-OPERATION AGREEMENT DATED 26 DECEMBER 2011

Principal terms of the proposed Joint Venture Company

The Parties

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The Joint Venture Company shall be established in the form of a limited liability company. The registered capital of the Joint Venture Company shall be 1,000,000 US dollars, of which 500,000 US dollars shall be contributed by the Chinese partner and 500,000 US dollars shall be contributed by the foreign partner. The share capital of the Joint Venture Company shall be divided into 100,000 shares, of which 50,000 shares shall be held by the Chinese partner and 50,000 shares shall be held by the foreign partner. The Chinese partner shall hold 50% of the shares and the foreign partner shall hold 50% of the shares.

Proposed Business Scope of the Joint Venture Company

The Joint Venture Company shall be engaged in the business of [business scope]. The Joint Venture Company shall be established in the form of a limited liability company. The registered capital of the Joint Venture Company shall be 1,000,000 US dollars, of which 500,000 US dollars shall be contributed by the Chinese partner and 500,000 US dollars shall be contributed by the foreign partner. The share capital of the Joint Venture Company shall be divided into 100,000 shares, of which 50,000 shares shall be held by the Chinese partner and 50,000 shares shall be held by the foreign partner. The Chinese partner shall hold 50% of the shares and the foreign partner shall hold 50% of the shares.

Proposed total investment and contribution

The total investment of the Joint Venture Company shall be 1,000,000 US dollars. The Chinese partner shall contribute 500,000 US dollars and the foreign partner shall contribute 500,000 US dollars. The Chinese partner shall contribute 4% of the total investment and the foreign partner shall contribute 1% of the total investment. The total investment of the Joint Venture Company shall be 1,000,000 US dollars.

Board representation of the Joint Venture Company

The Board of Directors of the Joint Venture Company shall consist of [number] members. The Chinese partner shall appoint [number] members and the foreign partner shall appoint [number] members. The Chinese partner shall have the right to appoint and remove the majority of the members of the Board of Directors. The foreign partner shall have the right to appoint and remove the minority of the members of the Board of Directors. The Board of Directors shall be responsible for the management and operation of the Joint Venture Company.

Conditions of the establishment of the Joint Venture Company

The conditions of the establishment of the Joint Venture Company shall be as follows: 1. The Chinese partner shall provide the land use rights and the foreign partner shall provide the technology and equipment. 2. The Chinese partner shall provide the registered capital and the foreign partner shall provide the registered capital. 3. The Chinese partner shall provide the management and operation of the Joint Venture Company and the foreign partner shall provide the technology and equipment. 4. The Chinese partner shall provide the registered capital and the foreign partner shall provide the registered capital. 5. The Chinese partner shall provide the management and operation of the Joint Venture Company and the foreign partner shall provide the technology and equipment.

EXPECTED TIMETABLE

The expected timetable for the establishment of the Joint Venture Company shall be as follows: 1. The Chinese partner shall provide the land use rights and the foreign partner shall provide the technology and equipment. 2. The Chinese partner shall provide the registered capital and the foreign partner shall provide the registered capital. 3. The Chinese partner shall provide the management and operation of the Joint Venture Company and the foreign partner shall provide the technology and equipment. 4. The Chinese partner shall provide the registered capital and the foreign partner shall provide the registered capital. 5. The Chinese partner shall provide the management and operation of the Joint Venture Company and the foreign partner shall provide the technology and equipment.

IMPLICATIONS OF THE LISTING RULES

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The proposed formation of the Joint Venture Company is subject to, among other things, the approvals and consents from the relevant PRC governmental authorities, which may or may not be forthcoming. The transactions contemplated by the Co-operation Agreement therefore may or may not proceed. Investors or prospective investors are advised to exercise caution in investing or dealing in the shares of the Company.

DEFINITIONS

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寧波城建投資控股有限公司 (寧波城建投資控股有限公司 H股公司*)

寧波興光燃氣集團公司 (寧波興光燃氣集團公司 H股公司*)

Mr. Ma Guoan, Mr. Wang Chuandong and Mr. Ong Thiam Kin; two non-executive Directors, namely Mr. Du Wenmin and Mr. Wei Bin; and three independent non-executive Directors, namely Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Ms. Yu Jian.

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China Resources Gas Group Limited
Ong Thiam Kin
Executive Director & Company Secretary

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As at the date of this announcement, the Board of the Company comprises three executive Directors, namely Mr. Ma Guoan, Mr. Wang Chuandong and Mr. Ong Thiam Kin; two non-executive Directors, namely Mr. Du Wenmin and Mr. Wei Bin; and three independent non-executive Directors, namely Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Ms. Yu Jian.

* *The English name of the relevant PRC-incorporated company is only an English translation of the corresponding official Chinese name and is provided for identification purposes only.*