

## GENERAL MANDATE TO REPURCHASE

## GENERAL MANDATE TO ISSUE SHARES

## RE-ELECTION OF RETIRING DIRECTORS

AND

## NOTICE OF ANNUAL GENERAL MEETING

**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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The notice convening an annual general meeting of China Resources Gas Group Limited, 1901-02, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, is set out on pages 14 to 17 of this circular. Whether or not you are asked to attend, you are requested to complete and return the accompanying form of proxy in accordance with the instructions thereon as soon as possible and in any event not less than 48 hours before the annual general meeting.



華潤燃氣控股有限公司

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Chairman</b>	
Introduction .....	3
General Mandate to Repurchase Shares .....	4
General Mandate to Issue Shares .....	4
Re-election of Retiring Directors .....	5
Annual Report and Annual General Meeting .....	5
Action to be Taken .....	5
Voting by Way of Poll .....	5
Recommendation .....	6
<b>Appendix I – Explanatory Statement</b> .....	7
<b>Appendix II – Details of Retiring Directors proposed for Re-election</b> .....	10
<b>Notice of Annual General Meeting</b> .....	14

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## DEFINITIONS

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*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 1901-02, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 2 June 2016 at 4:15 p.m., notice of which is set out on pages 14 to 17 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”	22 April 2016, 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 Shares 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

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## DEFINITIONS

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“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



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## LETTER FROM THE CHAIRMAN

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- to allot, issue and deal with additional Shares, provided that the total number 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 Shares (i.e. not exceeding 222,401,287 Shares based on the issued Shares of 2,224,012,871 Shares as at the Latest Practicable Date and assuming that such issued Shares remain 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 Shares (i.e. not exceeding 444,802,574 Shares based on the issued Shares of 2,224,012,871 Shares as at the Latest Practicable Date and assuming that such issued Shares remain 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.

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## LETTER FROM THE CHAIRMAN

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### 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. CHEN Ying and Mr. WANG Yan 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 110(A) of the bye-laws of the Company, Mr. SHI Shanbo, Mr. GE Bin, Ms. YU Jian and Mr. YU Hon To, David shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election.

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 2015 is enclosed for your review.

The notice convening the Annual General Meeting proposed to be held at Room 1901-02, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages 14 to 17 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.

### 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 1901-02, 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.

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## LETTER FROM THE CHAIRMAN

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### 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 Shares 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 2015. 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 close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No core 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 the Shareholders.

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 Shares 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 remain the same) the attributable interest of CRN would be increased to approximately 71.06% of the issued Shares 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:–

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
April 2015	27.60	23.70
May 2015	26.65	23.35
June 2015	24.95	22.30
July 2015	24.05	19.64
August 2015	24.50	16.76
September 2015	22.50	19.48
October 2015	23.50	19.90
November 2015	23.20	20.25
December 2015	23.20	20.80
January 2016	23.60	18.18
February 2016	20.75	19.06
March 2016	23.60	20.20
April 2016 (up to the Latest Practicable Date)	24.65	21.10

**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. SHI Shanbo** (*Executive Director and Chief Executive Officer*)

**Mr. SHI Shanbo**, aged 50, was appointed as an Executive Director and Chief Executive Officer of the Company on 1 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 Beer (Holdings) Company Limited (formerly known as 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 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. (now known as Skyworth Digital 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\$5,287,000 (including Director's fee, salaries and other benefits, performance related incentive payments and retirement benefit schemes contributions) for the year ended 31 December 2015 which was determined by the Board under the authority granted by the Shareholders 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. 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. GE Bin** (*Executive Director and Vice Chairman*)

**Mr. GE Bin**, aged 52, was appointed as an Executive Director and Vice Chairman of the Company on 20 February 2014. He is responsible for market development and gas business in the Greater Area of Shanghai, Jiangsu, Fujian, Hunan, Hubei etc. Mr. GE joined CRH in September 1996 and has been with China Resources Gas (Holdings) Limited since September 2007 and held former positions as Assistant General Manager, Deputy General Manager and Senior Vice President. Mr. GE holds a Master's Degree in Engineering from Nanjing Tech University, 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 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. GE. Mr. GE received remuneration of HK\$4,284,000 (including Director's fee, salaries and other benefits, performance related incentive payments and retirement benefit schemes contributions) for the year ended 31 December 2015 which was determined by the Board under the authority granted by the Shareholders 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.

**Ms. YU Jian** (*Independent Non-executive Director*)

**Ms. YU Jian**, aged 62, was appointed as an Independent Non-executive Director on 17 March 2010. She is the chairman of the Corporate Governance Committee and member of the Nomination Committee and Audit and Risk Management Committee of the Company. She actively involves in various bodies and associations, including President of the Shenzhen Federation of Entrepreneurs and Shenzhen Entrepreneurs Association. Ms. YU was previously the Chairman of Shenzhen Water (Group) Co., Ltd, the General Manager of Shenzhen Gas Corporation Limited and Vice-President of the China Urban Water Association. Ms. YU graduated from the Harbin University of Civil Engineering and Architecture and is a Senior Engineer with professorship. Save as disclosed above, Ms. YU 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. Ms. YU 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 Ms. YU. The term of service of Ms. YU is for a period of three years but she will be subject to rotational retirement and re-election requirements at general meetings pursuant to the bye-laws of the Company. Ms. YU received Director's fee of HK\$180,000 for the year ended 31 December 2015 which was determined by the Board under the authority granted by the Shareholders at the annual general meeting and with reference to the recommendation made by the remuneration committee and her duties and responsibility in the Company. As at the Latest Practicable Date, Ms. YU did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. YU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her 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. YU Hon To, David** (*Independent Non-executive Director*)

**Mr. YU Hon To, David**, aged 68, was appointed as an Independent Non-executive Director on 28 December 2012. He is the chairman of the Audit and Risk Management Committee and member of the Remuneration Committee and Nomination Committee of the Company. Mr. YU is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in the fields of auditing, corporate finance, financial investigation and corporate management. He was formerly a partner of an international accounting firm. He is currently an independent non-executive director of China Renewable Energy Investment Limited, Great China Holdings Limited, Haier Electronics Group Co., Ltd, Keck Seng Investments (Hong Kong) Limited, Media Chinese International Limited, New Century Asset Management Limited (which is the manager of New Century Real Estate Investment Trust, a Hong Kong Collective Investment Scheme listed on the Main Board of the Stock Exchange), One Media Group Limited, Playmates Holdings Limited, Bracell Limited (formerly known as Sateri Holdings Limited) and Synergis Holdings Limited, which are Main Board listed companies in Hong Kong. Besides, Mr. Yu was an independent non-executive director of China Datong Corporation Renewable Power Co., Limited, TeleEye Holdings Limited and Crown International Corporation Limited (formerly known as VXL Capital Limited). Save as disclosed above, Mr. YU did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company and other members of the Group. Mr. Yu 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. YU. The term of service of Mr. YU 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. The Director's fee of HK\$180,000 per annum is payable to Mr. YU which is determined by the Board under the authority granted by the Shareholders at the annual general meeting and with reference to the recommendation made by the remuneration committee and his duties and responsibility with the Company. As at the Latest Practicable Date, Mr. YU did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YU 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 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of the Company will be held at Room 1901-02, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 2 June 2016 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 2015.
2. To declare a final dividend.
3. (1) To re-elect Mr. SHI Shanbo as Director;  
  
(2) To re-elect Mr. GE Bin as Director;  
  
(3) To re-elect Ms. YU Jian as Director;  
  
(4) To re-elect Mr. YU Hon To, David as Director; and  
  
(5) 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;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 total number of shares 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 total of (aa) 20% of the total number of the shares 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 number of shares of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the total number of the shares of the Company in issue at the date of passing this Resolution), provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be allotted and issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted 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.

“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 total number of shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue at the date of passing this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

- 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 shares 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, 28 April 2016

*Principal place of business:*  
Room 1901-02  
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, 30 May 2016 to Thursday, 2 June 2016, 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 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, 27 May 2016.

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 Wednesday, 8 June 2016 and the register of members of the Company will be closed on Wednesday, 8 June 2016, 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 registrar and transfer office, Tricor Secretaries Limited at the above address not later than 4:30 p.m. on Tuesday, 7 June 2016.

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 28 April 2016.
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