THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



(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 notice convening an annual general meeting of China Resources Gas Group Limited to be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 30 May 2014 at 4:15 p.m. is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting.

CONTENTS

	Page
Definitions	1
Letter from the Chairman	
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	6
Voting by Way of Poll	6
Recommendation	6
Appendix I - Explanatory Statement	7
Appendix II - Details of Retiring Directors proposed for Re-election	10
Notice of Annual Coneral Meeting	15

DEFINITIONS

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 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 30 May 2014 at 4:15 p.m., notice of which is set out on pages 15 to 18 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"	17 April 2014, 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

"SFO"

Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong)

"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 share capital of the

"Share(s)" share(s) of HK\$0.10 each in the share capital of the Company

DEFINITIONS

"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



- to allot, issue and deal with additional Shares, provided that the aggregate nominal amount 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 runnerel

LETTER FROM THE CHAIRMAN

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. HUANG Daoguo and Mr. CHEN Ying 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 101 of the bye-laws of the Company, Mr. Ge Bin, being new Director appointed by the Board, will retire from office at the Annual General Meeting and will be eligible for re-election. Pursuant to bye-law 110(A) of the bye-laws of the Company, Mr. SHI Shanbo, Mr. WEI Bin, Mr. WONG Tak Shing and Mr. QIN Chaokui shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election.

Mr. WONG Tak Shing has served as Independent Non-executive Director more than 9 years and his re-election will be subject to a separate resolution to be approved by the Shareholders. As independent non-executive Director with in-depth understanding of the Company's operations and business and with professional qualifications, Mr. WONG has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role. The Board considers that the long service of Mr. WONG would not affect his exercise of independent judgement and is satisfied that Mr. WONG has the required character, integrity and experience to continue fulfilling the role of Independent Non-executive Director. The Board considers the re-election of Mr. WONG as Independent Non-executive Director is in the best interest of the Company and Shareholders as a whole.

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 2013 is enclosed for your review.

The notice convening the Annual General Meeting proposed to be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages 15 to 18 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 1901-05, 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

This Appendix serves as an explanatory statement, as requir

4. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by Shareholders of the Company.

No 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 Shareholders of the Company.

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 share capital of the Company 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 remains the same) the attributable interest of CRN would be increased to approximately 71.06% of the issued share capital of the Company 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:—

	Shares	
	Highest	Lowest
	HK\$	HK\$
April 2013	22.70	20.70
May 2013	23.30	18.52
June 2013	20.90	18.80
July 2013	20.90	18.06
August 2013	19.50	17.50
September 2013	20.40	17.84
October 2013	21.50	19.38
November 2013	23.90	19.56
December 2013	27.80	23.40
January 2014	27.20	23.25
February 2014	27.75	23.35
March 2014	27.65	23.05
April 2014 (up to the Latest Practicable Date)	25.45	23.50

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. GE Bin (Executive Director and Vice Chairman)

was appointed as an Executive Director and Lice Chair an of the Mr. GE Bin aged He was appointed as a Senior Lice President of China Co pany on February Resources Gas Ho dings Li ited in March responsib e for custo er re ations and the Greater Shanghai uhan Nanjing and Fuzhou Areas and acts as the Genera Manager of the Greater Shanghai and uhan Areas Mr GE joined CRH in Septe ber That and has been with China Resources Gas Ho dings Li ited since Septe ber Mr GE ho ds a Master s Degree in Engineering fro Nanjing niversity of Techno ogy and ho ds a senior econo ist qua ification Save as disc osed above Mr GE did not ho d any directorship in other isted pub ic co panies in the ast three years and did not ho d any position with the Co pany or other e bers of the Group Save as disc osed above Mr GE is and was not connected with any Directors senior anage ent or substantia or contro ing shareho ders of the Co pany

There is no service contract between the Co pany and Mr GE He has no fixed ter service with the Co pany However he wi ho d office on y unti the Annua Genera Meeting and wi be e igib e for re e ection pursuant to bye aw of the bye aws of the Co pany Thereafter he wi be subject to rotationa retire ent and re e ection require ents at genera eetings pursuant to the bye aws of the Co pany The re uneration payab e to Mr GE wi be deter ined by the Board under the authority granted by the shareho ders of the Co pany at the annua genera eeting and with reference to the reco endation ade by the ittee and his duties and responsibility in the Co pany As at the Latest re uneration co Shares within the eaning of Part X L Practicab e Date Mr GE has persona interest in of the SFO

Save as disc osed above Mr GE has confir ed that there are no other atters that need to be brought to the attention of the Shareho ders in connection with his re e ection and there is no other infor ation which is required to be disc osed pursuant to any of the provisions under rules who have to any of the Listing Rules

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

Mr. SHI Shanbo, aged was appointed as an Executive Director and Chief Executive Officer of the Co pany on st June and is a so a e ber of the No ination Co and Corporate Governance Co ittee of the Co pany He is current y the Assistant Genera Manager of CRH Mr SHI joined CRH in and was a Non executive Director of China Resources Enterprise Li ited China Resources Land Li ited and China Resources Power Ho dings Co pany Li ited and Lice Chair an and Genera Manager of China Resources Ce ent Ho dings Li ited which are isted on the Main Board of the Hong Kong Stoc Exchange He was a Non executive Director of China Resources Microe ectronics Li ited the withdrawa of isting of its shares on the Hong Kong Stoc Exchange beca e effective on nd He was a Director of China Resources Sanjiu Medica Phar aceutica Co Nove ber Ltd a co pany isted on the Shenzhen Stoc Exchange He was the Chair an of China Resources Jinhua Co Ltd a co pany isted on the Shenzhen Stoc Exchange fro Nove ber to March He was previous y the Audit Director and Deputy Genera Manager of the Finance Depart ent of CRH and the Genera Manager of China Resources Texti es Ho dings Co pany Li ited Mr SHI ho ds a Master s Degree in Econo ics fro Dongbei niversity of Finance and Econo ics Save as disc osed above Mr SHI did not ho d any directorship in other isted pub ic co panies in the ast three years and did not ho d any other position with the Co pany or other e bers of the Group Save as disc osed above Mr SHI is and was not connected with any Directors senior anage ent or substantia or contro ing shareho ders of the Co pany

There is no service contract between the Co pany and Mr SHI He has no fixed ter of service with the Co pany but he wi be subject to rotationa retire ent and re e ection eetings pursuant to the bye aws of the Co pany There is no require ents at genera agree ent on the a ount of the e ou ents payabe to Mr SHI Mr SHI received re uneration of HK T inc uding Director s fee sa aries and other benefits perfor ance re ated incentive pay ents and retire ent benefit sche es contributions for the which was deter ined by the Board under the authority granted Dece ber by the Shareho ders at annua genera eeting and with reference to the reco by the re uneration co ittee and his duties and responsibility in the Co pany As at the Latest Practicab e Date Mr SHI has persona interest in Shares within the eaning of Part $X \stackrel{L}{\longrightarrow}$ of the SFO

Save as disc osed above Mr SHI has confir ed that there are no other atters that need to be brought to the attention of the Shareho ders in connection with his re e ection and there is no other infor ation which is required to be disc osed pursuant to any of the provisions under rules who would be a voice of the Listing Rules

Mr. WEI Bin aged was appointed as a Non executive Director of the Co pany on rd Nove ber and is a so a Chair an of the Invest ent Co ittee of the Co pany He is the Chief Financia Officer of CRH and is a so the Genera Manager of its Finance Depart ent Mr EI is a Non executive Director of China Resources Enterprise Li ited China Resources Land Li ited China Resources Power Ho dings Co pany Li ited and China Resources Ce ent Ho dings Li ited which are Main Board isted co panies in Hong Kong ei is a so a Non executive director of China Resources Microe ectronics Li ited the withdrawa of isting of its shares on the Hong Kong Stoc Exchange beca e effective on nd He is a so a director of China Resources Sanjiu Medica Nove ber Phar aceutica Co Ltd Shan Dong Dong E E Jiao Co Ltd and China Lan e Co Ltd which are isted on the Shenzhen Stoc Exchange and a director of China Resources Doub e crane Phar aceutica Co Ltd which is isted on the Shanghai Stoc Exchange Mr EI ho ds a Bache or s Degree in Auditing fro Zhongnan niversity of Econo ics in the PRC and a Master's Degree in Finance fro Jinan niversity in the PRC and is a Senior Accountant and a Senior Auditor in the PRC He is a so a non practising e ber of the Chinese Institute of Certified Pub ic Accountants Mr EI joined CRH in Save as disc osed above Mr EI did not ho d any

Mr. WONG Tak Shing (Independent Non-executive Director)

Mr. WONG Tak Shing aged was appointed as an Independent Non executive Director of the Co pany in The He is the Chair an of the Co pany s Re uneration e bers of the Audit Co ittee No ination Co Co ittee and ittee Invest ent Co ittee and Corporate Governance Co ittee Mr ONG invo ves in various professiona appoint ents and pub ic duties inc uding Me ber of the So icitors Discip inary Tribuna Pane Chair an of the Appea Tribuna Pane Me ber of Probate Co Law Society of Hong Kong and Me ber of or ing Co ittee of the Law Society of Hong on proposed refor of Trustee Ordinance Cap The was ad itted as a a so icitor of Eng and so icitor of the Supre e Court of Hong Kong in T Austra ia respective y in T a a so icitor of Singapore in T and was appointed as a China Appointed Attesting Officer with effect fro th January and fu e ber_TEP of the Society of Trust and Estate Practitioners_STEP Mr ONG has been in private practice to T he wor ed as an assistant so icitor with in Hong Kong for over years Fro two oca aw fir s in Hong Kong before setting up his own practice in 🚡 🕌 Mr a Master's Degree in Laws fro the Pe ing niversity of China and a Master's Degree in Laws fro the niversity of London of Eng and Save as disc osed above Mr ONG did not ho d any directorship in other isted pub ic co panies in the ast three years and did not ho d any other position with the Co pany or other e bers of the Group Mr ONG is and was not connected with any Directors senior anage ent or substantia or contro ing shareho ders of the Co pany

There is no service contract between the Co pany and Mr ONG The ter of office of Mr ONG is for a period of three years but he wi be subject to rotational retire ent and reference ents at general eetings pursuant to the bye away of the Co pany Mr ONG received Directors fee of HK for the year ended December which was deternined by the Board under the authority granted by the Shareho ders at annual general eeting and with reference to the recollength end by the reference of the recollength end by the reference to the recollength end by the reference of the Colon and his duties and responsibility in the Colon pany As at the Latest Practicable Date Mr ONG did not have any interests in the Shares within the leaning of Part X of the SFO

Save as disc osed above Mr ONG has confir ed that there are no other atters that need to be brought to the attention of the Shareho ders in connection with his re e ection and there is no other infor ation which is required to be disc osed pursuant to any of the provisions under rules who have to be disc osed pursuant to any of the provisions under rules who have to be disc osed pursuant to any of the provisions under rules who have to be disc osed pursuant to any of the provisions under rules who have to be disc osed pursuant to any of the provisions under rules who have the disc osed pursuant to any of the provisions under rules who have the disc osed pursuant to any of the provisions under rules who have the disc osed pursuant to any of the provisions under rules who have the disc osed pursuant to any of the provisions under rules who have the disc osed pursuant to any of the provisions under rules who have the disc osed pursuant to any of the provisions under rules who have the disc osed pursuant to any of the provisions under rules who have the disc osed pursuant to any of the provisions under rules who have the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the provisions are the disc osed pursuant to any of the disc osed pursuant to a

Mr. QIN Chaokui (Independent Non-executive Director)

Mr. OIN Chaokui aged was appointed as an Independent Non executive Director and e ber of the No ination Co ittee and Corporate Governance Co ittee of the Co pany on th Dece ber He is a professor and doctora supervisor of Mechanica and Energy Engineering Schoo of Tongji niversity perfor ing research in the fie d of gas uti ization trans ission_distribution and production He is current y a e ber of Renewab e Energy ti ization in Bui dings Subgroup of MOH RD_Ministry of Housing and rban Rura Deve op ent of Peop e s Repub ic of China a e ber of Shanghai Municipa Transportation Co ission Science and Techno ogy Co e ber of China Gas Association a e ber of Gas Sub society of China Civi Engineer Society He is current y e ber of editoria boards of so e acade ic periodica s inc uding Gas and Heat Bui ding Energy Conservation Cityic pecca

(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 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 30 May 2014 at 4:15 p.m. for the following purposes:

- 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 2013.
- 2. To declare a final dividend.
- 3. (1) To re-elect Mr. GE Bin as Director;
 - (2) To re-elect Mr. SHI Shanbo as Director;
 - (3) To re-elect Mr. WEI Bin as Director;
 - (4) To re-elect Mr. WONG Tak Shing as Director;
 - (5) To re-elect Mr. QIN Chaokui as Director; and
 - (6) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
- the aggregate nominal amount of share capital 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 aggregate of (aa) 20% of the aggregate nominal amount of the share capital 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 nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution), and the said approval shall be limited 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.

NOTICE OF ANNUAL 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 aggregate nominal amount of shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose 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."

NOTICE OF ANNUAL GENERAL MEETING

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 share capital 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, 25 April 2014

Principal place of business: Room 1901-05 China Resources Building 26 Harbour Road Wanchai Hong Kong Registered Office: Canon's Court 22 Victoria Street Hamilton HM12 Bermuda

Notes:

- 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, 26 May 2014 to Friday, 30 May 2014, 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 share 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, 23 May 2014.

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 Friday, 6 June 2014 and the register of members of the Company will be closed on Friday, 6 June 2014, 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 share registrar and transfer office, Tricor Secretaries Limited at the above address not later than 4:30 p.m. on Thursday, 5 June 2014.

- 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 25 April 2014.
- 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 Wenmin, Mr. WEI Bin, Mr. HUANG Daoguo and Mr. CHEN Ying 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.