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華潤  **有限公司**
China Resources Gas Group Limited

(incorporated in Bermuda with limited liability)

(Stock code: 1193)

CONTINUING CONNECTED TRANSACTION

SUPPLEMENTAL AGREEMENT TO THE CR BANK STRATEGIC COOPERTAION AGREEMENT 2013

Reference is made to the announcement of the Company dated 23rd April, 2013 in relation to the entering of the Supplemental Agreement and the announcement of the Company dated 31st December, 2013 in relation to, amongst others, the CR Bank Strategic Cooperation Agreement 2013.

On 19th December, 2014, the Company and CR Bank entered into the Supplemental Agreement 2014 pursuant to which CR Bank agreed to provide deposit service to the Company together with its subsidiaries and jointly controlled entities. The maximum aggregate deposits permitted at any one time to be made by the Company together with its subsidiaries and jointly controlled entities will be RMB1.7 billion for the year ending 31st December, 2015. Save for the aforesaid revision made under the Supplemental Agreement 2014, the CR Bank Strategic Cooperation Agreement 2013 remains unchanged.

As the applicable percentage ratios for the Supplemental Agreement 2014 are more than 0.1% but less than 5%, the transaction shall only be subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules and exempted from the requirement of the independent shareholders' approval.

BACKGROUND

Reference is made to the announcement of the Company dated 23rd April, 2013 in relation to the entering of the Supplemental Agreement and the announcement of the Company dated 31st December, 2013 in relation to, amongst others, the CR Bank Strategic Cooperation Agreement 2013.

THE SUPPLEMENTAL AGREEMENT 2014

On 19th December, 2014, the Company and CR Bank entered into the Supplemental Agreement 2014, pursuant to which the CR Bank agreed to provide deposit service to the Company together with its subsidiaries and jointly controlled entities. The maximum aggregate deposits, including any type of cash management which is regarded as deposit under the Listing Rules, the specific agreement and the accounting treatment, permitted at any one time to be made by the Company together with its subsidiaries and jointly controlled entities will be RMB1.7 billion for the year ending 31st December, 2015. The interest rate of any deposit will be assessed with reference to the rates published by the People's Bank of China as required and such rates shall not be lower than the actual floating rates offered to the preferred customers of CR Bank.

The turnover and total assets of the Group increased significantly from HK\$13.6 billion for the year ended 31st December, 2012 and HK\$37.7 billion as at 31st December, 2012 respectively to HK\$22.3 billion for the year ended 31st December, 2013 and HK\$50.5 billion as at 31st December, 2013 respectively. For the six months ended 30th June 2014, the turnover of the Group was approximately HK\$12.9 billion and the total assets as at 30th June 2014 was approximately HK\$53.0 billion. As at 30th June, 2014, the Group's deposits at CR Bank amounted to RMB1,192.79 million.

Under the Supplemental Agreement, the deposit cap of RMB1.6 billion with CR Bank for the deposits services thereunder will expire on 31st December, 2014. In view of the continuous expansion in the operational scale and geographical coverage of the Group, it is expected that the Company together with its subsidiaries and jointly controlled entities will continue and deploy more deposit services from CR Bank and thereby increase the deposit cap with CR Bank from RMB1.6 billion for the period ending 31st December, 2014 to RMB1.7 billion for the year ending 31st December, 2015 in order to provide greater flexibility in the management of its cash resources.

Save for the aforesaid revision made under the Supplemental Agreement 2014, the CR Bank Strategic Cooperation Agreement 2013 remains unchanged.

The directors of the Company, including the independent non-executive directors, are of the view that the entering of the Supplemental Agreement 2014 has been conducted on normal commercial terms, and the terms therein are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios for the Supplemental Agreement 2014 are more than 0.1% but less than 5%, this transaction shall only be subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules and exempted from the requirement of the independent shareholders' approval.

None of the directors of the Company has a material interest in the transactions contemplated under the Supplemental Agreement 2014. Since Mr. Wei Bin is the non-executive director of the Company and the director of CR Bank, he has abstained from voting on the board resolution to approve the entering of the Supplemental Agreement 2014.

INFORMATION OF CR BANK

As at the date of this announcement, the ultimate controlling shareholder of the Company holds approximately 75.33% of the registered capital of CR Bank and it is therefore a connected person of the Company under the Listing Rules.

CR Bank, a licensed bank regulated by the China Banking Regulatory Commission and headquartered in Zhuhai, has 52 sub-branches within Zhuhai, one branch in Shenzhen, Zhongshan City, Dongguan City and Foshan City respectively, and one rural bank in Deqing, Guangdong and Baise, Guangxi respectively.

CR Bank has achieved tremendous growth in its operational scale, geographical coverage and capital base over the past years. The following table illustrates the amount of CR Bank's assets, deposits, loans and total equity as at 31st December, 2012 and 31st December, 2013:

	As at 31st December, 2012 <i>RMB billion</i>	As at 31st December, 2013 <i>RMB billion</i>
Total Assets	103.0	129.6
Deposits	50.7	66.0
Loans	21.2	34.5
Total Equity	7.4	7.8

INFORMATION OF THE COMPANY

The Company is an investment holding company which through its subsidiaries and jointly controlled entities in the PRC, operates city gas distribution projects in China including natural gas pipelines and CNG filling stations.

DEFINITIONS

In this announcement the following words have the following meanings, unless the context requires otherwise.

“China Resources Group”	CRC, CRH and their respective subsidiaries
“China Resources Group listed company (or companies)”	any company (or companies) in the China Resources Group, which is (or are) listed on the main board of the Stock Exchange as at the date of this announcement, other than the Company
“Company”	China Resources Gas Group Limited (華潤燃氣控股有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (Stock code: 1193)
“CR Bank”	珠海華潤銀行股份有限公司 China Resources Bank of Zhuhai Co., Ltd., a municipal bank headquartered in Zhuhai, in which CRC holds approximately a 75.33% equity interest as at the date of this announcement
“CR Bank Strategic Cooperation Agreement 2013”	the strategic cooperation agreement entered into by CR Bank and the Company on 31st December, 2013. Please refer to the announcement of the Company dated 31st December, 2013 for further details
“CRC”	China Resources Co., Limited, a joint stock limited liability company incorporated in the PRC, which is the holding company of CRH and the banking and trust activities in which the China Resources Group has an interest

“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability and the intermediate holding company of the China Resources Group in Hong Kong, holding all the China Resources Group’s material interests apart from its banking and trust activities
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region, the PRC
“independent shareholders”	shareholders of the Company other than CRH and its associates, as defined in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purposes of this announcement, excluding Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Cooperation Agreement”	the Strategic Cooperation Agreement in respect of the framework for the provision and engagement of banking and trust services entered into by CR Bank, China Resources SZITIC Trust Co., Ltd., the China Resources Group listed companies, China Resources Microelectronics Limited and the Company on 22nd November, 2010

“Supplemental Agreement” the supplemental agreement to the Strategic Cooperation Agreement entered into by the Company and CR Bank on 23rd April, 2013 in relation to revision of the maximum daily deposit amount placed by the Group with CR Bank

“Supplemental Agreement 2014” the supplemental agreement to the CR Bank Strategic Cooperation Agreement 2013 entered into by the Company and CR Bank on 19th December, 2014

By the Order of the board
China Resources Gas Group Limited
Ong Thiam Kin
Executive Director and
Company Secretary

Hong Kong, 19th December, 2014

As at the date of this announcement, the directors of the Company are Mr. Wang Chuandong, Mr. Shi Shanbo, Mr. Ge Bin and Mr. Ong Thiam Kin, being Executive Directors; Mr. Du Wenmin, Mr. Wei Bin, Mr. Chen Ying and Mr. Wang Yan, being Non-executive Directors; and Mr. Wong Tak Shing, Ms. Yu Jian, Mr. Yu Hon To, David and Mr. Qin Chaokui, being Independent Non-executive Directors.