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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)

PROPOSED ADOPTION OF NEW BYE-LAWS

The Board proposes to amend the existing Bye-laws of the Company, by way of adoption of the New Bye-laws, in order to reflect certain updates on the Listing Rules and the Companies Act as well as on the implementation of the six rights for the boards of companies by the State-Owned Assets Supervision and Administration Commission of the State Council of the People's Republic of China.

The proposed adoption of the New Bye-laws is subject to the approval of the shareholders of the Company by way of a special resolution at the Annual General Meeting. A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the New Bye-laws as compared with the existing Bye-laws of the Company together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

The board (the “**Board**”) of directors (the “**Directors**”) of China Resources Gas Group Limited (the “**Company**”) proposes the adoption of a new copy of the amended and restated Bye-laws (the “**New Bye-laws**”) to consolidate the amendments made to the Memorandum of Association and the Bye-laws and to supersede the existing Memorandum of Association and the Bye-laws in order to reflect certain updates on the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Companies Act 1981 of Bermuda (the “**Companies Act**”), as well as on the implementation of the six rights for the boards of companies by the State-Owned Assets Supervision and Administration Commission of the State Council of the People's Republic of China. A summary of the major changes (subject to the further details of the proposed changes to the existing Bye-laws of the Company which will be included in the Circular (as defined below)) are set out below:

- (a) to allow all general meetings (including annual general meetings, special general meetings, any postponed or adjourned meetings) to be held in the form of a general meeting held and conducted by physical attendance by members and/or proxies at the principal meeting place and, where applicable, one or more satellite meeting places (“**Physical General Meeting**”); a general meeting convened and held by (i) physical attendance by members and/or proxies at the principal meeting place and, where applicable, one or more satellite meeting places; and (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities (“**Hybrid General Meeting**”); or a general meeting held by the Company by means of one or more electronic facilities (“**Electronic Meeting**”);

- (b) to clarify that any voting or poll at a general meeting shall include all votes cast by members or proxies who attend the meeting in person or by means of electronic facilities;
- (c) to allow members to inspect the Company's register of members free of charge in Hong Kong, except that when the register of members is closed;
- (d) to clarify that the issuer must hold an annual general meeting for each fiscal year;
- (e) to allow members who hold minority interests in the issuer (i.e. on a one-share-one-vote basis, one or more members who hold one-tenth of the Company's share capital at the time of request can act as requisitionists) to convene an extraordinary general meeting and include resolutions into the agenda of such meeting;
- (f) to add requirements for the particulars to be set out in notices of general meetings (including specifying the form in which the meeting will be held and additional specific details that need to be covered for meetings held in different forms);
- (g) for Physical General Meetings, to allow any place designated by the Board to be a satellite meeting place to hold a general meeting by means of simultaneous and instantaneous communication, and to allow members or representatives who participate in such meeting to be counted into a quorum for and entitled to vote at, the general meeting;
- (h) for Hybrid General Meetings or Electronic Meetings, to allow attendance at a Hybrid General Meeting by simultaneous and instantaneous communication by means of electronic facilities pursuant to the arrangements specified in the notice of general meeting (or made available prior to the meeting) by any means determined by the Board, and to allow members or representatives who participate in such meeting to be counted in the quorum for, and entitled to vote at, the general meeting;
- (i) to specify that any failure of the electronic facilities to enable the members to participate in the business of the general meeting shall not affect the validity of the general meeting;
- (j) to allow arranging members to attend the meeting at any place other than a satellite meeting place, provided that attendance at the meeting at such place will not be deemed as attendance in person and the members shall not be entitled to vote at the meeting;
- (k) for any general meetings held at any satellite meeting place outside Hong Kong or by means of electronic facilities, to prescribe that the provisions of these Bye-laws concerning the service and giving of notice for the meeting and the time for lodging proxies, shall be as stated in the notice of the meeting;

- (l) for Hybrid General Meetings, to prescribe that the chairman of the general meeting shall be present at, and the meeting shall be deemed to take place at, the principal meeting place, and the time when the meeting starts, adjourns, or concludes at the principal meeting place shall prevail;
- (m) for Electronic Meetings, to allow the chairman of the general meeting to attend, participate in, and preside as chairman at the meeting by means of electronic facilities;
- (n) in the event that the chairman cannot hear or be heard by those attending Electronic Meetings for any reason, to allow the deputy chairman or a director elected by attending directors or a member elected by attending members to take the chair at the general meeting based on the circumstances specified in the new Bye-laws;
- (o) to allow the meeting to be suspended or postponed, the meeting place to be relocated, or the meeting format to be changed in certain circumstances as specified in the new Bye-laws;
- (p) to prescribe requirements for notification and details to be set out if the meeting is postponed for 14 days or more;
- (q) to prescribe other relevant powers of the chairman of the Board and the general meeting, including the arrangement of attendance at the general meeting to ensure the safe and orderly conduct of the meeting;
- (r) where it is impracticable to hold the meeting at the date or time and place specified in the notice or by electronic means, to allow the Board to postpone the meeting or change the place of the meeting or electronic facilities or format of the meeting or any arrangements for the meeting without shareholders' approval or sending a new notice of general meeting, provided that the Company shall, in accordance with the Bye-laws, endeavor to give reasonable notice to shareholders of such details where practicable;
- (s) to allow members to participate in the consideration of matters at any general meeting (including to attend, speak, vote by show of hands or by poll), appoint proxies and have the right to inspect all documents required to be presented at the meeting;
- (t) to allow proxies and company representatives to attend, on behalf of members, any issuer's general meetings, and to speak and vote thereat;
- (u) to allow the representatives of the clearing company or company representatives to attend issuer's general meetings and creditors' meetings, and to be entitled to the statutory rights same as those of other members, including the right to speak and vote thereat;

- (v) to allow any person appointed by the Board to fill a casual vacancy or to act as an additional director to hold office until the first annual general meeting of the Company after such person is appointed, and to be eligible for re-election;
- (w) to allow members at general meetings to remove any director by an ordinary resolution prior to the expiration of his/her term of office;
- (x) to allow the Board:
 - 1) to draw up the Company's medium- and long-term development plans, clarify the business directions and decide on the investment plans;
 - 2) to set up a mechanism for the recruitment and administration of the president, vice-president of the Company and any other members of the Company as the Board thinks fit from time to time ("**Management Members**"), procedures governing the appraisal and remuneration of Management Members as well as policies related to remuneration distribution;
 - 3) to set up measures and policies governing the total wages of employees, and relevant mechanisms for adjusting the same;
 - 4) to formulate policies governing guarantees, liabilities and external donations;
 - 5) to authorize or appoint, in its discretion, such members of the Board or such other persons as the Board thinks fit or such committees as may be established in accordance with the Memorandum of Association or the Bye-laws to deal with relevant matters; and
 - 6) to appoint a general manager, one or more managers and other members of the management of the Company for the business of the Company. The specific recruitment and management of the above-mentioned people may be decided by the Board in such manner as it thinks fit;
- (y) to clarify that the Company shall have a general counsel, who is responsible for advising on general legal matters and attending any meetings of the Board involving discussion of legal issues or matters;
- (z) to clarify that the appointment, removal and responsibilities of the auditors shall be determined by the Company by ordinary resolutions passed at general meetings;
- (aa) to delete any Bye-laws that no longer apply to the Company; and
- (bb) to make other amendments for management purposes.

The proposed adoption of the New Bye-laws is subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 20 May 2022 (the “**Annual General Meeting**”).

A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the New Bye-laws as compared with the existing Bye-laws of the Company (the “**Circular**”) together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

By order of the Board
CHINA RESOURCES GAS GROUP LIMITED
WANG Chuandong
Chairman

Hong Kong, 14 April 2022

As at the date of this announcement, the Executive Directors of the Company are Mr. YANG Ping and Mr. GE Bin, the Non-executive Directors of the Company are Mr. WANG Chuandong, Mr. WANG Gaoqiang, Mr. LIU Xiaoyong and Mr. LIU Jian and the Independent Non-executive Directors of the Company are Mr. WONG Tak Shing, Mr. YU Hon To, David, Mr. YANG Yuchuan and Mr. HU Xiaoyong.