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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)

(1) PROPOSED CHANGE OF DOMICILE; AND
(2) PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

(1) PROPOSED CHANGE OF DOMICILE

The Board proposes that the Company to apply to the Companies Registry for re-domiciliation from Bermuda to Hong Kong in accordance with the “The Companies (Amendment) (No. 2) Ordinance 2025” under the laws of Hong Kong, and apply for deregistration in Bermuda after obtaining the certificate of re-domiciliation from the Company Registry.

(2) PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

In connection with the Change of Domicile, the Company proposes to adopt the New Articles of Association in compliance with the laws of Hong Kong to replace the Existing Memorandum and Bye-Laws. The Company will make further announcement(s) for details on such proposal and such other proposals ancillary to the Change of Domicile in due course as and when appropriate.

GENERAL

The Change of Domicile, and subject to the approval by the Board, the Adoption of the New Articles of Association are subject to the approval of the Shareholders. Given that the Circular may include the relevant legal procedures and regulations under the laws of Bermuda and the laws of Hong Kong, and extra time is required for the Company to have such legal or regulatory consultations and opinions in the relevant jurisdictions, the Company will make further announcement(s) in relation to the expected timetable for the Change of Domicile as soon as practicable. If materialised, the Company will convene an SGM to consider and approve the Change of Domicile and the incidental matters, including the Adoption of the New Articles of Association, as the case may be.

The Circular containing, among other things, further details of the Change of Domicile and the Adoption of the New Articles of Association, together with a notice convening the SGM, will be despatched to the Shareholders in accordance with the Listing Rules in due course.

Shareholders and potential investors of the Company should note that the Change of Domicile and the Adoption of the New Articles of Association are conditional upon the satisfaction of the respective conditions set out in this announcement. Accordingly, the Change of Domicile and the Adoption of the New Articles of Association may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If there are any doubts, please consult your professional advisers.

(1) PROPOSED CHANGE OF DOMICILE

The Board proposes that the Company to apply to the Companies Registry for re-domiciliation from Bermuda to Hong Kong in accordance with the “The Companies (Amendment) (No. 2) Ordinance 2025” under the laws of Hong Kong, and apply for deregistration in Bermuda after obtaining certificate of re-domiciliation from the Companies Registry.

Effect of the Change of Domicile

Other than the expenses to be incurred, the Change of Domicile will not alter the underlying assets, investments, management or financial position of the Company nor the proportionate interests of the Shareholders. The Change of Domicile will not affect the operations of the Group in any significant way.

The Change of Domicile does not have the effect of creating a new legal entity and will not affect the business continuity of the Company. Upon successful registration as a Re-domiciled Company under the Companies Ordinance, the Company in general would be regarded as a Hong Kong-incorporated company, and the Company will adopt its existing principal place of business in Hong Kong as the registered office.

Besides, the Change of Domicile will not involve the withdrawal of the listing of the Shares, any issue of new Shares, any transfer of assets of the Company or any change in the existing shareholding of the Company. Implementation of the Change of Domicile will not affect the listing status of the Company on the Stock Exchange.

The existing share certificates for the Shares will continue to be valid and effective as documents of title and for trading and settlement purpose after the Change of Domicile becomes effective. In general, unless otherwise specified, the existing share certificate(s) held by the Shareholders is/are not required to be exchanged for new share certificate(s).

Conditions of the Change of Domicile

The Change of Domicile is conditional upon:

- (i) the passing of special resolutions by the Shareholders at the SGM to approve the Change of Domicile, and the Adoption of the New Articles of Association;
- (ii) the compliance with the relevant requirements under the Listing Rules and the relevant legal procedures and requirements under the laws of Bermuda and the laws of Hong Kong in respect of the Change of Domicile; and
- (iii) the obtaining of all necessary approvals from the relevant regulatory authorities or otherwise as may be required in respect of the Change of Domicile (including but not limited to obtaining the approval from the Minister of Finance in Bermuda for the Change of Domicile, and receiving the certificate of re-domiciliation issued by the Companies Registry).

(2) PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

In connection with the Change of Domicile, the Company proposes to adopt the New Articles of Association in compliance with the laws of Hong Kong to replace the Existing Memorandum and Bye-Laws, effective upon the Date of Re-domiciliation. The Company will make further announcement(s) for details on such proposal and such other proposals ancillary to the Change of Domicile in due course as and when appropriate.

Conditions of the Adoption of the New Articles of Association

The Adoption of the New Articles of Association is conditional upon:

- (i) the passing of a special resolution by the Shareholders to approve the Change of Domicile at the SGM;
- (ii) the passing of a special resolution by the Shareholders to approve the Adoption of the New Articles of Association at the SGM; and
- (iii) the Company becoming a Re-domiciled Company.

REASONS FOR THE CHANGE OF DOMICILE

The considerations for the decision of the Change of Domicile include:

- (i) the current primary business operations of the Group are in Chinese Mainland; whereas Hong Kong is an international financial center in close proximity to Chinese Mainland and offers a friendly local business environment for enterprises with the support of its legal system and taxation environment. The Change of Domicile can leverage these advantages to optimise operations and management of the Group, and contribute to the development of the Guangdong-Hong Kong-Macao Greater Bay Area, facilitating the integration into the domestic-international “dual circulation” development pattern;
- (ii) the Company is already listed on the Main Board of the Stock Exchange and has established its principal place of business in Hong Kong. After the Change of Domicile, the Company can reduce the complexity of multinational compliance and effectively lower the burden associated with compliance in multiple jurisdictions. Furthermore, since a tax arrangement exists between Hong Kong and Chinese Mainland, the Change of Domicile will not result in any additional significant tax burden for the Company; and
- (iii) the Change of Domicile is an important initiative for the Group to further establish its presence in Hong Kong, which can enhance local and international investors’ confidence in the Group and deepen the connectivity with the Chinese Mainland capital market.

In light of the above reasons, the Board believes that the Change of Domicile is beneficial to and in the interests of the Company and the Shareholders as a whole.

GENERAL

The Change of Domicile, and subject to the approval by the Board, the Adoption of the New Articles of Association are subject to the approval of the Shareholders. Given that the Circular may include the relevant legal procedures and regulations under the laws of Bermuda and the laws of Hong Kong, and extra time is required for the Company to have such legal or regulatory consultations and opinions of the relevant jurisdictions, the Company will make further announcement(s) in relation to the expected timetable for the Change of Domicile as soon as practicable. If materialised, the Company will convene an SGM to consider and approve the Change of Domicile and the incidental matters, including the Adoption of the New Articles of Association, as the case may be.

The Circular containing, among other things, further details of the Change of Domicile and the Adoption of the New Articles of Association, together with a notice convening the SGM, will be despatched to the Shareholders in accordance with the Listing Rules in due course.

Shareholders and potential investors of the Company should note that the Change of Domicile and the Adoption of the New Articles of Association are conditional upon the satisfaction of the respective conditions set out in this announcement. Accordingly, the Change of Domicile and the Adoption of the New Articles of Association may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If there are any doubts, please consult your professional advisers.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Adoption of the New Article of Association”	the proposed adoption of the New Articles of Association by the Company in compliance with the laws of Hong Kong to replace the Existing Memorandum and Bye-Laws
“Board”	the board of Directors
“Change of Domicile”	the proposed change of domicile of the Company from Bermuda to Hong Kong by way of application to the Companies Registry for re-domiciliation to Hong Kong in accordance with the “The Companies (Amendment) (No. 2) Ordinance 2025” under the laws of Hong Kong, and proposed deregistration in Bermuda
“Circular”	the circular to be despatched to the Shareholders containing, among other things, details of (i) the Change of Domicile; (ii) the Adoption of the New Articles of Association; and (iii) the notice of the SGM
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Companies Registry”	the Companies Registry in Hong Kong
“Company”	China Resources Gas Group Limited (華潤燃氣控股有限公司), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock code: 1193), and a non-Hong Kong company registered under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Date of Re-domiciliation”	the date of issuance of the certificate of re-domiciliation by the Companies Registry
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Bye-Laws”	the existing memorandum of association and new bye-laws of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“New Articles of Association”	subject to the approval by the Shareholders at the SGM, the new articles of association of the Company proposed to be adopted by the Company, effective upon the Date of Re-domiciliation
“PRC”	the People’s Republic of China, which for the purpose of this announcement does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Re-domiciled Company”	company which has been registered under s.820C of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and received the Certificate of Re-domiciliation issued by the Companies Registry
“SGM”	the special general meeting to be convened by the Company to consider and approve the Change of Domicile and the incidental matters, including the Adoption of the New Articles of Association
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
China Resources Gas Group Limited
YANG Ping
Chairman

Hong Kong, 28 October 2025

As at the date of this announcement, the Directors of the Company are Mr. YANG Ping, Ms. QIN Yan and Mr. LIU Haiyan, being Executive Directors; Ms. GE Lu, Mr. LI Weiwei, Mr. ZHANG Junzheng, Mr. FANG Xin and Mr. ZHANG Shenwen, being Non-executive Directors; and Mr. WONG Tak Shing, Mr. YU Hon To, David, Mr. YANG Yuchuan and Mr. LI Pok Yan, being Independent Non-executive Directors.