



華潤燃氣控股有限公司 China Resources Gas Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1193)

PROXY FORM

Form of proxy for use at the Special General Meeting of China Resources Gas Group Limited (the "Company") to be held at Room 1901-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, the 25th day of October 2010 at 4:15 p.m. and at any adjournment thereof.

I/We (note 1) _____

of _____

being the registered holder(s) of (note 2) _____ shares of HK\$0.10 each in the capital

of China Resources Gas Group Limited, HEREBY APPOINT (note 3) _____

of _____

or failing him, the chairman of the meeting, to act for me/us as my/our proxy at the Special General Meeting of the Company to be held on Monday, the 25th day of October 2010 at 4:15 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit (note 4).

ORDINARY RESOLUTIONS		For	Against
1.	To consider and approve the conditional sale and purchase agreement dated 13 September 2010 entered into between Powerfaith Enterprises Limited ("Powerfaith"), the Company, and China Resources Gas (Holdings) Limited (the "Sale and Purchase Agreement") in relation to, among other matters, the Acquisition (as defined in the circular of the Company to its shareholders dated 6 October 2010), the allotment and issue of Consideration Shares to Powerfaith (or as it may direct) and all the transactions contemplated pursuant to the Sale and Purchase Agreement; and to authorise the directors of the Company (the "Directors") to sign, execute, perfect and deliver all such documents and deeds, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and completion of the Sale and Purchase Agreement, the allotment and issue of the Consideration Shares to Powerfaith (or as it may direct), and all other transactions contemplated under or incidental to the Sale and Purchase Agreement and all other matters incidental thereto or in connection therewith and to agree to the variation and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Acquisition and are in the best interests of the Company.		
2.	To consider and grant the New General Mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20 per cent. of the existing issued share capital of the Company as at the date of resolution.		

Dated this _____ day of _____ 2010 Shareholder's Signature (note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of the shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, this 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 office of the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**