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



鄭州華潤燃氣股份有限公司
Zhengzhou China Resources Gas Co., Ltd.*

(Incorporated in Bermuda with limited liability) (a joint stock limited company incorporated in the
People's Republic of China)
(Stock Code: 1193) (Stock Code: 3928)

JOINT ANNOUNCEMENT

Proposed privatisation and withdrawal of listing of the H Shares of Zhengzhou China Resources Gas Co., Ltd.*

**Voluntary unconditional offer
by Anglo Chinese Corporate Finance, Limited
on behalf of China Resources Gas Group Limited for
all the issued H Shares in Zhengzhou China Resources Gas Co., Ltd.*
(other than those owned by China Resources Gas Group Limited and
members of its group)**

**Voluntary unconditional offer
by China Resources Gas Group Limited for
all the issued Domestic Shares in Zhengzhou China Resources Gas Co., Ltd.*
(other than those owned by China Resources Gas Group Limited and
members of its group)**

Extension of the closing date of the Offers

Financial adviser to China Resources Gas Group Limited

ANGLO CHINESE 英
CORPORATE FINANCE, LIMITED 高

* For identification purposes only

INTRODUCTION

References are made to (i) the announcement jointly issued by CR Gas and ZZ Gas dated 19 October 2011 announcing the Offers; (ii) the Composite Document jointly issued by CR Gas and ZZ Gas dated 23 November 2011; (iii) the announcement jointly issued by CR Gas and ZZ Gas in relation to the despatch of the Composite Document dated 23 November 2011; and (iv) the announcement jointly issued by CR Gas and ZZ Gas in relation to the results of the H Share Class Meeting and EGM dated 9 January 2012.

Terms defined in the Composite Document shall have the same meanings herein unless the context requires otherwise. Unless otherwise indicated, all references to time contained in this announcement refer to Hong Kong time.

ACCEPTANCE LEVEL

Immediately before the commencement of the Offer Period, CR Gas and parties acting in concert with it held, controlled or directed 66,244,000 Domestic Shares (representing approximately 94.52% of the total issued Domestic Shares and the rights over the Domestic Shares) and 4,926,000 H Shares (representing approximately 8.95% of the total issued H Shares and the rights over the H Shares), representing in aggregate approximately 56.87% of the issued share capital of ZZ Gas.

As at 4:00 p.m. on Monday, 6 February 2012, valid acceptances under the Offers had been received in respect of 100,000 Domestic Shares (representing approximately 0.14% of the total issued Domestic Shares and the rights over the Domestic Shares) and 47,969,222 H Shares (representing approximately 87.11% of the total issued H Shares and the rights over the H Shares), among which, Cash Consideration is applicable to 100,000 Domestic Shares and 1,083,786 H Shares and Share Consideration is applicable to 46,885,436 H Shares. Together with ZZ Gas Shares already owned by CR Gas and parties acting in concert with it immediately before the commencement of the Offer Period, this results in CR Gas and parties acting in concert with it holding, controlling or directing 66,344,000 Domestic Shares (representing approximately 94.66% of the total issued Domestic Shares and the rights over the Domestic Shares) and 52,895,222 H Shares (representing approximately 96.06% of the total issued H Shares and the rights over the H Shares), representing in aggregate approximately 95.28% of the issued share capital of ZZ Gas.

Save as disclosed above, CR Gas and parties acting in concert with it have not acquired or agreed to acquire any ZZ Gas Shares or rights over ZZ Gas Shares during the Offer Period up to the date of this announcement. Neither CR Gas nor any parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of ZZ Gas during the Offer Period up to the date of this announcement.

EXTENSION OF THE OFFERS

Initially, the Closing Date was set on Monday, 6 February 2012. In order to provide more time for Independent ZZ Gas Shareholders who have not accepted the Offers to tender valid acceptance forms, CR Gas decided to extend the closing date of the Offers to Monday, 20 February 2012 (the “**Extended Closing Date**”). The latest time and date for acceptance of the Offers is 4:00 p.m. on the Extended Closing Date.

All other terms of the Offers as set out in the Composite Document remain unchanged. A further announcement on the result of the Offers will be made by CR Gas and ZZ Gas on Extended Closing Date in accordance with Rule 19.1 of the Takeovers Code.

A notification letter dated 20 January 2012 in respect of the implications of not accepting the Offers has been sent to Independent ZZ Gas Shareholders.

NO RIGHT OF COMPULSORY ACQUISITION

CR Gas has no right under the laws of the PRC and the Articles of Association to acquire compulsorily the H Shares that are not tendered for acceptance pursuant to the H Share Offer. Accordingly, Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Shares are delisted from the Stock Exchange, this will result in the Independent H Shareholders holding securities that are not listed on the Stock Exchange or any other exchange. In addition, ZZ Gas may not continue to be subject to the Takeovers Code after the completion of the Offers.

LAST DAY OF DEALINGS AND WITHDRAWAL OF LISTING

ZZ Gas has applied to the Stock Exchange for the withdrawal of the listing of the H Shares on the Stock Exchange with effect from 9:00 a.m. on Tuesday, 14 February 2012 and such application has been approved by the Stock Exchange.

Dealings in the H Shares on the Stock Exchange have been suspended with effect from 9:00 a.m. on Tuesday, 31 January 2012, and will remain suspended up to the withdrawal of listing of the H Shares from the Stock Exchange.

Hong Kong and Zhengzhou, the PRC, 6 February 2012

By Order of the Board of Directors of China Resources Gas Group Limited Ma Guoan Chairman	By Order of the Board of Directors of Zhengzhou China Resources Gas Co., Ltd.* Yan Guoqi Chairman
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As at the date of this announcement, the board of directors of CR Gas comprises three executive directors, namely Mr. Ma Guoan, Mr. Wang Chuandong and Mr. Ong Thiam Kin; two non-executive directors, namely Mr. Du Wenmin and Mr. Wei Bin; and three independent non-executive directors, namely Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Ms. Yu Jian.

As at the date of this announcement, the board of directors of ZZ Gas comprises three executive directors, namely, Mr. Yan Guoqi, Mr. Yang Changyi and Mr. Li Hongwei, four non-executive directors, namely, Mr. Zhang Wushan, Mr. Li Yantong, Mr. Ding Ping and Mr. Liu Jianwen and four independent non-executive directors, namely, Mr. Yu Jingsong, Mr. Zhang Jianqing, Ms. Wang Xiuli and Mr. Wong Ping.

The directors of CR Gas jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of ZZ Gas jointly and severally accept full responsibility for the accuracy of the information contained in this announcement to the extent it relates to ZZ Gas Group and confirm, having made all reasonable inquiries, that to the best of their knowledge and to the extent they relate to ZZ Gas Group, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.