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**華潤燃氣(中國)投資有限公司**  
China Resources Gas (China) Investment Limited  
*(Incorporated in Hong Kong with limited liability)*



**華潤燃氣控股有限公司**  
China Resources Gas Group Limited  
*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 1193)



**ZHENGZHOU GAS COMPANY LIMITED\***  
**鄭州燃氣股份有限公司**  
*(a joint stock limited company incorporated in the  
People's Republic of China)*  
(Stock Code: 3928)

## **JOINT ANNOUNCEMENT**

**CLOSE OF MANDATORY CONDITIONAL CASH OFFER BY  
CHINA RESOURCES GAS (CHINA) INVESTMENT LIMITED TO ACQUIRE  
ALL THE DOMESTIC SHARES IN ZHENGZHOU GAS COMPANY LIMITED\*  
AND  
BY ANGLO CHINESE CORPORATE FINANCE, LIMITED ON BEHALF OF  
CHINA RESOURCES GAS (CHINA) INVESTMENT LIMITED TO ACQUIRE  
ALL THE H SHARES IN ZHENGZHOU GAS COMPANY LIMITED\*  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY  
CHINA RESOURCES GAS (CHINA) INVESTMENT LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT)**

**AND**

## **RESULTS OF THE OFFERS**

**Financial adviser to  
China Resources Gas Group Limited**

**ANGLO CHINESE** 英高  
CORPORATE FINANCE, LIMITED

**CLOSE OF THE OFFERS**

The respective boards of directors of CR Gas, CR Gas Investment and Zhengzhou Gas jointly announce that the Offers closed at 4:00 p.m. on 8 October 2010.

**RESULT OF THE OFFERS**

As at 4:00 p.m. on 8 October 2010, being the latest time and date for acceptance of the Offers, the offeror has received valid acceptances in respect of 17,128,490 Zhengzhou Shares under the Offers (“Acceptance Shares”), representing approximately 13.69% of the issued share capital and voting rights of Zhengzhou Gas as at the date of this joint announcement, and invalid acceptances in respect of 640,000 Domestic Shares. Taking into account 54,041,510 Domestic Shares (representing approximately 43.18% of the total issued share capital and voting rights of Zhengzhou Gas as at the date of this joint announcement) acquired by the Joint Venture, a company controlled by CR Gas Investment, during the Offer Period (details of which have been disclosed in the Composite Document) and the Acceptance Shares, the offeror and parties acting in concert with it are interested in an aggregate of 71,170,000 Zhengzhou Shares, representing approximately 56.87% of the total issued share capital and voting rights of Zhengzhou Gas as at 4:00 p.m. on 8 October 2010.

As at the date of this joint announcement, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is satisfied.

Reference is made to the joint announcement dated 27 August 2010 jointly issued by CR Gas and Zhengzhou Gas and the composite document dated 3 September 2010 (the “Composite Document”) jointly issued by CR Gas, CR Gas Investment and Zhengzhou Gas to the shareholders of Zhengzhou Gas. Capitalised terms used in this joint announcement have the same meanings as those defined in the Composite Document unless otherwise expressly defined herein.

**CLOSE OF THE OFFERS**

The respective boards of directors of CR Gas, CR Gas Investment and Zhengzhou Gas jointly announce that the Offers closed at 4:00 p.m. on 8 October 2010.

## RESULT OF THE OFFERS

As at 4:00 p.m. on 8 October 2010, being the latest time and date for acceptance of the Offers as extended and disclosed in the joint announcement dated 24 September 2010, the offeror has received valid acceptances in respect of 17,128,490 Zhengzhou Shares under the Offers, representing approximately 13.69% of the issued share capital and voting rights of Zhengzhou Gas as at the date of this joint announcement, and invalid acceptances in respect of 640,000 Domestic Shares. Among the valid acceptances, they represented 12,202,490 Domestic Shares and 4,926,000 H Shares.

Before the Offer Period commenced on 9 July 2009, (i) the offeror and parties acting in concert with it were not interested in any Zhengzhou Shares; and (ii) there was no rights over Zhengzhou Shares being held, controlled or directed by the offeror or parties acting in concert with it.

During the Offer Period and up to and including the date of this joint announcement, the Joint Venture, a company controlled by CR Gas Investment, had acquired the Sale Shares, which were 54,041,510 Domestic Shares representing approximately 43.18% of the total issued share capital and voting rights of Zhengzhou Gas as at the date of this joint announcement, from Zhengzhou SASAC (details of the acquisition of the Sale Shares were disclosed in the Composite Document).

Taking into account the 54,041,510 Domestic Shares (representing approximately 43.18% of the total issued share capital and voting rights of Zhengzhou Gas as at the date of this joint announcement) held by the Joint Venture and the Acceptance Shares, the offeror and parties acting in concert with it are interested in an aggregate of 71,170,000 Zhengzhou Shares, representing approximately 56.87% of the total issued share capital and voting rights of Zhengzhou Gas as at 4:00 p.m. on 8 October 2010.

Save for the transfer of Sale Shares from Zhengzhou SASAC to the Joint Venture, the offeror and parties acting in concert with it have not acquired or agreed to acquire any interest in Zhengzhou Gas (other than the Acceptance Shares) during the Offer Period up to the date of this joint announcement. Neither the offeror 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 Zhengzhou Gas during the Offer Period up to the date of this joint announcement.

## SHAREHOLDING STRUCTURE OF ZHENGZHOU GAS

The table below shows the shareholding structure of Zhengzhou Gas as at the Latest Practicable Date and as at the date of this joint announcement.

	As at the Latest Practicable Date		Upon the close of the Offers and as at the date of this joint announcement	
	Number and class of Shares	Approximate % of total issued share capital of Zhengzhou Gas	Number and class of Shares	Approximate % of total issued share capital of Zhengzhou Gas
Offeror and parties acting in concert with it	54,041,510 Domestic Shares (Note 1)	43.18	66,244,000 Domestic Shares	52.93
	nil H Shares	0.00	4,926,000 H Shares	3.94
Beijing Jinqiyuan Investment Management Co., Ltd.	11,550,000 Domestic Shares (Note 2)	9.23	2,300,000 Domestic Shares	1.84
The general public	4,492,490 Domestic Shares	3.59	1,540,000 Domestic Shares	1.23
	55,066,000 H Shares	44.00	50,140,000 H Shares	40.06
<b>Total</b>	<b>125,150,000 Zhengzhou Shares</b>	<b>100.00</b>	<b>125,150,000 Zhengzhou Shares</b>	<b>100.00</b>

Notes:

- (1) As at the Latest Practicable Date, these 54,041,510 Domestic Shares are registered in the name of and are beneficially owned by the Joint Venture, which 72.06% of its interest is owned by CR Gas Investment. As at the Latest Practicable Date, CR Gas is the sole shareholder of China Resources Gas Limited which owns 100% in CR Gas Investment. CR Gas is owned as to 74.94% by Splendid Time Investments Inc. as at the Latest Practicable Date and as to 64.46% at the date of this joint announcement. Splendid Time Investments Inc. is owned as to 100% by China Resources (Holdings) Company Limited which is a wholly-owned subsidiary of CRC Bluesky Limited. CRC Bluesky Limited is a wholly-owned subsidiary of China Resources Co., Limited which in turn is 99.98% owned by China Resources National Corporation.

- (2) As at the Latest Practicable Date, Beijing Jinqiyuan Investment Management Co. Ltd. (“Beijing Jinqiyuan”) was the registered holders of these 11,550,000 Domestic Shares. Beijing Crystal Stone Investment Company Limited (“Beijing Crystal Stone”) was deemed to have an interest in these 11,550,000 Domestic Shares, as it was interested in 37.39% of the registered capital of Beijing Jinqiyuan, which held 11,550,000 Domestic Shares. As at the Latest Practicable Date. Mr. Liu Liangkun was also deemed to have an interest in these 11,550,000 Domestic Shares, as he was interested in 33.75% of the registered capital of Beijing Crystal Stone, which was deemed to have an interest of 11,550,000 Domestic Shares.

Accordingly, as at the date of this joint announcement, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is satisfied.

## **SETTLEMENT OF THE OFFERS**

Remittances in respect of the amounts due to the Shareholders whose H Shares tendered by them under the Offers (after deducting the seller’s valorem stamp duty) will be despatched to such Shareholders by ordinary post at their own risk as soon as possible but in any event within 10 days of the date of receipt of all relevant documents by the Registrar to render such acceptance complete and valid.

Remittances in respect of the amounts due to the Shareholders whose Domestic Shares tendered by them under the Offers will be made to such Shareholders as soon as possible but in any event within 10 days of the date on which all the relevant documents and approvals are received by Zhengzhou Gas to render such acceptance complete.

CR Gas Investment will remit the amount of Special Dividend received from Zhengzhou Gas to the relevant accepting shareholders within five working days upon receipt of the Special Dividend. It is expected that the Special Dividend, if approved, will be paid by Zhengzhou Gas on 15 December 2010.

By Order of the Board of Directors of  
**China Resources Gas (China)**  
**Investment Limited**  
**ONG Thiam Kin**  
*Director*

By Order of the Board of Directors of  
**Zhengzhou Gas Company Limited\***  
**YAN Guoqi**  
*Chairman*

By Order of the Board of Directors of  
**China Resources Gas Group Limited**  
**ONG Thiam Kin**  
*Executive Director and*  
*Company Secretary*

Hong Kong, 8 October 2010

Zhengzhou, 8 October 2010

*As at the date of this joint 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. The board of directors of CR Gas Investment comprises three directors, namely Mr. Wang Chuandong, Mr. Ong Thiam Kin and Mr. Wang Yan. The members of the board of directors of CR Gas and CR Gas Investment jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to Zhengzhou Gas Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, the opinions expressed in this announcement (other than those expressed by Zhengzhou Gas Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the board of directors of Zhengzhou Gas comprises three executive directors, namely Mr. Yan Guoqi, Mr. Li Jinlu and Mr. Li Hongwei, four non-executive directors, namely Mr. Song Jinhui, Mr. Zhang Wushan, 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 members of the board of directors of Zhengzhou Gas jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to CR Gas Group and its associates) and confirm, having made all reasonable enquiries, that to the best of their knowledge, the opinions expressed in this joint announcement (other than those expressed by CR Gas Group and its associates) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*\* For identification purpose only*