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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)



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

(a joint stock limited company incorporated in the  
People's Republic of China)

(Stock Code: 3928)

## **JOINT ANNOUNCEMENT**

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

**Voluntary conditional 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 conditional 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)**

**Results of the H Share Class Meeting and the EGM**

**Offers becoming unconditional**

**Resumption of trading**

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

**ANGLO CHINESE**  
CORPORATE FINANCE, LIMITED **英高**

The boards of CR Gas and ZZ Gas are pleased to announce that the special resolutions to approve the withdrawal of listing of the H Shares were duly passed by way of poll at the H Share Class Meeting and the EGM held on 9 January 2012.

The board of ZZ Gas is pleased to announce that the special resolution to approve amendments to the Articles of Association was duly passed by way of poll at the EGM held on 9 January 2012.

The board of CR Gas is also pleased to announce that all the conditions of the Offers have been satisfied and the Offers have become unconditional in all respects.

ZZ Gas Shareholders are advised that unless the Offers are revised or extended, the latest time and date for acceptance of the Offers will be 4:00 p.m. on Monday, 6 February 2012.

H Shareholders should note that the expected last day of dealing in the H Shares on the Stock Exchange will be Tuesday, 31 January 2012. It is expected that dealing in the H Shares on the Stock Exchange will be suspended with effect from 9:00 a.m. on Wednesday, 1 February 2012, up to the withdrawal of listing of the H Shares from the Stock Exchange at 9:00 a.m. on Tuesday, 14 February 2012.

At the request of CR Gas and ZZ Gas, trading in the CR Gas Shares and H Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 9 January 2012 pending the release of this announcement. The trading in the CR Gas Shares and H Shares will be resumed with effect from 9:00 a.m. on Tuesday, 10 January 2012.

## **INTRODUCTION**

Reference is made to (i) the announcement jointly issued by CR Gas and ZZ Gas dated 19 October 2011 announcing the Offers; (ii) the composite offer and response document jointly issued by CR Gas and ZZ Gas dated 23 November 2011 (the “Composite Document”); (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 non-exercise of the right to waive certain conditions in relation to the H Share Offer by CR Gas dated 21 December 2011. Terms defined in the Composite Document shall have the same meanings when used herein unless the context requires otherwise. Unless otherwise indicated, all references to time contained in this announcement refer to Hong Kong time.

## RESULTS OF THE H SHARE CLASS MEETING AND THE EGM

The boards of CR Gas and ZZ Gas are pleased to announce that the special resolutions to approve the withdrawal of listing of the H Shares were duly passed by way of poll at the H Share Class Meeting and the EGM held on 9 January 2012.

The board of ZZ Gas is pleased to announce that the special resolution to approve amendments to the Articles of Association was duly passed by way of poll at the EGM held on 9 January 2012.

The H Share Class Meeting and the EGM were held on 9 January 2012 at Meeting Room No.2, 2/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC. The H Share Class Meeting and the EGM were both chaired by Mr. Li Hongwei, an executive director of ZZ Gas.

Computershare Hong Kong Investor Services Limited, the share registrar of the H Shares in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the H Share Class Meeting and the EGM.

### (i) Results of the H Share Class Meeting

Special resolution	Number of votes	
	For	Against
<p><b>“THAT:</b></p> <p>(a) the voluntary withdrawal of the listing of the H Shares from the Stock Exchange, be and is hereby approved; and</p> <p>(b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal.”</p>	22,647,000 H Shares (94.41%) <sup>Note 1</sup>	1,342,000 H Shares (2.68%) <sup>Note 2</sup>

Notes:

1. Based on the total number of the votes attaching to the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Share Class Meeting.
2. Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders.

The holders of 50,140,000 H Shares (being the number of the H Shares held by the Independent H Shareholders) were entitled to attend and vote on the special resolution at the H Share Class Meeting. CR Gas and its associates (as defined in the Listing Rules), who hold an aggregate of 4,926,000 H Shares, were entitled to attend and required to abstain from voting in favour of the special resolution, pursuant to Rule 6.12 of the Listing Rules. Further, CR Gas and parties acting in concert with it, who hold an aggregate of 4,926,000 H Shares, were required to, and did, abstain from voting in respect of the special resolution in accordance with Rule 2.2 of the Takeovers Code.

The number of H Shares held by the Independent H Shareholders who were present either in person or by proxy at the H Share Class Meeting represented 23,989,000 H Shares entitled to attend and vote on the special resolution, or approximately 47.84% of the total number of H Shares entitled to attend and vote on the special resolution.

At least 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy at the H Share Class Meeting were cast in favour of the special resolution. In addition, the number of votes cast against the special resolution at the H Share Class Meeting amounted to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders. As such, the special resolution was passed by way of poll at the H Share Class Meeting in accordance with the requirements of Rule 6.12 of the Listing Rules and Rule 2.2 of the Takeovers Code for the withdrawal of listing of the H Shares from the Stock Exchange.

**(ii) Results of the EGM**

Special resolutions	Number of votes	
	For	Against
<p>1. <b>“THAT:</b></p> <p>(a) the voluntary withdrawal of the listing of the H Shares from the Stock Exchange, be and is hereby approved; and</p> <p>(b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal.”</p>	<p>25,380,333 ZZ Gas Shares (95.00%) <sup>Note 1</sup></p>	<p>1,337,000 ZZ Gas Shares (2.48%) <sup>Note 2</sup></p>

Special resolutions	Number of votes	
	For	Against
<p>2. <b>“THAT:</b></p> <p>(a) the amendments to the Articles of Association in the form set out in Part B of Appendix IV to the Composite Document be and are hereby approved, which amendments shall come into effect on the day that both of the following conditions are satisfied: (i) the Stock Exchange withdrawing the listing of the H Shares from the Stock Exchange; or (ii) issue by any relevant authority in the PRC of any approval, endorsement or registration required to make the specified amendments of the Articles of Association; and</p> <p>(b) the board of directors of the Company be and is hereby authorised to deal with on behalf of the Company the relevant approval, registration, filing procedures and other related issues arising from the amendments to the Articles of Association; and the directors of the Company be and are hereby authorised and empowered to make further amendments to the Articles of Association in order to fulfil any request that may be raised or made by the relevant authority in the PRC during the approval, endorsement and/or registration of the amendments of the Articles of Association.”</p>	<p>96,159,333 ZZ Gas Shares (98.63%)<sup>Note 3</sup></p>	<p>1,337,000 ZZ Gas Shares (1.37%)<sup>Note 3</sup></p>

*Notes:*

1. *Based on the total number of the votes attaching to the ZZ Gas Shares held by the Independent ZZ Gas Shareholders cast in person or by proxy at the EGM.*
2. *Based on the total number of the votes attaching to all the ZZ Gas Shares held by the Independent ZZ Gas Shareholders.*
3. *Based on the total number of the votes attaching to all the ZZ Gas Shares held by ZZ Gas Shareholders cast in person or by proxy at the EGM.*

The holders of 53,980,000 ZZ Gas Shares (being the number of the ZZ Gas Shares held by the Independent ZZ Gas Shareholders) were entitled to attend and vote on the special resolution numbered 1, while the holders of 125,150,000 ZZ Gas Shares (being the number of all the ZZ Gas Shares held by the ZZ Gas Shareholders) were entitled to attend and vote on the special resolution numbered 2 at the EGM. CR Gas

and its associates (as defined in the Listing Rules), who hold an aggregate of 71,170,000 ZZ Gas Shares, were entitled to attend and required to abstain from voting in favour of the special resolution numbered 1, pursuant to Rule 6.12 of the Listing Rules. Further, CR Gas and parties acting in concert with it, who hold an aggregate of 71,170,000 ZZ Gas Shares, were required to, and did, abstain from voting in respect of the special resolution numbered 1 in accordance with Rule 2.2 of the Takeovers Code. No ZZ Gas Shareholder was required under the Listing Rules to abstain from voting on the special resolution numbered 2 at the EGM.

The number of ZZ Gas Shares held by the Independent ZZ Gas Shareholders who cast their votes either in person or by proxy at the EGM in respect of the special resolution numbered 1 was 26,717,333, representing approximately 49.49% of the total number of Independent ZZ Gas Shares entitled to attend and vote on such special resolution.

The number of ZZ Gas Shares held by the ZZ Gas Shareholders who cast their votes either in person or by proxy at the EGM in respect of the special resolution numbered 2 was 97,496,333, representing approximately 77.90% of the total number of ZZ Gas Shares entitled to attend and vote on such special resolution.

At least 75% of the votes attaching to the ZZ Gas Shares held by the Independent ZZ Gas Shareholders present in person or by proxy at the EGM were cast in favour of the special resolution numbered 1. In addition, the number of votes cast against this special resolution amounted to not more than 10% of the votes attaching to all the ZZ Gas Shares held by the Independent ZZ Gas Shareholders. As such, the special resolution numbered 1 was passed at the EGM by way of poll in accordance with the requirements of Rule 6.12 of the Listing Rules and Rule 2.2 of the Takeovers Code for the withdrawal of listing of the H Shares from the Stock Exchange.

Since more than two-thirds of the voting rights held by ZZ Gas Shareholders present in person or by proxy at the EGM were cast in favour of the special resolution numbered 2, the special resolution numbered 2 was duly passed by way of poll.

## **OFFERS BECOMING UNCONDITIONAL**

The Listing Committee of the Stock Exchange has granted the listing of, and permission to deal in, new CR Gas Shares to be issued as the Share Consideration.

The board of CR Gas is pleased to announce that all the conditions to the Offers have been satisfied and the Offers have become unconditional in all respects.

## **INTERESTS OF CR GAS AND PARTIES ACTING IN CONCERT WITH IT IN ZZ GAS SHARES**

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, 9 January 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 4,304,000 H Shares (representing approximately 7.82% of the total issued H Shares and the rights over the H Shares), among which, no H Shareholders chose Cash Consideration. Together with the ZZ Gas Shares already owned by CR Gas and parties acting in concert with it, 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 9,230,000 H Shares (representing approximately 16.76% of the total issued H Shares and the rights over the H Shares), representing in aggregate approximately 60.39% 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.

## **SUBSEQUENT OFFER PERIOD**

ZZ Gas Shareholders are further advised that unless the Offers are revised or extended, the latest time and date for acceptance of the Offers will be 4:00 p.m. on Monday, 6 February 2012. If either of the Offers is extended, CR Gas and ZZ Gas will jointly release an announcement to that effect.

Written notification will be given to ZZ Gas Shareholders in respect of the closing date of the Offers and the implications of not accepting the Offers.

## **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 DEALING AND WITHDRAWAL OF LISTING**

ZZ Gas will apply 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. Subject to the satisfaction of any condition for delisting the H Shares from the Stock Exchange and the receipt of any regulatory approvals required, the H Shares will be delisted from the Stock Exchange at 9:00 a.m. on Tuesday, 14 February 2012.

H Shareholders should note that the last day of dealing in the H Shares on the Stock Exchange will be Tuesday, 31 January 2012. Dealing in the H Shares on the Stock Exchange will be suspended with effect from 9:00 a.m. on Wednesday, 1 February 2012, up to the withdrawal of listing of the H Shares from the Stock Exchange at 9:00 a.m. on Tuesday, 14 February 2012.

## **RESUMPTION OF TRADING IN THE SHARES**

At the request of CR Gas and ZZ Gas, trading in the CR Gas Shares and H Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 9 January 2012 pending the release of this announcement. An application has been made to the Stock Exchange for resumption of trading in the CR Gas Shares and H Shares with effect from 9:00 a.m. on Tuesday, 10 January 2012.

Chengdu and Zhengzhou, the PRC, 9 January 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*



*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.*

*As at the date of this joint 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 joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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.*

*The directors of ZZ Gas jointly and severally accept full responsibility for the accuracy of the information contained in this joint 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 joint announcement 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 purposes only*