

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this letter, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this letter.

This letter appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of China Resources Gas Group Limited or Zhengzhou China Resources Gas Co., Ltd..*



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)

20 January 2012

To the Independent ZZ Gas Shareholder(s)

Dear Sirs,

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)

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 (the “**Poll Results Announcement**”).

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 letter refer to Hong Kong time.

Offers Becoming Unconditional

We enclose a published version of the Poll Results Announcement for your reference. As stated in the Poll Results Announcement, all the conditions of the Offers have been satisfied and the Offers have become unconditional in all respects.

Subsequent Offer Period

ZZ Gas Shareholders are advised that unless the Offers are 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.

Expected Timetable

We set out below the expected timetable for the Offers. Please be reminded that the timetable below is indicative and any changes to the timetable will be jointly announced by CR Gas and ZZ Gas.

Last day of dealings in the H Shares on the Stock Exchange Tuesday, 31 January 2012

Closing Date Monday, 6 February 2012

Latest time for acceptance of the Offers on Closing Date 4:00 p.m. on Monday,
6 February 2012

Announcement of the results of the Offers as at the
Closing Date on the Stock Exchange's website By 7:00 p.m. on Monday,
6 February 2012

Withdrawal of the listing of the H Shares from
the Stock Exchange (*Note 1*) 9:00 a.m. on Tuesday,
14 February 2012

Latest date for despatch of cheques/share certificates of
new CR Gas Share to ZZ Gas Shareholders who have tendered
valid acceptance forms at or before the latest time for
acceptances of the Offers on the Closing Date (*Note 2*) By Thursday, 16 February 2012

Notes:

1. It is expected that the withdrawal of listing of the H Shares from the Stock Exchange will become effective at 9:00 a.m. on 14 February 2012, subject to the satisfaction of any conditions for delisting such securities from the Stock Exchange, and receipt of any regulatory approvals required for such delisting.
2. Pursuant to Rule 20.1 of the Takeovers Code, settlement of consideration in respect of acceptances of each of the Offers will be made within 10 days of the later of the date on which the relevant offer becomes or is declared unconditional and the date on which relevant documents of title and duly completed forms are received by the Registrar or CR Gas, as the case may be, to render the relevant acceptance complete and valid.

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.

Important Notice to Nominees

If you act as a nominee for other persons who are the beneficial shareholders of ZZ Gas Shares, please inform the relevant beneficial owners of the terms of the Offers and the implications of not accepting the Offers as set out above.

If you have already accepted the Offers in respect of your entire holding in ZZ Gas, please ignore this letter.

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 letter, 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 letter, 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 letter and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this letter have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The directors of ZZ Gas jointly and severally accept full responsibility for the accuracy of the information contained in this letter 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 letter have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

* For identification purposes only