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*This joint announcement 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)

## **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)**

### **Despatch of Composite Document**

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

**ANGLO CHINESE** 英  
CORPORATE FINANCE, LIMITED 高

\* For identification purposes only.

The Composite Document jointly issued by CR Gas and ZZ Gas, together with the accompanying forms of acceptance, notice of shareholder meetings and other related documents, will be despatched by CR Gas and ZZ Gas jointly to the ZZ Gas Shareholders on 23 November 2011.

The ZZ Gas Shareholders are advised to read the Composite Document carefully, including the advice of the Independent Board Committee and the advice of the independent financial adviser to the Independent Board Committee in respect of the Proposal, before deciding whether or not to accept the Offers or to approve the resolutions to be proposed at the H Share Class Meeting and the EGM.

Reference is made to the Joint Announcement issued by CR Gas and ZZ Gas on 19 October 2011 announcing the Offers.

On 19 October 2011, CR Gas and ZZ Gas jointly announced that (a) Anglo Chinese, on behalf of CR Gas, will make a voluntary conditional offer to acquire all of the issued H Shares (other than those owned by CR Gas Group); and (b) subject to the H Share Offer becoming unconditional in all respects, CR Gas will make a voluntary conditional offer to acquire all of the issued Domestic Shares (other than those owned by CR Gas Group).

Pursuant to rule 8.2 of the Takeovers Code, unless the Executive's consent is obtained, the Composite Document is required to be despatched to the ZZ Gas Shareholders within 35 days of the Joint Announcement, which is on or before 23 November 2011.

Terms defined in the Composite Document shall have the same meanings herein unless the context requires otherwise.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among other things, details of a letter from the board of CR Gas, a letter from Anglo Chinese, a letter from the board of ZZ Gas, a letter from the Independent Board Committee and a letter from First Shanghai, the independent financial adviser to the Independent Board Committee in relation to the Proposal, together with the accompanying forms of acceptance in respect of the Offers, notice of shareholder meetings and other related documents, will be despatched to the ZZ Gas Shareholders on 23 November 2011.

The ZZ Gas Shareholders are advised to read the Composite Document carefully, including the advice of the Independent Board Committee and the advice of First Shanghai in respect of the Proposal, before deciding whether or not to accept the Offers or to approve the resolutions to be proposed at the H Share Class Meeting and the EGM.

## **EXPECTED TIMETABLE**

The Offers will commence on 23 November 2011 and the expected latest time and date for acceptance of the Offers is at 4:00 p.m. on 6 February 2012.

**Hong Kong time**  
(unless otherwise stated)

Opening date of the Offers ( <i>Note 1</i> ) .....	Wednesday, 23 November 2011
Latest time for lodging transfer of ZZ Gas Shares in order to be entitled to attend and vote at the H Share Class Meeting and EGM .....	4:30 p.m. on Thursday, 8 December 2011
Closure of the shareholder register of ZZ Gas for the determination of entitlements of ZZ Gas Shareholders to attend and vote at the H Share Class Meeting and EGM ( <i>Note 2</i> ) .....	Friday, 9 December 2011 to Monday, 9 January 2012 (both days inclusive)
Last day for return of reply slips for the H Share Class Meeting and EGM ( <i>Note 3</i> ) .....	Monday, 19 December 2011
Latest time for lodging proxy forms in respect of the H Share Class Meeting and EGM ( <i>Note 4</i> ) .....	10:00 a.m. on Sunday, 8 January 2012
Suspension of dealings in CR Gas Shares and H Shares .....	9:00 a.m. on Monday, 9 January 2012
H Share Class Meeting .....	10:00 a.m. on Monday, 9 January 2012
EGM .....	on Monday, 9 January 2012 immediately after the conclusion or adjournment of the H Share Class Meeting
Announcement of the results of the H Share Class Meeting and the EGM on the Stock Exchange's website .....	by 7:00 p.m. on Monday, 9 January 2012
Resumption of dealings in CR Gas Shares and H Shares .....	9:00 a.m. on Tuesday, 10 January 2012

Re-opening of the shareholder register of ZZ Gas .....Tuesday, 10 January 2012

Latest date for despatch of cheques / share certificates of new CR Gas Shares to H Shareholders who have tendered valid acceptance forms on or prior to the date of H Share Class Meeting (*Note 5*) ..... by Thursday, 19 January 2012

Announcement made and written notification sent to ZZ Gas Shareholders in respect of the Closing Date and the implications of not accepting the Offers (*Note 6*) ..... by Friday, 20 January 2012

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 (*Note 7*) .....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 8*) .....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 5*) ..... by Thursday, 16 February 2012

**The above timetable is subject to change. Further announcement(s) will be made in the event that there is any change.**

*Notes:*

1. The Offers are made on 23 November 2011, the date of posting of the Composite Document.
2. The register of members of ZZ Gas will be closed during such period for the purpose of determining the entitlement of ZZ Gas Shareholders to attend and vote at the H Share Class Meeting and the EGM. This book closure period is not for determining entitlements under the Proposal.
3. Reply slips should be:
  - (in the case of Domestic Shareholders) deposited at or returned by post or by fax to ZZ Gas's registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC 450006 (fax number: (86) 371-6889 0488); or
  - (in the case of H Shareholders) deposited at or returned by post to Computershare Hong Kong Investor Services Limited, the H Share registrar of ZZ Gas in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong,

as soon as possible and in any event no later than the time and date stated above. Failure to return the reply slips will not affect H Shareholders' right to attend the H Share Class Meeting or the EGM.

4. Proxy forms should be deposited at:
  - (in the case of Domestic Shareholders) ZZ Gas's registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC 450006; or
  - (in the case of H Shareholders) Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong,

as soon as possible and in any event by the time and date stated above, in order to be valid. Completion and return of a proxy form for the H Share Class Meeting or EGM will not preclude a ZZ Gas Shareholder from attending the H Share Class Meeting or EGM, or from attending the H Share Class Meeting or EGM and voting in person if he/she/it so wishes and if such ZZ Gas Shareholder has notified ZZ Gas not less than 24 hours in writing before the time appointed for any adjournment of the H Share Class Meeting or EGM. In such event, the returned proxy forms will be deemed to have been revoked.

5. 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 to render the relevant acceptance complete and valid.
6. In accordance with Rule 15.3 of the Takeovers Code, where the Offers become or are declared unconditional (whether as to acceptances or in all respects) they should remain open for acceptance for not less than 14 days thereafter and at least 14 days' notice in writing must be given before the Offers are closed to the relevant Independent ZZ Gas Shareholders who have not accepted the Offers.

7. Unless the Offers have previously become or been declared unconditional, revised or extended, the latest time and date for acceptance of the Offers is 4:00 p.m. on the Closing Date. Please refer to Appendix I to the Composite Document for additional information on how to accept the Offers.
8. 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.

*Unless otherwise indicated, all time references contained in this announcement are to Hong Kong time.*

## **WARNING**

**Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Share Offer subsequently becomes unconditional in all respects 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 Listing Rules and the Takeovers Code after the completion of the Offers and, subject to the passing of the resolution to amend the Articles of Association to be proposed at the EGM, certain provisions which are required by PRC law or the Listing Rules to be included in the articles of association of a PRC company listed on the Stock Exchange will no longer apply.**

Once all of the conditions to the Offers have been either satisfied, or, if permitted, waived by CR Gas, the Offers will be declared unconditional and the Offers will remain open until at least the 28th day thereafter in order to allow sufficient time for ZZ Gas Shareholders to process the transfer of their shares, in particular for the Domestic Shareholders. 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.

Hong Kong and Zhengzhou, the PRC, 23 November 2011

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.*

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