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*(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**

**REVISED OFFER PRICE IN CONNECTION WITH  
POSSIBLE MANDATORY CONDITIONAL CASH OFFER 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**

**AND**

**REVISED OFFER PRICE IN CONNECTION WITH  
POSSIBLE MANDATORY CONDITIONAL CASH OFFER BY  
CHINA RESOURCES GAS (CHINA) INVESTMENT LIMITED TO ACQUIRE  
ALL THE DOMESTIC SHARES IN ZHENGZHOU GAS COMPANY LIMITED**

**AND**

**DELAY IN DESPATCH OF CIRCULAR REGARDING MAJOR TRANSACTION OF  
CHINA RESOURCES GAS GROUP LIMITED**

**RESUMPTION OF TRADING**

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

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

Reference is made to the joint announcement issued by China Resources Gas Group Limited (“CR Gas”) and Zhengzhou Gas Company Limited (“Zhengzhou Gas”) on 25 November, 2009 (the “Announcement”) regarding the potential cooperation between CR Gas and Zhengzhou SASAC. Capitalised terms used in this announcement have the same meanings as those defined in the Announcement unless otherwise expressly defined herein.

### **Special deal under Rule 25 of the Takeovers Code**

As stated in the Announcement, the contribution of assets by Zhengzhou SASAC for the formation and capitalisation of the Joint Venture, the acquisition of the Other Assets and the leasing of a parcel of land by the Joint Venture from Zhengzhou SASAC (together the “Transactions”), will confer favourable conditions on Zhengzhou SASAC which will not to be extended to all other shareholders of Zhengzhou Gas during the period when the Offers have commenced. The Transactions constitute a special deal under Rule 25 of the Takeovers Code and therefore require the consent of the Executive and the approval from the independent shareholders of Zhengzhou Gas as stated in the Announcement.

### **Revision in the offer price and cessation of application of Rule 25 of the Takeovers Code**

In order to extend the same favourable conditions which will be extended to Zhengzhou SASAC under the Transactions to all other shareholders of Zhengzhou Gas, the board of CR Gas Investment has resolved to increase the offer price under the Offers to take into account of such favourable conditions.

On 9 December, 2009, the Executive has confirmed to CR Gas that Rule 25 of the Takeovers Code will cease to apply to the Transactions if the offer price under the Offers be increased by RMB4.51 per Domestic Share, equivalent to approximately HK\$5.13 per H Share using the current exchange rate of RMB0.88 to HK\$1.00. The increment of RMB4.51 in the offer price represents all the favourable conditions that will be extended to Zhengzhou SASAC on a per Zhengzhou Share basis under the Transactions. This is calculated by dividing the total value of Transactions approximately RMB243.4 million, comprising the contribution of assets amounting to RMB190 million by Zhengzhou SASAC for the formation and capitalisation of the Joint Venture, the acquisition of the Other Assets by the Joint Venture from Zhengzhou SASAC for a consideration of approximately RMB13.4 million and the leasing by the Joint Venture from Zhengzhou SASAC of a parcel of land with valuation of RMB40 million for 30 years, by 54,041,510 Domestic Shares, being the number of Sale Shares. The revised offer price under the Offers will therefore be RMB12.96 per Domestic Share, or equivalent to HK\$14.73 per H Share.

Upon completion of the acquisition of the Sale Shares by the Joint Venture, there will be 16,042,490 Domestic Shares and 55,066,000 H Shares subject to the Offers and based on the revised offer price, the Offers are valued at approximately HK\$1,047.4 million. Anglo Chinese Finance, Limited, the financial adviser of CR Gas, is satisfied that sufficient financial resources are available to CR Gas Investment to fulfill the obligations under the Offers.

Apart from the revised offer price under the Offers and the cessation of application of Rule 25 of the Takeovers Code, all the terms and conditions in respect of the potential cooperation between CR Gas Investment and Zhengzhou SASAC contained in the Announcement remain the same.

Given Rule 25 of the Takeovers Code has ceased to apply to the Transactions, no extraordinary general meeting of Zhengzhou Gas will be convened to consider and approve the Transactions. Accordingly, no circular will be despatched to the shareholders of Zhengzhou Gas in this regard.

### **Despatch of Offer Document**

Under Rule 8.2 of the Takeovers Code, an offer document containing, among other things, details of the Offers, together with the relevant forms of acceptance and transfer, should be despatched to the shareholders of Zhengzhou Gas as soon as practicable, but in any event within 21 days of the date of the Announcement or such later date as the Executive may approve. Pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive's consent is required if the making of an offer is subject to the prior fulfillment of a pre-condition and the pre-condition cannot be fulfilled within the time period contemplated by Rule 8.2 of the Takeovers Code. The Executive has granted its consent under Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the offer document to within 7 days of Completion. Further announcements will be made as and when appropriate.

### **Delay in Despatch of Major Transaction Circular**

Pursuant to Rule 14.38A of the Listing Rules, CR Gas is required to despatch to its shareholders a circular in relation to the potential cooperation with Zhengzhou SASAC on or before 16 December, 2009. The board of directors of CR Gas announces that despatch of the circular is expected to be delayed as more time is required to finalise the financial information to be included in the circular. An application has been made by CR Gas to the Stock Exchange for an extension of time to despatch the circular on or before 29 January, 2010.

### **General**

CR Gas and Zhengzhou Gas will comply with all applicable rules of the Takeovers Code, including publishing further announcements relating to the details of the Offers as and when necessary and appropriate.

### **Responsibility of stockbrokers, banks and other intermediaries**

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediates are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediates will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.

**WARNING:**

**THE OFFERS WILL ONLY BE MADE IF THE ACQUISITION OF THE SALE SHARES BY THE JOINT VENTURE TAKES PLACE. COMPLETION IS SUBJECT TO THE FULFILMENT OF CERTAIN PRE-CONDITIONS. THEREFORE, THE OFFERS MAY OR MAY NOT BE MADE AND SHAREHOLDERS AND, OR, POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES OF CR GAS AND ZHENGZHOU GAS.**

**Resumption of trading**

At the request of CR Gas, trading in the shares of CR Gas on the Stock Exchange was suspended with effect from 9:30 a.m. on 11 December 2009 pending the publication of this announcement. Application has been made for the resumption of trading in the shares of CR Gas on the Stock Exchange from 9:30 a.m. on 14 December, 2009.

At the request of Zhengzhou Gas, trading in H shares of Zhengzhou Gas on the Stock Exchange was suspended with effect from 9:30 a.m. on 11 December 2009 pending the publication of this announcement. Application has been made for the resumption of trading in H shares of Zhengzhou Gas on the Stock Exchange from 9:30 a.m. on 14 December, 2009.

Hong Kong, 11 December, 2009

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

On behalf of the Board of Directors of  
**Zhengzhou Gas Company Limited\***  
YAN Guoqi  
*Chairman*

*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, three non-executive directors, namely, Mr. Li Fuzuo, Mr. Du Wenmin and Mr. Wei Bin and three independent non-executive directors, namely, Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Dr. Yang Chonghe, Howard. The board of directors of CR Gas Investment comprises four directors, namely Mr. Wang Chuandong, Mr. Ong Thiam Kin, Mr. Wang Yan and Mr. Huang Weizhong. 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 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 announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this 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 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 announcement (other than those expressed by CR Gas Group) 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.*

*\* For identification purpose only*