

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 HENG HOU 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.

	A Pr N I S	L I D A r %	U O r N I S	I A r %	I r I G
Offeror and parties acting in concert with it	54,041,510		66,244,000		52.93
	Domestic Shares (t 1)		Domestic Shares		
	nil		4,926,000		3.94
	H Shares		H Shares		
Beijing Jinqiyuan Investment Management Co., Ltd.	11,550,000	9.23	2,300,000		1.84
	Domestic Shares (t 2)		Domestic Shares		
The general public	4,492,490	3.59	1,540,000		1.23
	Domestic Shares		Domestic Shares		
	55,066,000	44.00	50,140,000		40.06
	H Shares		H Shares		
T I	125,150,000	100.00	125,150,000		100.00
	S r		S r		

- (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

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Hong Kong, 8 October 2010

Zhengzhou, 8 October 2010

