

H E C r m 土 E H m  
r r m , m r r r  
r m r m r r r m  
r r r r m .

土 m r r rm r  
r r r , r r r r r C r G Gr m r  
C r G C . , .\*



華潤燃氣控 有限公司  
China Resources Gas Group Limited

## CONDITIONS OF THE H SHARE OFFER

As stated on pages 18 to 19 of the Composite Document, the H Share Offer is subject to the fulfillment or waiver, as applicable, of the following conditions, in compliance with the requirements of Rule 6.12 of the Listing Rules:

- (a) the passing of a resolution approving the delisting of the H Shares from the Stock Exchange at the H Share Class Meeting to be convened for this purpose by the Independent H Shareholders, provided that:
  - (i) approval is given by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy; and
  - (ii) the number of votes, cast by way of poll, against the resolution is not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders;
- (b) the passing of a resolution approving the delisting of the H Shares from the Stock Exchange at the EGM to be convened for this purpose by the Independent ZZ Gas Shareholders, provided that:
  - (i) approval is given by at least 75% of the votes attaching to the ZZ Gas Shares held by the Independent ZZ Gas Shareholders that are cast either in person or by proxy; and
  - (ii) the number of votes, cast by way of poll, against the resolution is not more than 10% of the votes attaching to all the ZZ Gas Shares held by the Independent ZZ Gas Shareholders;
- (c) the grant by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, new CR Gas Shares to be issued as the Share Consideration; and
- (d) all other necessary authorisations, consents and approvals of any government or governmental or regulatory body or court or institution in relation to the H Share Offer having been obtained and remaining in full force and effect pursuant to the provisions of any laws or regulations in Hong Kong, the PRC and other relevant jurisdictions.

## **DECISION OF CR GAS NOT TO EXERCISE THE RIGHT TO WAIVE CONDITIONS**

It was stated in the Composite Document that CR Gas has the right to waive the above conditions (a) and (b) in relation to the H Share Offer and in this event, the Offers will remain open until at least the 28th day after they are declared unconditional. It was also stated in the Composite Document and the joint announcement dated 19 October 2011 that the primary purpose of the Proposal was to withdraw the listing of ZZ Gas in line with the China Resources Group's policy of listing all its interest in a specific industrial or commercial sector under one listed company on the Stock Exchange. The conditions (a) and (b) are, therefore, essential to the Proposal and at the heart of its commercial rationale.

In view of this, the ability of CR Gas to waive these critical conditions is likely to

