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

(Incorporated in the British Virgin Islands)

(Stock Code: 1193)



鄭州華潤燃氣股份有限公司
Zhengzhou China Resources Gas Co., Ltd.*

(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.

Hong Kong time
(unless otherwise stated)

▶	f h ff (Note 1)	, 23	2011
	f f ZZ h		
	h h	4:30	Th, 8 2011
	f h h h f ZZ		
	f h f f		
	ZZ h h		
	h h (Note 2)	, 9	2011
		, 9	2012
		(h)	
	f f f h h		
	(Note 3)	, 19	2011
	f x f f h		
	h (Note 4)	10:00	, 8 2012
	f h h	9:00	, 9 2012
	h	10:00	, 9 2012
	.....	, 9	2012
			f
		h	
		f h h	
A	f h f h h		
	h x h '	7:00	, 9 2012
	f h h	9:00	T, 10 2012

-	f h h h	f ZZ	.....T	, 10	2012
	f h f h / h				
	f f h				
	h h h h				
	f				
h	f h	(Note 5)	..... Th	, 19	2012
A		f			
	ZZ h h	f			
h	h h	f			
	h ff	(Note 6)	.....	, 20	2012
	f h h				
h	x h		.....T	, 31	2012
				, 6	2012
	f f h ff				
	(Note 7)		.....4:00		
				6	2012
A	f h f h ff h				
	h x h		..... 7:00		
				6	2012
W	h f h f h h f h				
	x h	(Note 8)	.....9:00	T	
				14	2012
	f h f h / h				
	f f h				
ZZ	h h h h				
	f f h				
f	f h ff				
h	(Note 5)		..... Th	, 16	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 *ff* ... 23 ... 2011, h ... f ... f h ...
2. The ... f ... f ZZ ... h ... f ... h ... f ... h ...
f ZZ ... h ... h ... h ... Th ...
f ... h ...
3. h ... :
(h ... f ... h ... h ...) ... f x ZZ ...
352 h ... , Zh ... , h ... 450006 (f x ...
: (86) 371-6889 0488);
(h ... f ... h ... h ...) ... h ...
h ... f ZZ ... 17 ... , 183 ...
h ...
ff ... h ... h ... h ... h ... h ...
4. x f ... h ... :
(h ... f ... h ... h ...) ZZ ... 352 h ...
Zh ... , h ... 450006;
(h ... f ... h ... h ...) ... h ... 17 ...
183 ... h ...
h ...
f ... x f ... f ... h ... ZZ ... h ...
f ... h ... f ... h ...
f h / h / h ... f ... h ZZ ... h ... h ... f ... ZZ ... h ...
24 h ... f ... h ... f ... f ... h ...
h ... , h ... x f ... h ...
5. ... 20.1 f h T ... , ... f ... f ... f ... h ...
f h *ff* ... h 10 ... f h ... f h ... h h h ... ff ...
h ... h h ... f ... f ...
6. h ... 15.3 f h T ... , h ... h *ff* ...
(h h ...) h ... f ... f ... h 14 ...
h ... f ... 14 ... f ... h *ff* ... h ...
ZZ ... h ... h ... h ... h *ff* ...

7. h ff h , x , h
 f f h ff 4:00 h f A x
 h f f h h ff

8. x h h h f f h h f h x h ff
 9:00 14 2012, h f f f h
 f h x h , f f h

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.

▲ f h h ff h h f , , f ,
 , h ff h ff
 h 28 h h f ff f ZZ h h
 h f f h h , f h h h
 f ZZ h h f h f h ff
 h f h ff

▲ Zh h , h , 23 2011

B ▲ f h B f f B ▲ f h B f f
China Resources Gas Group Limited
Ma Guoan
Chairman
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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