

H 'K 'E c a 'e a d C e a 'L i t e d a d T e S t c E c a 'e f H 'K 'L i t e d t a  
e b t y f t e c t e t f t a c e e t, a v e e e e t a t a t t a c c a c y  
c e t e e a d e e y d c a a y a b t y w a t e v e f a y w e v e a 'f  
e a c e t e w e a y a t f t e c t e t f t a c e e t.

T a c e e t a e a f f a t e y a d d e t c t t e a v t a t  
f f e t a c e, c a e b c b e f e c t e f b t c a e.



華潤電力控股有限公司

China Resources Power Holdings Company Limited

(I c a t e d H 'K 'w t i t e d a b t y (I c a t e d B e d a w t i t e d a b t y)  
d e t e C a e O d a c e)

(Stock Code: 836)



華潤燃氣控股有限公司

China Resources Gas Group Limited

(I c a t e d B e d a w t i t e d a b t y) (Stock code: 1193)

## JOINT ANNOUNCEMENT

### MAJOR AND CONNECTED TRANSACTION

### PROPOSED MERGER OF CHINA RESOURCES POWER HOLDINGS COMPANY LIMITED AND CHINA RESOURCES GAS GROUP LIMITED TO FORM ONE ENERGY GROUP UNDER CHINA RESOURCES (HOLDINGS) COMPANY LIMITED THROUGH THE ACQUISITION OF CHINA RESOURCES GAS GROUP LIMITED TO BE IMPLEMENTED BY WAY OF A SCHEME OF ARRANGEMENT

### POLL RESULT OF THE EGM

### NON-SATISFACTION OF CONDITION PRECEDENT OF THE SCHEME

Financial adviser to China Resources (Holdings) Company Limited



Financial adviser to China Resources  
Power Holdings Company Limited

Financial adviser to China Resources  
Gas Group Limited

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**The Proposed Merger was not approved by the requisite majority of CR Power Independent Shareholders as a major and connected transaction at the EGM.**

As such approval is a condition precedent of the Scheme, the Proposed Merger and the Scheme will not proceed.

**Pursuant to Rule 31.1 of the Takeovers Code, except with the consent of the Executive, neither CR Power nor any person who acted in concert with it in the course of the Proposed Merger, nor any person who is subsequently acting in concert with any of them, may within 12 months from the date of this announcement either announce an offer or possible offer for CR Gas (including a partial offer which could result in CR Power holding shares carrying 30% or more of the voting rights of CR Gas), or acquire any voting rights of CR Gas if CR Power or persons acting in concert with it would thereby become obliged under Rule 26 of the Takeovers Code to make an offer.**

Reference is made to the joint announcement dated 10th May, 2013 issued by China Resources Power Holdings Company Limited (“**CR Power**”) and China Resources Gas Group Limited (“**CR Gas**”) and the circular dated 4th July, 2013 issued by CR Power (the “**Circular**”) in relation to the Proposed Merger. Unless otherwise defined herein, terms defined in the Circular shall have the same meanings when used in this announcement.

## **RESULTS OF THE EGM**

The CR Power Board announces that the ordinary resolution in respect of the Proposed Merger and the transactions contemplated thereunder and the allotment and issue of the Consideration Shares to the Scheme Shareholders under a Specific Mandate set out in the notice of EGM in the Circular (the “**Ordinary Resolution**”) was not passed by the CR Power Independent Shareholders by way of poll at the EGM held on 22nd July, 2013.

As at the date of the EGM, there were 4,782,548,523 CR Power Shares in issue. CR Holdings and its associates holding 3,025,001,999 CR Power Shares, representing approximately 63.25% of the total issued CR Power Shares as at the date of the EGM, abstained from voting on the Ordinary Resolution at the EGM as required.

There were no CR Power Shares entitling any CR Power Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. Saved as disclosed above, there were no CR Power Shares the holders of which were required to abstain from voting at the EGM under the Listing Rules. Accordingly, the number

of CR Power Shares entitling the CR Power Independent Shareholders to attend and vote at the EGM for or against the Ordinary Resolution, is 1,757,546,524, representing approximately 36.75% of the total issued CR Power Shares as at the date of the EGM.

No person has indicated in the Circular that he/she/it intends to abstain from voting or vote against the Ordinary Resolution at the EGM.

Computershare Hong Kong Investor Services Limited, the share registrar of CR Power, acted as the scrutineer for the purpose of the vote-taking at the EGM.

The poll results in respect of the Ordinary Resolution at the EGM are as follows:

<b>Ordinary Resolution</b> <i>Note</i>	<b>Number of votes cast (% of votes cast)</b>	
	<b>For</b>	<b>Against</b>
To approve (i) the Scheme and the Proposed Merger; and (ii) the allotment and issue of the Consideration Shares	372,081,827 (35.85%)	665,876,865 (64.15%)

*Note:* Please refer to the notice of the EGM contained in the Circular for the full version of the Ordinary Resolution

As the number of votes which were cast in favour of the Ordinary Resolution did not amount to more than 50% of all the votes cast in respect of the Ordinary Resolution, the Ordinary Resolution was not passed by the CR Power Independent Shareholders by way of poll at the EGM.

## **NON-SATISFACTION OF CONDITION PRECEDENT AND WITHDRAWAL OF PROPOSED MERGER**

As set out in the Circular, the Scheme is conditional upon, amongst other things, the CR Power Independent Shareholders having approved by way of poll at the EGM of the Proposed Merger and the transactions contemplated thereunder and the allotment and issue of the Consideration Shares to the Scheme Shareholders under a Specific Mandate.

As the Ordinary Resolution was not passed at the EGM, the said condition of the Scheme was not satisfied. Accordingly, the Proposed Merger and the Scheme will not proceed.

**Pursuant to Rule 31.1 of the Takeovers Code, except with the consent of the Executive, neither CR Power nor any person who acted in concert with it in the course of the Proposed Merger, nor any person who is subsequently acting in concert with any of them, may within 12 months from the date of this announcement either announce an offer or possible offer for CR Gas (including a partial offer which could result in CR Power holding shares carrying 30% or more of the voting rights of CR Gas), or acquire any voting rights of CR Gas if CR Power or persons acting in concert with it would thereby become obliged under Rule 26 of the Takeovers Code to make an offer.**

Although the Proposed Merger will not proceed, the CR Power Board and the CR Gas Board wish to express their gratitude to the shareholders for their continuous support, and to express their commitment to shareholders to continue to create value for shareholders and will continue to follow each of their respective existing business strategies.

By order of the board  
**China Resources Power Holdings  
 Company Limited**  
**Zhou Junqing**  
*Chairman*

By order of the board  
**China Resources Gas Group Limited**  
**Wang Chuandong**  
*Chairman*

Hong Kong, 22nd July, 2013

At the date of this certificate, the executive directors of China Resources Power Holdings Company Limited are M. ZHOU JUNQING, M. WANG YIJUN, M. ZHANG SEWEI and M. WANG XABIN; the executive directors are M. DU WEI, M. WEI BAO, M. HUANG DAWEI and M. CHEN YI; and the independent executive directors are M. AUSTIN H. ADAMS, M. CHEN JIM, M. MACCARTHY, ADELWANG, M. ELLIOTT LEUNG O-LEUNG and D. RAYMOND K.F. CH'EN.

At the date of this certificate, the executive directors of China Resources Gas Group Limited are M. WANG CHUANDONG, M. SHEN SABA and M. OTAK; the executive directors are M. DWYER, M. WELLS, M. HAN DAWEI and M. CEYLAN; and the independent executive directors are M. WINTERS, M. YIP JAMES, M. YIP HING TUNG, DAVID and M. QUINN.

The directors of China Resources Power Holdings Company Limited hereby affirmatively and unambiguously accept and confirm the accuracy of the information contained in this certificate (the target at the time of this certificate) and the information contained in this certificate (the target as confirmed by China Resources Gas Group Limited) and hereby undertake to defend and indemnify the directors of China Resources Gas Group Limited in respect of the facts contained in this certificate, to the extent of their legal liability.

