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華潤燃氣(中國)投資有限公司

China Resources Gas (China) Investment Limited

(Incorporated in Hong Kong with limited liability)



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)



華潤燃氣控股有限公司

China Resources Gas Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1193)

JOINT ANNOUNCEMENT

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

AND

**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***

**(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY
CHINA RESOURCES GAS (CHINA) INVESTMENT LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**

**OFFERS BECOMING UNCONDITIONAL IN ALL RESPECTS
AND EXTENSION OF THE OFFER PERIOD**

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

ANGLO CHINESE 英
CORPORATE FINANCE, LIMITED 高

THE OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS AND EXTENSION OF THE OFFER PERIOD

The respective boards of directors of CR Gas, CR Gas Investment and Zhengzhou Gas jointly announce that the Offers have become unconditional at 4:00 p.m. on Friday, 24 September 2010, being the Unconditional Date.

Pursuant to Rule 15.3 of the Takeovers Code, the Offers will have to remain open for acceptance for not less than 14 days after the Unconditional Date. Accordingly, the latest time and date for acceptance of the Offers will be 4:00 p.m. on Friday, 8 October 2010.

Save as set out above, all other terms of the Offers as set out in the Composite Document and the forms of acceptance remain unchanged.

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.

THE OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

As mentioned in the Composite Document, the Offers are conditional upon the Offeror and parties acting in concert with it having received valid acceptances of the Offers that result in them holding more than 50% of the voting rights of Zhengzhou Gas by no later than 4:00 p.m. on the Closing Date.

As at 4:00 p.m. on Friday, 24 September 2010, being the latest time for acceptance of the Offers on the Closing Date, the Offeror and parties acting in concert with it have received valid acceptances in respect of 16,225,490 Zhengzhou Shares (representing approximately 12.97% of the total issued share capital and voting rights of Zhengzhou Gas as at the date of this joint announcement) (the “Acceptance Shares”). Among the valid acceptances, there were 11,302,490 Domestic Shares and 4,923,000 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 Acceptance Shares and the Sale Shares owned by the Joint Venture, the Offeror and parties acting in concert with it are interested in an aggregate of 70,267,000 Zhengzhou Shares, representing approximately 56.15% of the total issued share capital and voting rights of Zhengzhou Gas as at 4:00 p.m. on 24 September 2010. Accordingly, the condition of the Offers has been fulfilled and the Offers have become unconditional in all respects at 4:00 p.m. on 24 September 2010, being the Unconditional Date.

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.

THE OFFERS REMAIN OPEN FOR ACCEPTANCE

Pursuant to Rule 15.3 of the Takeovers Code, the Offers will have to remain open for acceptance for not less than 14 days after the Unconditional Date. Accordingly, the latest time and date for acceptance of the Offers will be 4:00 p.m. on Friday, 8 October 2010 (or such other time and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code).

Save as set out above, all other terms of the Offers as set out in the Composite Document and the forms of acceptance remain unchanged. Shareholders are advised to refer to the Composite Document and the forms of acceptance for details of the acceptance procedures if they wish to accept the Offers. Further announcement on the result of the Offers will be made on Friday, 8 October 2010 in accordance with Rule 19.1 of the Takeovers Code.

Remittances in respect of the amounts due to the Shareholders whose H Shares tendered by them under the Offers (after deducting the seller's ad 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. The latest date for posting of remittances for the amounts due to holders of H Shares in respect of valid acceptances received under the Offers will be on Monday, 4 October 2010 for those who have tendered their acceptances up to today.

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.

Shareholders are advised that the Offers will remain open for acceptance until 4:00 p.m. on Friday, 8 October 2010 (or such other time and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code).

By Order of the Board of Directors of
**China Resources Gas (China)
Investment Limited**
ONG Thiam Kin
Director

By Order of the Board of Directors of
Zhengzhou Gas Company Limited*
YAN Guoqi
Chairman

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

Hong Kong, 24 September 2010

Zhengzhou, 24 September 2010

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. The board of directors of CR Gas Investment comprises three directors, namely Mr. Wang Chuandong, Mr. Ong Thiam Kin and Mr. Wang Yan. 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 joint 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 joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint 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 joint 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 joint announcement (other than those expressed by CR Gas Group and its associates) 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 joint announcement misleading.

** For identification purpose only*