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**華潤燃氣控股有限公司**  
China Resources Gas Group Limited  
(incorporated in Bermuda with limited liability)  
(Stock Code: 1193)



**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)

## **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)**

**DESPATCH OF COMPOSITE DOCUMENT  
AND  
EXPECTED TIMETABLE**

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

**ANGLO CHINESE** 英高  
CORPORATE FINANCE, LIMITED

**Independent financial adviser to the  
independent board committee of  
Zhengzhou Gas Company Limited\***

**第一上海**  
FIRST SHANGHAI GROUP

## **DESPATCH OF COMPOSITE DOCUMENT AND EXPECTED TIMETABLE**

The Composite Document, containing details of, amongst others, the Offers, the recommendation from the Independent Board Committee to the independent shareholders of Zhengzhou Gas, and the advice from First Shanghai Capital Limited to the Independent Board Committee, together with the forms of acceptance, has been despatched to the shareholders of Zhengzhou Gas on 3 September 2010.

The Offers, if declared unconditional, will remain open for acceptance for 14 days thereafter in accordance with the Takeovers Code. The expected timetable of the Offers is set out below.

Reference is made to the joint announcements issued by China Resources Gas Group Limited (“CR Gas”) and Zhengzhou Gas Company Limited (“Zhengzhou Gas”) on 25 November 2009, 11 December 2009 and 27 August 2010 (the “Announcements”) regarding the cooperation between CR Gas and Zhengzhou SASAC. Capitalised terms used in this joint announcement have the same meanings as those defined in the Announcements unless otherwise expressly defined herein.

### **DESPATCH OF COMPOSITE DOCUMENT**

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### **EXPECTED TIMETABLE**

Offers open for acceptance .....3 September 2010

Latest time and date for acceptance of the Offers

on the Closing Date (*note 1*) .....4:00 p.m. on 24 September 2010

Closing Date .....24 September 2010

Announcement of the results of the Offers as at the Closing Date to be posted on the Stock Exchange's website ( <i>note 1</i> ) .....	no later than 7:00 p.m. on 24 September 2010
Posting of remittances for amounts due under the Offers in respect of valid acceptances received on or before 4:00 p.m. on the Closing Date, if the Offers have become unconditional on the Closing Date ( <i>note 2</i> ) .....	4 October 2010
Record date for ascertaining the entitlement of a special dividend of RMB0.492 per Zhengzhou Share ("Special Dividend") to be declared and paid by Zhengzhou Gas, subject to approval at the extraordinary general meeting of Zhengzhou Gas .....	26 October 2010
Latest date by which the Offers can be declared unconditional ( <i>note 3</i> ) .....	2 November 2010
Extraordinary general meeting of Zhengzhou Gas to approve the Special Dividend .....	23 November 2010
Payment of the Special Dividend by Zhengzhou Gas, if approved.....	15 December 2010

*Notes:*

1. The latest time for receipt of acceptances under the Offers, which is conditional as to acceptances, will be 4:00 p.m. on 24 September 2010 unless CR Gas Investment revises or extends the Offers in accordance with the Takeovers Code. A joint announcement will be issued on the Stock Exchange's website no later than 7:00 p.m. on the Closing Date, stating the results of the Offers and whether the Offers have been revised or extended, have expired or have become or have been declared unconditional. In any announcement of an extension of the Offers, either the next closing date must be stated or, if the Offers are unconditional as to acceptance, a statement may be made that the Offers will remain open until further notice. In any event, where the Offers become or are declared unconditional, the Offers will remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code.

2. Remittances in respect of the cash consideration (after deducting seller's ad valorem stamp duty in the case of H Shares) payable for the Zhengzhou Shares tendered under the Offers will be posted to the shareholders of Zhengzhou Gas accepting the Offers by ordinary post at their own risk as soon as possible, but in any event within 10 days of the later of the date of receipt by the Registrar of duly completed forms of acceptance, the date when the Offers become or are declared unconditional, and the date on which all the relevant documents and approvals (in the case of Domestic Shares only) are received by Zhengzhou Gas to render the acceptance of offer for Domestic Shares complete.
3. Under Rule 15.5 of the Takeovers Code, except with the consent of the Executive, an offer (whether revised or not) may not become or be declared unconditional as to acceptance after 7:00 p.m. on the 60th day after the day the initial offer document was posted. Accordingly, unless the Offers have previously become or been declared unconditional as to acceptances, the Offers will lapse at 7:00 p.m. on 2 November 2010 unless the Offers have been extended by CR Gas Investment with the consent of the Executive.
4. Acceptance of the Offers shall be irrevocable and not be capable of being withdrawn, except permitted under Rule 17 and Rule 19.2 of the Takeovers Code.

All references to date and time contained herein refer to Hong Kong date and time. The timetable set out above is indicative only and further announcements will be issued in the event of any changes to the timetable.

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

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

Hong Kong, 3 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*