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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)
(在中華人民共和國註冊成立之股份有限公司)

(Stock code: 3928)
(股份代號: 3928)

FORM OF ACCEPTANCE AND TRANSFER OF H SHARES OF RMB1.0 EACH IN THE ISSUED SHARE CAPITAL OF ZHENGZHOU GAS COMPANY LIMITED

鄭州燃氣股份有限公司已發行股本中
每股面值人民幣1.0元之H股的接納及轉讓表格

Hong Kong Share Registrar ("Registrar"):
Computershare Hong Kong Investor Services Limited
香港股份過戶登記處(「過戶登記處」):
香港中央證券登記有限公司

Shops 1712-1716, 17th Floor, Hopewell Centre,
183 Queen's Road East, Hong Kong
香港皇后大道東一八三號
合和中心17樓1712-1716號舖

Note: Insert the total number of H Shares for which the offer made by Anglo Chinese on behalf of CR Gas Investment to acquire your H Share(s) ("H Share Offer") is accepted. If no number is inserted or a number in excess of your registered holding of H Shares is inserted on this Form of Acceptance and Transfer and you have signed this Form of Acceptance and Transfer, you will be deemed to have accepted the H Share Offer for your entire registered holding of H Shares. However, such acceptances will not be counted towards fulfilling the acceptance conditions unless Rule 30.2 of the Takeovers Code has been fully complied with.

附註: 請填上接納英高財務代表華潤燃氣投資收購閣下H股的收購建議(「H股收購建議」)的H股總數。如並無填上數目,或於本接納及轉讓表格所填數目超過閣下所持H股登記持股票量,且閣下已簽署本接納及轉讓表格,則閣下將被視作已就閣下全部H股登記持股票量接納H股收購建議。然而,有關接納將不能算作達成接納條件,除非收購守則第30.2條完全獲遵從。

FOR THE CONSIDERATION stated below, the Transferor(s) named below hereby transfer(s) to the Transferee named below H share(s) of RMB1.0 each in the issued share capital of ZHENGZHOU GAS COMPANY LIMITED ("H Share(s)") specified below, upon and subject to the terms and conditions contained herein and in the accompanying Composite Document, and the Transferee hereby agrees to accept and hold the H Share(s) subject to such terms and conditions.
下述轉讓人謹此根據本接納及轉讓表格及隨附綜合文件載列的條款及條件,按下列代價,將下文註明的鄭州燃氣股份有限公司已發行股本中每股面值人民幣1.0元的H股份(「H股」)轉讓予下述承讓人,而承讓人謹此同意遵照有關條款及條件,接納及持有H股。

Total number of H Share(s) to which this acceptance relates (Note) 本接納涉及的H股總數(附註)	FIGURE 數目	WORDS 大寫
Share certificate number(s) 股票號碼		
TRANSFEROR(S) name(s) and address(es) in full 轉讓人 全名及地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或用正楷填寫)	Family name(s) or company name(s) 姓氏或公司名稱	Other name(s) 名字
	Registered address(es) 登記地址	Telephone number 電話號碼
CONSIDERATION 代價	For each H Share: HK\$14.73 in cash 每股H股: 現金14.73港元	
TRANSFEEE 承讓人	Name (名稱): China Resources Gas (China) Investment Limited 華潤燃氣(中國)投資有限公司 Correspondence address (通訊地址): 19/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong 香港灣仔港灣道26號華潤大廈19樓 Occupation (職業): Corporation (法人團體)	
SIGNED by the parties to this transfer, this _____ day of _____, 2010 轉讓雙方簽署日期: 二零一零年 _____ 月 _____ 日		

PLEASE
DO NOT
DATE
請勿填寫日期

Signed by the Transferor(s) in the presence of:
轉讓人在下列見證人見證下簽署:

Name of Witness 見證人姓名 _____

Signature of Witness 見證人簽署 _____

Address 地址 _____

Occupation 職業 _____

ALL JOINT
HOLDERS
MUST
SIGN HERE
所有聯名
持有人均須於
本欄簽署

Signature(s) of Transferor(s)
轉讓人簽署

Do not complete 請勿填寫本欄	
Signed by the Transferee in the presence of: 承讓人在下列見證人見證下簽署:	For and on behalf of 代表 China Resources Gas (China) Investment Limited 華潤燃氣(中國)投資有限公司
Name of Witness 見證人姓名 _____	
Signature of Witness 見證人簽署 _____	
Address 地址 _____	Authorised Signatory 授權簽署
Occupation 職業 _____	

* For identification purpose only
* 僅供識別

PERSONAL DATA

Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance") came into effect in Hong Kong on 20 December 1996. This personal information collection statement informs you of the policies and practices of CR Gas Investment, Anglo Chinese and the Registrar in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

To accept the H Share Offer for your H Shares, you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed. It is important that you should inform CR Gas Investment and/or the Registrar immediately of any inaccuracies in the data supplied.

2. Purposes

The personal data which you provide on this Form of Acceptance and Transfer may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification of compliance with the terms and application procedures set out in this Form of Acceptance and Transfer and/or the Composite Document;
- registering transfers of the H Share(s) out of your name(s);
- maintaining or updating the relevant register of holder(s) of the H Share(s) ("Shareholders");
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from CR Gas Investment and/or its subsidiaries or agents such as Anglo Chinese and the Registrar;
- compiling statistical information and shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements;
- any other purpose in connection with the business of CR Gas Investment or the Registrar; and

- any other incidental or associated purposes relating to the above and any other purpose to which the Shareholders may from time to time agree to or be informed of.

3. Transfer of personal data

The personal data provided in this Form of Acceptance and Transfer will be kept confidential but CR Gas Investment and/or the Registrar may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- CR Gas Investment, its subsidiaries and/or agent(s), such as Anglo Chinese and the Registrar;
- any agents, contractors or third party service providers who offer H Share Offer administrative, telecommunications, computer, payment or other services to the Registrar in connection with the operation of its business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities;
- any other persons or institutions whom CR Gas Investment and/or the Registrar considers to be necessary or desirable in the circumstances.

4. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether CR Gas Investment and/or the Registrar hold(s) your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, CR Gas Investment and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to CR Gas Investment or the Registrar (as the case may be).

BY SIGNING THIS FORM OF ACCEPTANCE AND TRANSFER, YOU AGREE TO ALL OF THE ABOVE.

個人資料

個人資料收集聲明

香港法例第486章個人資料(私隱)條例(「該條例」)的主要條文已於一九九六年十二月二十日在香港生效。本個人資料收集聲明旨在知會閣下有關華潤燃氣投資、英高財務及過戶登記處有關個人資料及該條例的政策及慣例。

1. 收集閣下個人資料的原因

如就閣下的H股接納H股收購建議，閣下須提供所需的個人資料。倘閣下未能提供所需資料，則可能導致閣下的接納申請被拒或受到延誤。如所提供的資料不準確，閣下須即時知會華潤燃氣投資及/或過戶登記處。

2. 用途

閣下於本接納及轉讓表格提供的個人資料可能會以任何方式用作、持有及/或保存作下列用途：

- 處理閣下的接納申請及核實遵循本接納及轉讓表格及/或綜合文件載列的條款及申請程序；
- 登記轉讓閣下名下的H股；
- 保存或更新有關H股的股東(「股東」)名冊；
- 核實或協助核實簽署，及進行任何其他資料核實或交換；
- 自華潤燃氣投資及/或其附屬公司或代理人(如英高財務及過戶登記處)收取通訊；
- 編製統計資料及股東資料；
- 按法例、規定或規例(不論法定與否)作出披露；
- 披露有關資料以促進擁有權之申索；
- 有關華潤燃氣投資或過戶登記處業務的任何其他用途；及

- 有關上述任何其他附帶或關連用途及股東可能不時同意或知悉的用途。

3. 轉交個人資料

本接納及轉讓表格提供的個人資料將作為機密資料妥當保存，惟華潤燃氣投資及/或過戶登記處為達致上述任何用途，可能作出彼等認為必需的查詢，以確認個人資料的準確性，彼等尤其可能向、自或與下列任何及所有個人及實體披露、取得或轉交(不論在香港境內或境外)該等個人資料：

- 華潤燃氣投資、其附屬公司及/或代理，如英高財務及過戶登記處；
- 任何為過戶登記處的業務經營提供有關H股收購建議的行政、電訊、電腦、付款或其他服務的代理、承包商或第三方服務供應商；
- 任何監管或政府機關；
- 與閣下進行或擬進行交易的任何其他個人或機構，如銀行、律師、會計師、持牌證券交易商或註冊證券機構；
- 華潤燃氣投資及/或過戶登記處認為於有關情況下屬必需或適當的任何其他個人或機構。

4. 索取及更正個人資料

根據該條例的規定，閣下有權確認華潤燃氣投資及/或過戶登記處是否持有閣下的個人資料，並獲取該資料副本，以及更正任何錯誤資料。根據該條例的規定，華潤燃氣投資及過戶登記處有權就任何資料索取要求收取合理手續費。索取資料或更正資料或索取有關政策及慣例及所持資料類型資料的所有請求，須提交華潤燃氣投資或過戶登記處(視情況而定)。

閣下一經簽署本接納及轉讓表格即表示同意上述所有條款。

THIS FORM OF ACCEPTANCE AND TRANSFER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this Form of Acceptance and Transfer or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your H Shares, you should at once hand this Form of Acceptance and Transfer and the accompanying Composite Document to the purchaser(s) or other transferee(s) to a bank or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The making of the H Share Offer to persons with a registered address in jurisdiction outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdictions. Shareholders who are citizens or residents or nationals of jurisdictions outside Hong Kong should obtain appropriate legal advice on, inform themselves about and observe any applicable legal requirements. It is the responsibility of each person who wishes to accept the H Share Offer to satisfy himself, herself or itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities or legal requirements and the payment of any transfer or other taxes due in respect of such jurisdiction.

The H Share Offer is subject to the conditions set out in the Composite Document. This Form of Acceptance and Transfer should be read in conjunction with the Composite Document.

HOW TO COMPLETE THIS FORM OF ACCEPTANCE AND TRANSFER

- To accept the H Share Offer made by Anglo Chinese for and on behalf of CR Gas Investment to acquire your H Shares, you should complete and sign this Form of Acceptance and Transfer overleaf and forward this Form of Acceptance and Transfer together with the relevant H share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for not less than the number of H Shares in respect of which you intend to accept the H Share Offer, by post or by hand marked "ZHENGZHOU GAS H Share Offer" on the envelope to the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible, but in any event so as to reach the Registrar by no later than 4:00 p.m. (Hong Kong time) on 24 September 2010 (or such later time and/or date as CR Gas Investment may decide and announce as permitted under the Takeovers Code). The provisions of Appendix I to the Composite Document are incorporated into and form part of this Form of Acceptance and Transfer. Shareholders are advised to read the Composite Document before completing this Form of Acceptance and Transfer.
- Warning: Shareholders should also be aware that in accepting the H Share Offer, any resulting fractions of a Hong Kong cent will be disregarded and any cash amount payable will be rounded down to the nearest Hong Kong cent.**
- Procedure for accepting the H Share Offer**
If you wish to accept the H Share Offer, you should:
 - insert in the box titled "Total number of H Share(s) to which this acceptance relates" the total number of H Shares for which you wish to accept the H Share Offer; and
 - sign this Form of Acceptance and Transfer and enclose the relevant H share certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof).
- If you wish to accept the H Share Offer in respect of your entire registered holding of H Shares, you do NOT have to fill in the box titled "Total number of H Share(s) to which this acceptance relates". Warning: You must sign this Form of Acceptance and Transfer and enclose the relevant H share certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof).**
- If you are holding H Shares on behalf of another person as nominee or otherwise, you should refer to the section headed "Procedures for Acceptance" in Appendix I to the Composite Document in particular as to the matters which you should consider.
- If this Form of Acceptance and Transfer is not completed strictly in accordance with the instructions set out in this Form of Acceptance and Transfer, CR Gas Investment reserves the right to treat this Form of Acceptance and Transfer as valid to the extent that it may deem this Form of Acceptance and Transfer to have been completed in accordance with such instructions as may appear to CR Gas Investment to be your intentions.
- Warning: If you do not insert the total number of H Shares to which your acceptance relates in the box titled "Total number of H Share(s) to which this acceptance relates", you will be deemed to have accepted the H Share Offer in respect of your entire registered holding of H Shares.**
- Warning: If you insert a number in excess of your registered holding of H Shares in the box titled "Total number of H Share(s) to which this acceptance relates", you will be deemed to have accepted the H Share Offer in respect of your entire registered holding of H Shares.**

FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE H SHARE OFFER

To: CR Gas Investment and Anglo Chinese

- My/Our execution of this Form of Acceptance and Transfer (whether or not such Form of Acceptance and Transfer is dated) shall be binding on my/our successors and assigns, and shall constitute:
 - my/our irrevocable acceptance of the H Share Offer, made by Anglo Chinese on behalf of CR Gas Investment, as contained in the Composite Document for the consideration and on and subject to the terms and conditions therein and herein mentioned (including the terms and conditions set out under the heading "How to complete this Form of Acceptance and Transfer"), in respect of the number of H Shares specified in this Form of Acceptance and Transfer or, if no such number is specified, or a greater number is specified than I/we am/are registered as the holder(s) of, in respect of all such H Shares of which I/we am/are registered as the holder(s);
 - my/our irrevocable instruction and authority to CR Gas Investment and/or Anglo Chinese or their respective agent(s) to collect from the Company or the Registrar on my/our behalf the share certificate(s) in respect of H Shares due to be issued to me/us in accordance with, and against surrender of, the enclosed transfer receipt(s) and/or other document(s) of title (if any) (and/or any satisfactory indemnity or indemnities in respect thereof), which has/have been duly signed by me/us and to deliver the same to the Registrar and to authorise and instruct the Registrar to hold such share certificate(s) subject to the terms and conditions of the H Share Offer, as if it was/were share certificate(s) delivered to the Registrar together with this Form of Acceptance and Transfer;
 - where I/we have accepted the H Share Offer, my/our irrevocable instruction and authority to CR Gas Investment and/or Anglo Chinese or its agent(s) to send a cheque crossed not "Not negotiable – account payee only" drawn in my/our favour for the cash consideration to which I/we shall have become entitled under the terms of the H Share Offer by post at my/our risk to the person(s) and address stated below or, if no name(s) and/or address is/are stated below, to the first-named transferor at the address shown in the register of members of the Company:

(Insert below the name and address of the person to whom the cheque is to be sent if different from the registered shareholder or the first-named of the joint registered shareholders.)

Name: (in block capitals)

Address:
 - my/our irrevocable instruction and authority to CR Gas Investment and/or Anglo Chinese or such person or persons as either of them may direct for the purpose, on my/our behalf, to make and execute the contract note as required by Section 19(1) of the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) to be made and executed by me/us as the seller(s) of the H Shares to be sold by me/us under the H Share Offer and to cause the same to be stamped and to cause an endorsement to be made on this Form of Acceptance and Transfer in accordance with the provisions of that Ordinance;
 - my/our irrevocable instruction and authority to any director of CR Gas Investment and/or Anglo Chinese and such person or persons as either of them may direct to complete, amend and execute any document on my/our behalf including but without limitation to insert a date in this Form of Acceptance and Transfer and to duly complete this Form of Acceptance and Transfer in accordance with the section titled "How to complete this Form of Acceptance and Transfer" above or, if I/we or any other person shall have inserted a date, to delete such date and insert another date and to do any other act that may be necessary or expedient for the purpose of vesting in CR Gas Investment or such person or persons as it may direct my/our H Shares tendered for acceptance of the H Share Offer;
 - my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our H Share(s) tendered for acceptance under the H Share Offer to CR Gas Investment or such person or persons as it may direct free from all third party rights, liens, charges, equities and encumbrances and together with all rights attaching thereto as at the date of the Announcement or subsequently becoming attached to them, including the right to receive all dividends and distributions except the Special Dividend declared, made or paid on or after the date of the Announcement;
 - my/our agreement that, subject to the right to deduct from the amount payable to me/us the seller's ad valorem stamp duty, the settlement of the consideration to which I/we will be entitled under the H Share Offer will be implemented in full in accordance with the terms of the H Share Offer;
 - my/our agreement to ratify each and every act or thing done or effected by CR Gas Investment and/or Anglo Chinese or their respective agent(s) or such person or persons as it/they may direct on the exercise of any of the authorities contained herein; and
 - my/our appointment of any of CR Gas Investment and/or Anglo Chinese as my/our attorney in respect of all the H Shares to which this acceptance relates.
- In the event CR Gas Investment exercises its discretion to treat my/our acceptance as invalid in accordance with the terms of the H Share Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we authorise and request you to return to me/us my/our share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof), together with this Form of Acceptance and Transfer duly cancelled, by post at my/our risk to the person(s) and address stated above for the receipt of any cheque or, if no name and address is stated, to me or the first-named of us (in the case of joint registered shareholders) at the address shown in the register of members of the Company.

Note: Where you have sent one or more transfer receipt(s) and in the meantime the relevant share certificate(s) has/have been collected by CR Gas Investment and/or Anglo Chinese or their respective agent(s) from the Company or the Registrar on your behalf, you will be sent such share certificate(s) in lieu of the transfer receipt(s).
- I/We enclose the relevant H share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof) for the whole/part of my/our holding of H Shares which is/are to be held by you on the terms and condition of the H Share Offer. I/We understand that no acknowledgement of receipt of any Form of Acceptance and Transfer or any share certificate(s) and/or any other documents will be given.
- I/We hereby warrant and represent to you that, I am/we are the registered shareholder(s) of the number of H Shares specified in this Form of Acceptance and Transfer and I/ we have the full right, power and authority to sell and pass the title and ownership of such H Shares to CR Gas Investment by way of acceptance of the H Share Offer.
- I/We understand that acceptance of the H Share Offer by me/us will constitute a warranty by me/us to CR Gas Investment that the number of Share(s) specified in this Form of Acceptance and Transfer are fully paid and will be sold free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at the date hereof, including the right to receive in full all dividends and other distributions except the Special Dividend, if any, declared, made or paid on or after the date of the Announcement.
- I/We acknowledge that, save as expressly provided in the Composite Document and in this Form of Acceptance and Transfer, all the acceptance, instructions, authorities and undertakings hereby given shall be unconditional and irrevocable.
- I/We hereby warrant and represent to you that I am/we am/are not a resident of the United States (or acting on behalf of a resident of the United States).

CR Gas Investment reserves the right to treat as valid any acceptance of the H Share Offer which is not entirely in order or which is not accompanied by the relevant certificate(s) of H Shares and/or transfer receipt(s) and/or any other document(s) of title but, in such cases, the consideration due will not be despatched until the relevant certificate(s) of H Shares and/or transfer receipt(s) and/or any other document(s) of title (and/or a satisfactory indemnity or indemnities in respect thereof) or other required documentation has/have been received by CR Gas Investment or the Registrar and otherwise subject to the terms and conditions of the H Share Offer.

本接納及轉讓表格乃重要文件，請即處理。閣下對本接納及轉讓表格任何內容或應採取的行動如有任何疑問，應諮詢閣下的持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已售出或轉讓名下所有H股，應立即將本接納及轉讓表格連同隨附的綜合文件，送交買主或其他承讓人或銀行，或經手買賣或轉讓之銀行或持牌證券交易商或註冊證券機構或其他代理，以便轉交買主或承讓人。

向登記地址位於香港境外司法權區的人士提出H股收購建議，或會受到有關司法權區之法例禁止或影響。股東倘為香港境外司法權區的公民或居民或國民，應尋求、自行了解並遵守有關任何適用法例規定的適當法律意見。任何欲接納H股收購建議的人士，均有責任全面遵守有關司法權區關於接納H股收購建議的法例，包括取得任何可能需要的政府、外匯管制或其他同意，辦理其他所需手續或遵守法例規定，及支付有關司法權區徵收的任何轉讓款項或其他稅項。

H股收購建議受綜合文件載列的條件規限。本接納及轉讓表格應與綜合文件一併閱讀。

如何填寫本接納及轉讓表格

1. 如欲接納英高財務代表華潤燃氣投資收購閣下的H股收購建議，閣下務須填妥及簽署背頁的本接納及轉讓表格，並將整份接納及轉讓表格連同不少於閣下擬接納H股收購建議所涉及H股數目的有關H股股票及／或過戶收據及／或任何其他所有權文件(及／或任何就此所需的滿意彌償保證)，儘快郵寄或由專人送交過戶登記處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716號舖，封面須註明「鄭州燃氣H股收購建議」，惟無論如何不得遲於二零一零年九月二十四日香港時間下午四時正或華潤燃氣投資在收購守則准許情況下可能決定及公佈的較後時間及／或日期)交回過戶登記處。綜合文件附錄一的條文納入並構成本接納及轉讓表格其中部分。股東務請先閱讀綜合文件後始填寫本接納及轉讓表格。

2. 警告：股東另請注意，因接納H股收購建議而產生不足一港仙的金額將不予考慮，而任何應付現金款項將下調至最接近完整港仙金額。

3. 接納H股收購建議的程序

倘閣下欲接納H股收購建議，閣下須：

(a) 於註明「本接納涉及的H股總數」空格內填寫閣下擬接納H股收購建議涉及的H股總數；及

(b) 簽署本接納及轉讓表格並附上有關H股股票、過戶收據及／或任何其他所有權文件(及／或任何就此所需的滿意彌償保證)。

4. 倘閣下擬就閣下全部H股登記持股票量接納H股收購建議，則閣下無須填寫註明「本接納涉及的H股總數」之空格。警告：閣下務須簽署本接納及轉讓表格，並附上有關H股股票、過戶收據及／或任何其他所有權文件(及／或任何就此所需的滿意彌償保證)。

5. 倘閣下代表另一名人士以代理人或其他身分持有H股，務請閣下參閱綜合文件附錄一「接納程序」一節，尤其有關閣下應考慮的事宜。

6. 倘本接納及轉讓表格並無嚴格根據本接納及轉讓表格載列的指示填妥，則華潤燃氣投資保留視本接納及轉讓表格為有效的權利，惟其可視本接納及轉讓表格為根據閣下的意願填妥。

7. 警告：倘閣下並無於註明「本接納涉及的H股總數」空格內填寫與閣下接納有關的H股總數，則閣下將被視作就閣下全部H股登記持股票量接納H股收購建議。

8. 警告：倘閣下於註明「本接納涉及的H股總數」空格內填寫超出閣下H股登記持股票量的數額，則閣下將被視作就閣下全部H股登記持股票量接納H股收購建議。

H股收購建議的接納及轉讓表格

致：華潤燃氣投資及英高財務

1. 本人／吾等一經簽署本接納及轉讓表格(不論該接納及轉讓表格是否已註明日期)，本人／吾等的繼承人及受讓人將受此約束，並表示：

(a) 本人／吾等不可撤回地，按及受制於綜合文件及本接納及轉讓表格所載代價與有關條款及條件(包括「如何填寫本接納及轉讓表格」標題所載之條款及條件)，就本接納及轉讓表格所註明數目的H股，如未有填上數目或所填上的數額超出本人／吾等以持有人名義登記的數額，則就本人／吾等以持有人名義登記的全部有關H股接納綜合文件所述由英高財務代表華潤燃氣投資提出的H股收購建議；

(b) 本人／吾等不可撤回地指示及授權華潤燃氣投資及／或英高財務或彼等各自的代理，代表本人／吾等根據經本人／吾等正式簽署的隨附過戶收據及／或其他所有權文件(如有)(及／或任何就此所需滿意彌償保證)，憑此向貴公司或過戶登記處領取本人／吾等就H股應獲發的股票，並將有關股票送交過戶登記處，且授權及指示過戶登記處根據H股收購建議的條款及條件持有該等股票，猶如該等股票已連同本接納及轉讓表格一併送交過戶登記處；

(c) 倘本人／吾等已接納H股收購建議，本人／吾等不可撤回地指示及授權華潤燃氣投資及／或英高財務或其代理，就本人／吾等根據H股收購建議的條款應有權獲取的現金代價，以「不得轉讓—只准入抬頭人賬戶」方式向本人／吾等開出劃線支票，並按以下地址郵寄予以下人士，或如無填上姓名及地址，則按貴公司股東名冊所示地址，寄交名列首位之轉讓人。郵誤風險概由本人／吾等承擔：

(如收取支票人士的姓名及地址有別於登記股東或聯名登記股份名列首位人士者，則請在下欄填上該名人士的姓名及地址。)

姓名：(請用正楷填寫)

地址：

(d) 本人／吾等不可撤回地指示及授權華潤燃氣投資及／或英高財務或彼等可能就此指定一名或多名人士，代表本人／吾等根據香港法例第117章印花稅條例第19(1)條所規定訂立及簽署本人／吾等按照H股收購建議作為將由本人／吾等出售H股的賣方須予訂立及簽署之合約單據，並按該條例的規定繳付印花稅及安排在本接納表格上背書證明；

(e) 本人／吾等不可撤回地指示及授權華潤燃氣投資及／或英高財務的任何董事或彼等可能指定的一名或多名人士，代表本人／吾等填妥、修改及簽署任何文件，包括但不限於在本接納及轉讓表格上填上日期及根據上文「如何填寫本接納及轉讓表格」一節正式填妥本接納及轉讓表格，或如本人／吾等或任何其他人士已填上日期，則刪去該日期，並填上另一日期，以及作出任何其他必需或適當的行動，以將本人／吾等就接納H股收購建議提交之H股撥歸華潤燃氣投資或其可能指定的一名或多名人士；

(f) 本人／吾等承諾於必需或適當時簽署其他文件及作出其他行動及事項，以向華潤燃氣投資或其可能指定的一名或多名人士轉讓本人／吾等根據H股收購建議就接納提交的H股，而不附任何第三方權利、留置權、抵押、衡平權及產權負擔，並連同於公告日期或其後所附帶一切權利，包括收取於公告日期或之後宣派、作出或派付的所有股息及分派之權利；

(g) 本人／吾等同意，受自應付本人／吾等的金額中扣除賣方從價印花稅的權利規限下，本人／吾等根據H股收購建議有權收取的代價將根據H股收購建議之條款悉數支付；

(h) 本人／吾等同意追認華潤燃氣投資及／或英高財務或彼等各自代理或其／彼等可能指定的一名或多名人士，就行使本接納及轉讓表格所載任何權力而作出或進行的每項行動或事宜；及

(i) 本人／吾等就本接納有關的所有H股委任華潤燃氣投資及／或英高財務為本人／吾等的代表。

2. 倘根據H股收購建議的條款，華潤燃氣投資行使其酌情權視本人／吾等的接納為無效，則上文1段所載一切指示、授權及承諾將告終止，而在此情況下，本人／吾等授權並要求閣下將本人／吾等的股票及／或過戶收據及／或任何其他所有權文件(及／或任何就此所需的滿意彌償保證)，連同已正式註銷的本接納及轉讓表格一併寄回上述就接納任何支票所指明人士及地址，或如無填上姓名及地址，則按貴公司股東名冊所示地址以郵寄方式寄回本人或(如屬股份的聯名登記持有人)當中所列首位的股東，郵誤風險概由本人／吾等承擔。

附註：倘閣下交回一份或以上過戶收據，而同時華潤燃氣投資及／或英高財務或彼等各自的代理已代表閣下向貴公司或過戶登記處領取有關股票，則閣下將獲發股票而並非過戶收據。

3. 本人／吾等茲附上將由閣下根據H股收購建議的條款及條件持有，與本人／吾等所持全部／部分H股有關的H股股票及／或過戶收據及／或任何其他所有權文件(及／或任何就此所需的滿意彌償保證)。本人／吾等明白，將不會就收訖任何接納及轉讓表格或任何股票及／或任何其他文件獲發收據。

4. 本人／吾等謹此向閣下保證及聲明，本人／吾等為本接納及轉讓表格所註明數目H股的登記股東，而本人／吾等擁有全部權利、權力及授權，可藉接納H股收購建議之方式向華潤燃氣投資出售及轉讓該等H股的所有權及擁有權。

5. 本人／吾等明白，本人／吾等接納H股收購建議，將表示本人／吾等向華潤燃氣投資保證，本接納及轉讓表格所註明數目的股份已悉數繳足股款，於出售時將不附一切留置權、押記、產權負擔、優先購買權及任何性質之其他第三方權利，並連同於本接納及轉讓表格日期所附帶的所有權利，包括於公告日期或之後宣派、作出或派付的所有股息及其他分派(若有)。

6. 本人／吾等確認，除綜合文件及本接納及轉讓表格明確者外，謹此作出的所有接納、指示、授權及承諾將為無條件及不可撤回。

7. 本人／吾等謹此向閣下保證及聲明，本人／吾等並非美國居民或代表美國居民行事。

華潤燃氣投資保留視任何並不妥當或並無隨附有關H股股票及／或過戶收據及／或任何其他所有權文件的H股收購建議之接納為有效之權利，惟在該等情況下，應付代價將不會寄發，直至華潤燃氣投資或過戶登記處收訖有關H股股票及／或過戶收據及／或任何其他所有權文件(及／或就此所需的滿意彌償保證)或其他所需文件及遵守收購建議的條款及條件為止。

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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)
(在中華人民共和國註冊成立之股份有限公司)

(Stock code: 3928)

(股份代號: 3928)

FORM OF ACCEPTANCE AND TRANSFER OF DOMESTIC SHARES OF RMB1.0 EACH IN THE ISSUED SHARE CAPITAL OF ZHENGZHOU GAS COMPANY LIMITED

鄭州燃氣股份有限公司已發行股本中
每股面值人民幣1.0元的內資股的接納及轉讓表格

Zhengzhou Gas Company Limited
鄭州燃氣股份有限公司

352 Longhai Road West
Zhengzhou City
Henan Province
The People's Republic of China
中國河南省鄭州市
隴海西路352號

Note: Insert the total number of Domestic Shares for which the offer made by CR Gas Investment to acquire your Domestic Share(s) ("Domestic Share Offer") is accepted. If no number is inserted or a number in excess of your registered holding of Domestic Shares is inserted on this Form of Acceptance and Transfer and you have signed this Form of Acceptance and Transfer, you will be deemed to have accepted the Domestic Share Offer for your entire registered holding of Domestic Shares. Such acceptances will be counted towards fulfilling the acceptance conditions under Rule 30.2 of the Takeovers Code.

附註: 請填上接納華潤燃氣投資收購閣下內資股的收購建議(「內資股收購建議」)的內資股總數。如並無填上數目，或於本接納及轉讓表格所填數目超過閣下所持內資股登記持股票量，且閣下已簽署本接納及轉讓表格，則閣下將被視作已就閣下全部內資股登記持股票接納內資股收購建議。有關接納就達成收購守則第30.2條下的接納條件而言將會被計算在內。

**PLEASE
DO NOT
DATE**
請勿填寫日期

FOR THE CONSIDERATION stated below, the Transferor(s) named below hereby transfer(s) to the Transferee named below ordinary share(s) of RMB1.0 each in the issued share capital of ZHENGZHOU GAS COMPANY LIMITED ("Domestic Share(s)") specified below, upon and subject to the terms and conditions contained herein and in the accompanying Composite Document, and the Transferee hereby agrees to accept and hold the Domestic Share(s) subject to such terms and conditions.

下述轉讓人謹此根據本接納及轉讓表格及隨附綜合文件載列的條款及條件，按下列代價，將下文註明的鄭州燃氣股份有限公司已發行股本中每股面值人民幣1.0元之股份(「內資股」)轉讓予下述承讓人，而承讓人謹此同意遵照有關條款及條件，接納及持有內資股。

Total number of Domestic Share(s) to which this acceptance relates (<i>Note</i>) 本接納涉及的內資股總數(附註)	FIGURES 數目	WORDS 大寫
TRANSFEROR(S) name(s) and address(es) in full 轉讓人 全名及地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或用正楷填寫)	Family name(s) or company name(s) 姓氏或公司名稱	Other name(s) 名字
	Registered address(es) 登記地址	
		Telephone number 電話號碼
CONSIDERATION 代價	For each Domestic Share: RMB12.96 in cash 每一股內資股: 現金12.96元人民幣	
TRANSFEEE 承讓人	Name (名稱): China Resources Gas (China) Investment Limited 華潤燃氣(中國)投資有限公司 Correspondence address (通訊地址): 19/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong 香港灣仔港灣道26號華潤大廈19樓 Occupation (職業): Corporation (法人團體)	
SIGNED by the parties to this transfer, this _____ day of _____, 2010 轉讓雙方簽署日期: 二零一零年 _____ 月 _____ 日		

Signed by the Transferor(s) in the presence of:
轉讓人在下列見證人見證下簽署:

Name of Witness 見證人姓名 _____

Signature of Witness 見證人簽署 _____

Address 地址 _____

Occupation 職業 _____

ALL JOINT
HOLDERS
MUST
SIGN HERE
所有聯名
持有人均須於
本欄簽署

Signature(s) of Transferor(s)
轉讓人簽署

Do not complete 請勿填寫本欄

Signed by the Transferee in the presence of:
承讓人在下列見證人見證下簽署:

Name of Witness 見證人姓名 _____

Signature of Witness 見證人簽署 _____

Address 地址 _____

Occupation 職業 _____

For and on behalf of 代表
China Resources Gas (China) Investment Limited
華潤燃氣(中國)投資有限公司

Authorised Signatory
授權簽署

* For identification purpose only
* 僅供識別

PERSONAL DATA

Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance") came into effect in Hong Kong on 20 December 1996. This personal information collection statement informs you of the policies and practices of CR Gas Investment and Zhengzhou Gas in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

To accept the Domestic Share Offer for your Domestic Shares, you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed. It is important that you should inform CR Gas Investment and/or Zhengzhou Gas of any inaccuracies in the data supplied.

2. Purposes

The personal data which you provide on this Form of Acceptance and Transfer may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification of compliance with the terms and application procedures set out in this Form of Acceptance and Transfer and/or the Composite Document;
- registering transfers of the Domestic Shares out of your name;
- maintaining or updating the relevant register of holders of the Domestic Shares ("Shareholders");
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from CR Gas Investment and/or its subsidiaries or agents;
- compiling statistical information and shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements;
- any other purpose in connection with the business of CR Gas Investment; and

- any other incidental or associated purposes relating to the above and any other purposes to which the Shareholders may from time to time agree to or be informed of.

3. Transfer of personal data

The personal data provided in this Form of Acceptance and Transfer will be kept confidential but CR Gas Investment and/or Zhengzhou Gas may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- CR Gas Investment, its subsidiaries and/or agent(s);
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as their bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities;
- any other persons or institutions whom CR Gas Investment and/or Zhengzhou Gas considers to be necessary or desirable in the circumstances.

4. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether CR Gas Investment and/or Zhengzhou Gas hold your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, CR Gas Investment and Zhengzhou Gas have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to CR Gas Investment or Zhengzhou Gas (as the case may be).

BY SIGNING THIS FORM OF ACCEPTANCE AND TRANSFER, YOU AGREE TO ALL OF THE ABOVE.

個人資料

個人資料收集聲明

香港法例第486章個人資料(私隱)條例(「該條例」)的主要條文已於一九九六年十二月二十日在香港生效。本個人資料收集聲明旨在知會閣下有關華潤燃氣投資及鄭州燃氣有關個人資料及該條例的政策及慣例。

1. 收集閣下個人資料的原因

如就閣下的內資股接納內資股收購建議，閣下須提供所需的個人資料。倘閣下未能提供所需資料，則可能導致閣下的接納申請被拒或受到延誤。如所提供的資料不準確，閣下須即時知會華潤燃氣投資及／或鄭州燃氣。

2. 用途

閣下於本接納及轉讓表格提供的個人資料可能會以任何方式用作、持有及／或保存作下列用途：

- 處理閣下的接納申請及核實遵循本接納及轉讓表格及／或綜合文件載列的條款及申請程序；
- 登記轉讓閣下名下的內資股；
- 保存或更新有關內資股的股東(「股東」)名冊；
- 核實或協助核實簽署，及進行任何其他資料核實或交換；
- 自華潤燃氣投資及／或其附屬公司或代理人收取通訊；
- 編製統計資料及股東資料；
- 按法例、規定或規例(不論法定與否)作出披露；
- 披露有關資料以促進擁有權的申索；
- 有關華潤燃氣投資或過戶登記處業務的任何其他用途；及

- 有關上述任何其他附帶或關連用途及可能股東不時同意或知悉的用途。

3. 轉交個人資料

本接納及轉讓表格提供的個人資料將作為機密資料妥當保存，惟華潤燃氣投資及／或鄭州燃氣為達致上述任何用途，可能作出彼等認為必需的查詢，以確認個人資料的準確性，彼等尤其可能向、自或與下列任何及所有個人及實體披露、取得或轉交(不論在香港境內或境外)該等個人資料：

- 華潤燃氣投資、其附屬公司及／或代理；
- 任何監管或政府機關；
- 與閣下進行或擬進行交易的任何其他個人或機構，如彼等的銀行、律師、會計師、持牌證券交易商或註冊證券機構；
- 華潤燃氣投資及／或鄭州燃氣認為於有關情況下屬必需或適當的任何其他個人或機構。

4. 索取及更正個人資料

根據該條例的規定，閣下有權確認華潤燃氣投資及／或鄭州燃氣是否持有閣下的個人資料，並獲取該資料副本，以及更正任何錯誤資料。根據該條例的規定，華潤燃氣投資及鄭州燃氣有權就任何資料索取要求收取合理手續費。索取資料或更正資料或索取有關投資政策及慣例及所持資料類型資料的所有請求，須提交華潤燃氣投資或鄭州燃氣(視情況而定)。

閣下一經簽署本接納及轉讓表格即表示同意上述所有條款。

THIS FORM OF ACCEPTANCE AND TRANSFER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this Form of Acceptance and Transfer or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your Domestic Shares, you should at once hand this Form of Acceptance and Transfer and the accompanying Composite Document to the purchaser(s) or other transferee(s) to a bank, or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The making of the Domestic Share Offer to persons with a registered address in jurisdiction outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdictions. Shareholders who are citizens or residents or nationals of jurisdictions outside Hong Kong should obtain appropriate legal advice on, inform themselves about and observe any applicable legal requirements. It is the responsibility of each person who wishes to accept the Domestic Share Offer to satisfy himself, herself or itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities or legal requirements and the payment of any transfer or other taxes due in respect of such jurisdiction.

The Domestic Share Offer is subject to the conditions set out in the Composite Document. This Form of Acceptance and Transfer should be read in conjunction with the Composite Document.

HOW TO COMPLETE THIS FORM OF ACCEPTANCE AND TRANSFER

- To accept the Domestic Share Offer made by CR Gas Investment to acquire your Domestic Shares, you should complete and sign this Form of Acceptance and Transfer overleaf and forward this entire Form of Acceptance and Transfer in respect of **not less than the number of Domestic Shares in respect of which you intend to accept the Domestic Share Offer, by post or by hand marked "Zhengzhou Gas Domestic Share Offer"** on the envelope to the Company at 352 Longhai Road West, Zhengzhou City, Henan Province, The People's Republic of China, as soon as possible, but in any event so as to reach the Company by no later than 4:00 p.m. (Hong Kong time) on 24 September 2010 (or such later time and/or date as may decide and announce as permitted under the Takeovers Code). The provisions of Appendix I to the Composite Document are incorporated into and form part of this Form of Acceptance and Transfer. Shareholders are advised to read the Composite Document before completing this Form of Acceptance and Transfer.
- Warning:** Shareholders should also be aware that in accepting the Domestic Share Offer, any resulting fractions of a RMB cent will be disregarded and any cash amount payable will be rounded down to the nearest RMB cent.
- Procedure for accepting the Domestic Share Offer**
If you wish to accept the Domestic Share Offer, you should:
 - insert in the box titled "Total number of Domestic Shares to which this acceptance relates" the total number of Domestic Shares for which you wish to accept the Domestic Share Offer; and
 - sign the Form of Acceptance and Transfer.
- If you wish to accept the Domestic Share Offer in respect of your entire registered holding of Domestic Shares, you do NOT have to fill in the box titled "Total number of Domestic Shares to which this acceptance relates". Warning: You must sign the Form of Acceptance and Transfer.**
- If this Form of Acceptance and Transfer is not completed strictly in accordance with the instructions set out in this Form of Acceptance and Transfer, CR Gas Investment reserves the right to treat this Form of Acceptance and Transfer as valid to the extent that it may deem this Form of Acceptance and Transfer to have been completed in accordance with such instructions as may appear to CR Gas Investment to be your intentions.
- Warning:** If you do not insert the total number of Domestic Shares to which your acceptance relates in the box titled "Total number of Domestic Shares to which this acceptance relates", you will be deemed to have accepted the Domestic Share Offer in respect of your entire registered holding of Domestic Shares.
- Warning:** If you insert a number in excess of your registered holding of Domestic Shares in the box titled "Total number of Domestic Shares to which this acceptance relates", you will be deemed to have accepted the Domestic Share Offer in respect of your entire registered holding of Domestic Shares.

FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE DOMESTIC SHARE OFFER

To: **CR Gas Investment**

- My/Our execution of this Form of Acceptance and Transfer (whether or not such Form of Acceptance and Transfer is dated) shall be binding on my/our successors and assigns, and shall constitute:
 - my/our irrevocable acceptance of the Domestic Share Offer, made by CR Gas Investment, as contained in the Composite Document for the consideration and on and subject to the terms and conditions therein and herein mentioned (including the terms and conditions set out under the heading "How to complete this Form of Acceptance and Transfer"), in respect of the number of Domestic Shares specified in this Form of Acceptance and Transfer or, if no such number is specified, or a greater number is specified than I/we am/are registered as the holder(s) of, in respect of all such Domestic Shares of which I/we am/are registered as the holder(s);
 - where I/we have accepted the Domestic Share Offer, my/our irrevocable instruction and authority to CR Gas Investment or its agent(s) to send a cheque crossed not "not negotiable - account payee only" drawn in my/our favour for the cash consideration to which I/we shall have become entitled under the terms of the Domestic Share Offer by post at my/our risk to the person(s) and address stated below or, if no name(s) and/or address is/are stated below, to the first-named transferee at the address shown in the register of members of Zhengzhou Gas:

(Insert below the name and address of the person to whom the cheque is to be sent if different from the registered shareholder or the first-named of the joint registered shareholders.)

Name: (in block capitals)

Address:
 - my/our irrevocable instruction and authority to any director of CR Gas Investment and such person or persons as either of them may direct to complete, amend and execute any document on my/our behalf including but without limitation to insert a date in this Form of Acceptance and Transfer and to duly complete this Form of Acceptance and Transfer in accordance with the section titled "How to complete this Form of Acceptance and Transfer" above or, if I/we or any other person shall have inserted a date, to delete such date and insert another date and to do any other act that may be necessary or expedient for the purpose of vesting in CR Gas Investment or such person or persons as it may direct my/our Domestic Shares tendered for acceptance of the Domestic Share Offer;
 - my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our Domestic Share(s) tendered for acceptance under the Domestic Share Offer to CR Gas Investment or such person or persons as it may direct free from all third party rights, liens, charges, equities and encumbrances and together with all rights attaching thereto as at the date of the Announcement or subsequently becoming attached to them, including the right to receive all dividends and distributions except the Special Dividend declared, made or paid on or after the date of the Announcement;
 - my/our agreement that the settlement of the consideration to which I/we will be entitled under the Domestic Share Offer will be implemented in full in accordance with the terms of the Domestic Share Offer;
 - my/our agreement to ratify each and every act or thing done or effected by CR Gas Investment or their respective agent(s) or such person or persons as it/they may direct on the exercise of any of the authorities contained herein; and
 - my/our appointment of any of CR Gas Investment as my/our attorney in respect of all the Domestic Shares to which this acceptance relates.
 - In the event CR Gas Investment exercises its discretion to treat my/our acceptance as invalid in accordance with the terms of the Domestic Share Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we authorise and request you to return to me/us this Form of Acceptance and Transfer duly cancelled, by post at my/our risk to the person(s) and address stated above for the receipt of any cheque or, if no name and address is stated, to me or the first-named of us (in the case of joint registered shareholders) at the address shown in the register of members of Zhengzhou Gas.
 - I/We understand that no acknowledgement of receipt of any Form of Acceptance and Transfer and/or any other documents will be given.
 - I/We hereby warrant and represent to you that, I am/we are the registered shareholder(s) of the number of Domestic Shares specified in this Form of Acceptance and Transfer and I/we have the full right, power and authority to sell and pass the title and ownership of such Domestic Shares to CR Gas Investment by way of acceptance of the Domestic Share Offer.
 - I/We understand that acceptance of the Domestic Share Offer by me/us will constitute a warranty by me/us to CR Gas Investment that the number of Share(s) specified in this Form of Acceptance and Transfer are fully paid and will be sold free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at the date hereof, including the right to receive in full all dividends and other distributions except the Special Dividend, if any, declared, made or paid on or after the date of the Announcement.
 - I/We acknowledge that, save as expressly provided in the Composite Document and in this Form of Acceptance and Transfer, all the acceptance, instructions, authorities and undertakings hereby given shall be unconditional and irrevocable.
 - I/We hereby warrant and represent to you that I am/we am/are not a resident of the United States (or acting on behalf of a resident of the United States).
- CR Gas Investment reserves the right to treat as valid any acceptance of the Domestic Share Offer which is not entirely in order or which is not accompanied by the approvals from the relevant PRC authorities but, in such cases, the consideration due will not be despatched until the relevant approvals from PRC authorities or other required documentation has/have been received by CR Gas Investment or Zhengzhou Gas and otherwise subject to the terms and conditions of the Domestic Share Offer.

本接納及轉讓表格乃重要文件，請即處理。閣下對本接納及轉讓表格任何內容或應採取的行動如有任何疑問，應諮詢閣下的持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已售出或轉讓名下所有內資股，應立即將本接納及轉讓表格連同隨附綜合文件，送交買主或其他承讓人或銀行，或經手買賣或轉讓之持牌證券交易商或註冊證券機構或其他代理，以便轉交買主或承讓人。

向登記地址位於香港境外司法權區的人士提出內資股收購建議，或會受到有關司法權區的法例禁止或影響。股東倘為香港境外司法權區的公民或居民或國民，應尋求、自行了解並遵守有關任何適用法例規定的適當法律意見。任何欲接納內資股收購建議的每名人士，均有責任全面遵守有關司法權區關於接納內資股收購建議的法例，包括取得任何可能需要的政府、外匯管制或其他同意，辦理其他所需手續或遵守法例規定，及支付有關司法權區徵收的任何轉讓款項或其他稅項。

內資股收購建議受綜合文件載列的條件規限。本接納及轉讓表格應與綜合文件一併閱讀。

如何填寫本接納及轉讓表格

- 如欲接納華潤燃氣投資收購閣下之內資股提出之內資股收購建議，閣下務須填妥及簽署背頁的本接納及轉讓表格，並將整份接納及轉讓表格連同不少於閣下擬接納內資股收購建議所涉及內資股數目的整份接納及轉讓表格，儘快郵寄或由專人送交本公司，地址為中國河南省鄭州市隴海西路352號，封面須註明「鄭州燃氣內資股收購建議」，惟無論如何不得遲於二零一零年九月二十四日香港時間下午四時正或華潤燃氣投資在收購守則准許情況下可能決定及公佈的較後時間及/或日期)交回本公司。綜合文件附錄一的條文納入並構成本接納及轉讓表格其中部分。股東務請先閱讀綜合文件後始填寫本接納及轉讓表格。
- 警告：**股東另請注意，因接納內資股收購建議產生不足一人民幣分金額將不予考慮，而任何應付現金款項將下調至最接近完整人民幣分金額。
- 接納內資股收購建議的程序**
倘閣下欲接納內資股收購建議，閣下須：
 - 於註明「本接納涉及的內資股總數」空格內填寫閣下擬接納內資股收購建議涉及的內資股總數；及
 - 簽署接納及轉讓表格。
- 倘閣下擬就閣下全部內資股登記持股量接納內資股收購建議，則閣下無須填寫註明「本接納涉及的內資股總數」的空格。**警告：**閣下務須簽署接納及轉讓表格。
- 倘本接納及轉讓表格並無嚴格根據本接納及轉讓表格載列的指示填妥，則華潤燃氣投資保留視本接納及轉讓表格為有效的權利，惟其可視本接納及轉讓表格為根據閣下的意願填妥。
- 警告：**倘閣下並無於註明「本接納涉及的內資股總數」空格內填寫與閣下接納有關的內資股總數，則閣下將被視作就閣下全部內資股登記持股量接納內資股收購建議。
- 警告：**倘閣下於註明「本接納涉及之內資股總數」空格內填寫超出閣下內資股登記持股量的數額，則閣下將被視作就閣下全部內資股登記持股量接納內資股收購建議。

內資股收購建議的接納及轉讓表格

致：華潤燃氣投資

- 本人/吾等一經簽署本接納及轉讓表格(不論該接納及轉讓表格是否已註明日期)，本人/吾等的繼承人及受讓人將受此約束，並表示：
 - 本人/吾等不可撤回地，按及受制於綜合文件及本接納及轉讓表格所載代價與有關條款及條件(包括「如何填寫本接納及轉讓表格」標題所載的條款/條件)，就本接納及轉讓表格所註明數目的內資股，如未有填上數目或所填上的數額超出本人/吾等以持有人名義登記的數額，則就本人/吾等以持有名義登記的全部有關內資股接納綜合文件所述由華潤燃氣投資提出的內資股收購建議；
 - 倘本人/吾等已接納內資股收購建議，本人/吾等不可撤回地指示及授權華潤燃氣投資或其代理，就本人/吾等根據內資股收購建議的條款應有權獲取的現金代價，以「不得轉讓或只准入抬頭人賬戶」方式向本人/吾等開出劃線支票，並按以下地址郵寄予以下人士，或如無填上姓名及地址，則按鄭州燃氣股東名冊所示地址，寄交名列首位之轉讓人，郵誤風險概由本人/吾等承擔：
(如收取支票人士的姓名及地址有別於登記股東或聯名登記股份名列首位人士者，則請在下欄填上該名人士的姓名及地址。)

姓名：(請用正楷填寫)

地址：

 - 本人/吾等不可撤回地指示及授權華潤燃氣投資的任何董事或彼等可能指定的一名或多名人士，代表本人/吾等填妥、修改及簽署任何文件，包括但不限於在本接納及轉讓表格上填上日期及根據上文「如何填寫本接納及轉讓表格」一節正式填妥本接納及轉讓表格，或如本人/吾等或任何其他人士已填上日期，則刪去該日期，並填上另一日期，以及作出任何其他必需或適當之行動，以將本人/吾等就接納內資股收購建議提交的內資股撥歸華潤燃氣投資或其可能指定的一名或多名人士；
 - 本人/吾等承諾於必需或適當時簽署其他文件及作出其他行動及事項，以向華潤燃氣投資或其可能指定的一名或多名人士轉讓本人/吾等根據內資股收購建議就接納提交的內資股，而不附任何第三方權利、留置權、抵押、平衡權及產權負擔，並連同於公告日期或其後所附帶一切權利，包括收取於公告日期或之後宣派、作出或派付的所有股息及分派之權利；
 - 本人/吾等同意，本人/吾等根據內資股收購建議有權收取的代價將根據內資股收購建議的條款悉數支付；
 - 本人/吾等同意追認華潤燃氣投資或彼等各自代理或其/彼等可能指定的一名或多名人士，就行使本接納及轉讓表格所載任何權力而作出或進行的每項行動或事宜；及
 - 本人/吾等就本接納有關的所有內資股委任華潤燃氣投資為本人/吾等的代表。
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