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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)



華潤燃氣(集團)有限公司

China Resources Gas (Holdings) Limited

(Incorporated in Hong Kong with limited liability with company number 1044680)

ANNOUNCEMENT

Reference is made to the Relevant Announcements relating to the Potential Cooperation between the Zhengzhou Party and CRGH.

The Board would like to announce that CRGCI, a wholly-owned subsidiary of the Company, has taken the place of CRGH in the negotiation of the Potential Cooperation with the Zhengzhou Party, and that the parties are in the process of finalizing the relevant definitive agreements relating to the Potential Cooperation. It is expected that once such agreements become legally binding, it may result in a general offer obligation on the part of the JV and/or CRGCI in respect of the shares in Zhengzhou Gas pursuant to the Takeovers Code and may constitute notifiable and connected transactions of the Company pursuant to the Listing Rules. An announcement will be made by the Company in compliance with the Takeovers Code and the Listing Rules as soon as practicable following the finalization and execution of such agreements.

Trading in shares of the Company on the Stock Exchange has been suspended at the request of the Company since 9:48 a.m. on 27 October 2009 and it is expected the suspension will remain until the release of the aforesaid announcement in relation to the Potential Cooperation.

This announcement is made pursuant to Rule 3.8 of The Code on Takeovers and Mergers (the “**Takeovers Code**”) and Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcement of China Resources Gas (Holdings) Limited (“**CRGH**”) dated 21 July 2009 and the announcements of Zhengzhou Gas Company Limited (stock code: 3928) (“**Zhengzhou Gas**”) dated 9 October 2009, 10 September 2009, 11 August 2009, 6 August 2009 and 9 July 2009, respectively, (together the “**Relevant Announcements**”) all relating to the potential cooperation (the “**Potential Cooperation**”) between:

- (1) the State-owned Assets Supervision and Administration Commission of Zhengzhou Municipality (鄭州市國有資產監督管理委員會) (“**Zhengzhou SASAC**”) and/or Zhengzhou Gas Group Co. Ltd., which is wholly-owned by Zhengzhou SASAC and the controlling shareholder of Zhengzhou Gas (together the “**Zhengzhou Party**”); and
- (2) China Resources Gas (Holdings) Limited (華潤燃氣(集團)有限公司) (“**CRGH**”), a non-listed wholly-owned subsidiary of China Resources (Holdings) Company Limited (華潤(集團)有限公司), the controlling shareholder of China Resources Gas Group Limited (the “**Company**”).

The respective boards of directors of the Company and CRGH would like to announce that China Resources Gas (China) Investment Limited (華潤燃氣(中國)投資有限公司) (“**CRGCI**”), a wholly-owned subsidiary of the Company, has taken the place of CRGH in the negotiation of the Potential Cooperation with the Zhengzhou Party.

POSSIBLE OFFER

As the Potential Cooperation may involve, among others, the transfer of 43.18% of the total issued share capital of Zhengzhou Gas by the Zhengzhou Party to a joint venture (the “**JV**”) which is intended to be established and held as to 80% by CRGCI and as to 20% by Zhengzhou SASAC, the Potential Cooperation, if fully implemented, may result in a general offer obligation on the part of the JV and/or CRGCI in respect of the shares in Zhengzhou Gas (other than those already held or agreed to be acquired by the JV or its concert parties) pursuant to the Takeovers Code.

As at the date of this announcement, the issued share capital of the Company comprises 1,414,416,710 shares of par value HK\$0.10 each and the issued share capital of CRGCI comprises 1 share of par value HK\$1.00 each.

STATUS

The respective boards of directors of the Company and CRGH would like to further announce that CRGCI and the Zhengzhou Party are in the process of finalizing the relevant definitive agreements relating to the Potential Cooperation. It is expected that once such agreements become legally binding, it may constitute notifiable and connected transactions of the Company under Chapter 14 and Chapter 14A of the Listing Rules. An announcement will be made by the Company in compliance with the Takeovers Code and the Listing Rules as soon as practicable following the finalization and execution of such agreements.

Trading in shares of the Company on the Stock Exchange has been suspended at the request of the Company since 9:48 a.m. on 27 October 2009 and it is expected that the suspension will remain until the release of the aforesaid announcement in relation to the Potential Cooperation.

DISCLOSURE OF DEALINGS

The board of directors of each of the Company and CRGH wish to remind its associates to disclose their dealings in any securities of Zhengzhou Gas under Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million. This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive (as defined in the Takeovers Code) in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive (as defined in the Takeovers Code) with relevant information as to those dealings, including identities of clients, as part of that co-operation.

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
China Resources Gas (Holdings) Limited
WANG Yan
Director

Hong Kong, 6 November 2009

Made by the order of the respective boards of directors of the Company and CRGH. The respective directors of the Company and CRGH jointly and severally accept full responsibility for the accuracy of the information in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed this announcement 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 herein misleading.

As at the date of this announcement, the directors of the Company are Mr. Ma Guoan, Mr. Wang Chuandong and Mr. Ong Thiam Kin, being Executive Directors; Mr. Li Fuzuo, Mr. Du Wenmin and Mr. Wei Bin, being Non-executive Directors; and Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Dr. Yang Chonghe, Howard, being Independent Non-executive Directors.

As at the date of this announcement, the directors of CRGH are Mr. Ma Guoan, Mr. Wang Chuandong and Mr. Wang Yan.