

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*



鄭州華潤燃氣股份有限公司

Zhengzhou China Resources Gas Co., Ltd.\*

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 3928)**

## **ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

The board of directors (the “**Board**”) of Zhengzhou China Resources Gas Co., Ltd.\* (the “**Company**”) announces that the Independent Board Committee comprising all the independent non-executive directors of the Company (being Mr. Yu Jingsong, Mr. Zhang Jianqing, Ms. Wang Xiuli and Mr. Wong Ping) and Mr. Liu Jianwen, a non-executive director, has been established to advise and make recommendations to the Independent Shareholders in respect of the Offers. The Board further announces that, pursuant to Rule 2.1 of the Takeovers Code, with the approval of the Independent Board Committee, First Shanghai Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offers.

Reference is made to the joint announcement dated 19 October 2011 (the “**Announcement**”) issued by China Resources Gas Group Limited (stock code: 1193) (“**CR Gas**”) and the Company regarding the proposed privatisation and withdrawal of listing of the H Shares of the Company. Capitalised terms used in this announcement have the same meaning as those defined in the Announcement unless expressly defined herein.

### *Establishment of Independent Board Committee*

The Independent Board Committee of the Company (the “**Independent Board Committee**”), comprising all the independent non-executive directors of the Company (being Mr. Yu Jingsong, Mr. Zhang Jianqing, Ms. Wang Xiuli and Mr. Wong Ping) and Mr. Liu Jianwen, a non-executive director of the Company, who all have no direct or indirect interest in the Offers, has been established to advise and make recommendations to the independent shareholders of the Company (the

“**Independent Shareholders**”) in respect of the Offers. Having consulted the Executive, the Board has decided that the other non-executive directors of the Company (being Mr. Zhang Wushan, Mr. Li Yantong and Mr. Ding Ping) have direct or indirect interest in the Offers and therefore they have not been appointed as members of the Independent Board Committee. Mr. Zhang Wushan was a member of the party committee and the standing deputy general manager of 鄭州華潤燃氣有限公司 (“**ZCRG**”), a controlling shareholder of the Company and an indirect subsidiary of CR Gas, from December 2009 to April 2011. Mr. Ding Ping was a member of the party committee and the chairman of the labour union of ZCRG from December 2009 to April 2011. Mr. Li Yantong is currently the chairman of 南陽鄭燃燃氣有限公司 (Nanyang Zhengran Natural Gas Co., Ltd.\*), a subsidiary of ZCRG, and has been a member of the party committee and a director of ZCRG from December 2009 to June 2011.

#### *Appointment of Independent Financial Adviser*

Pursuant to Rule 2.1 of the Takeovers Code, First Shanghai Capital Limited has been appointed with the approval of the Independent Board Committee as the independent financial adviser (the “**Independent Financial Adviser**”) to advise the Independent Board Committee in respect of the Proposal. The advice of the Independent Financial Adviser will be included in the composite document to be issued jointly by CR Gas and the Company in connection with the Proposal which will be despatched to the shareholders of the Company in due course.

Zhengzhou, the PRC  
27 October 2011

By Order of the Board  
**Zhengzhou China Resources Gas Co., Ltd.\***  
**Yan Guoqi**  
*Chairman*

*As at the date of this joint announcement, the Board comprises three executive Directors, namely, Mr. Yan Guoqi, Mr. Yang Changyi and Mr. Li Hongwei, four non-executive Directors, namely, Mr. Zhang Wushan, Mr. Li Yantong, 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 directors of the Company jointly and severally accept fully responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts, the omission of which would make any statement in this announcement misleading.*

\* *For identification purposes only*