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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)

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION TO BE EFFECTIVE UPON DE-LISTING

The Board proposes to amend the Articles of Association. Such proposal is subject to the approval of the shareholders of the Company by way of special resolution at the Extraordinary General Meeting to be held on 9 January 2012.

The Proposed Amendments, if approved, will not come into effect until, among other things, the Stock Exchange withdraws the listing of the Company's H shares from the Stock Exchange.

The Composite Document containing, among other thing, details of the Proposed Amendments together with the notice of the Extraordinary General Meeting, the proxy form and the reply slip, is being despatched to shareholders on the same date as this announcement.

The Board announces that, further to the proposed privatisation of the Company by CR Gas, the Board proposes to make certain Proposed Amendments to the Articles of Association to reflect the non-listed status of the Company. The Proposed Amendments, if approved, will come into effect on the day that both of the following conditions are satisfied (i) the Stock Exchange withdrawing the listing of the H shares of the Company from the Stock Exchange; and (ii) issue by any relevant authority in the PRC of any approval, endorsement or registration required to make the specified amendments of the Articles of Association.

The Proposed Amendments are set out in Part B of Appendix IV to the Composite Document. A special resolution will be put to shareholders of the Company to approve the Proposed Amendments at the Extraordinary General Meeting. For further

details of the Proposed Amendments, the Extraordinary General Meeting and the resolutions to be put to the Extraordinary General Meeting, please refer to the Composite Document and the notice of Extraordinary General Meeting appended thereto.

In this announcement:

- “Articles of Association” means the articles of association of the Company;
- “Board” means the board of directors of the Company;
- “Company” means Zhengzhou China Resources Gas Co., Ltd.*;
- “Composite Document” means the composite offer and response document, dated on the same date as this announcement, issued by CR Gas and the Company in relation to, among other things, the proposed privatisation of the Company by CR Gas;
- “CR Gas” means China Resources Gas Group Limited;
- “Extraordinary General Meeting” means the extraordinary general meeting of shareholders of ZZ Gas to be held to consider and vote on, among other matters, the withdrawal of the listing of the H shares of the Company from the Stock Exchange and the Proposed Amendments;
- “PRC” means the People’s Republic of China, excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan;
- “Proposed Amendments” means the proposed amendments to the Articles of Association, as set out in Part B of Appendix IV to the Composite Document; and
- “Stock Exchange” means The Stock Exchange of Hong Kong Limited.

Zhengzhou, the PRC, 23 November, 2011

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

As at the date of this announcement, the board of directors of the Company 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.

This announcement, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and is not misleading; there are no other matters the omission of which would make any statement in this announcement misleading; and all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

** For identification purposes only*