

## **Monthly Return of Equity Issuer on Movements in Securities**

| For the month ended (dd/mm/yyyy): 31/12/2011 |            |          |           |                                  |   |   |
|--|------------|----------|-----------|----------------------------------|---|---|
| To: Hong Kong Exchanges and Clearing Limited |            |          |           |                                  |   |   |
| Name of Issuer                               | Zhengzhe   | ou China | Resources | Gas Company                      | Limited   |   |
| Date Submitted                               | 3 January  | y 2012   |           |                                  |   |   |
| I. Movements in Authorised Sh                | are Capita | al       |           |                                  |   |   |
| 1. Ordinary Shares                           |            |          |           |                                  |   | _ |
| (1) Stock code : <u>3928</u>                 | Descrip    | tion:    | H Shares  |                                  |   |   |
|  |            | No. of o |           | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |   |
| Balance at close of preceding n              | nonth      | 55,06    | 6,000     | <b>RMB1.0</b>                    | RMB55,066,000                                   |   |
| Increase/(decrease)                          |            | (        | )         |                                  | 0   |   |
| Balance at close of the month                |            | 55,06    | 6,000     | RMB1.0                           | RMB55,066,000                                   |   |
| (2) Stock code :                             | _Descrip   | tion:    |           |                                  |   |   |
|  |            | No. of o |           | Par value<br>(State<br>currency) | Authorised share capital (State currency)       |   |
| Balance at close of preceding n              | nonth      |          |           |                                  |   |   |
| Increase/(decrease)                          |            |          |           |                                  |   |   |
| Balance at close of the month                |            |          |           |                                  |   |   |

| Stock code :Des                                  | cription:                      |                                  |   |
|--|--------------------------------|----------------------------------|---|
|  | No. of preference shares       | Par value<br>(State<br>currency) | Authorised share capital (State currency)       |
| Balance at close of preceding month              |                                |                                  |   |
| Increase/(decrease)                              |                                |                                  |   |
| Balance at close of the month                    |                                |                                  |   |
|  |                                |                                  |   |
| 3. Other Classes of Shares                       |                                |                                  |   |
|  | cription: Domestic             | Shares                           |   |
| 3. Other Classes of Shares  Stock code: 3928 Des | No. of other classes of shares | Par value (State currency)       | Authorised share<br>capital<br>(State currency) |
|  | No. of other                   | Par value (State                 | capital   |
| Stock code: 3928 Des                             | No. of other classes of shares | Par value<br>(State<br>currency) | capital<br>(State currency)                     |

## II. Movements in Issued Share Capital

|                                       | No. of ordir | nary shares | No of preference | No. of other classes |
|---------------------------------------|--------------|-------------|------------------|----------------------|
| -                                     | (1)          | (2)         | shares           | of shares            |
| Balance at close of preceding month   | 55,066,000   |             |                  | 70,084,000           |
| Increase/ (decrease) during the month | 0            |             |                  | 0                    |
| Balance at close of the month         | 55,066,000   |             | _                | 70,084,000           |

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Share Options (under               | Share Option  | Schemes of the      | issuei)                                   |                        |                            |  |
|------------------------------------|---------------|---------------------|---|------------------------|----------------------------|--|
| Particulars of share option scheme |               |                     | No. of new shares of issuer issued during | ng issuer which may be |                            |  |
| including EGM                      |               |                     |   |                        | the month pursuant thereto | issued pursuant thereto as at close of the month |
| approval date (dd/mm/yyyy) and -   |               | Movement duri       | ng the month                              |                        | tnereto                    | as at close of the month                         |
| class of shares                    |               |                     |   |                        |                            |  |
| issuable                           | Granted       | Exercised           | Cancelled                                 | Lapsed                 |                            |  |
| 1.                                 | Granted       | Excreised           | Cancened                                  | Lapsed                 |                            |  |
| 1.                                 |               |                     |   |                        |                            |  |
|                                    |               |                     |   |                        |                            |  |
|                                    |               |                     |   |                        |                            |  |
| ( / / )                            |               |                     |   |                        |                            |  |
| shares                             |               |                     |   |                        |                            |  |
| ( <i>Note 1</i> )                  |               |                     |   |                        |                            |  |
|                                    |               |                     |   |                        |                            |  |
| 2.                                 |               |                     |   |                        |                            |  |
|                                    |               |                     |   |                        |                            |  |
|                                    |               |                     |   |                        |                            |  |
|                                    |               |                     |   |                        |                            |  |
| ( / / )                            |               |                     |   |                        |                            |  |
| shares                             |               |                     |   |                        |                            |  |
| (Note 1)                           |               |                     |   |                        |                            |  |
| 3.                                 |               |                     |   |                        |                            |  |
| <u> </u>                           |               |                     |   |                        |                            |  |
|                                    |               |                     |   |                        |                            |  |
|                                    |               |                     |   |                        |                            |  |
| ( / / )                            |               |                     |   |                        |                            |  |
| shares                             |               |                     |   |                        |                            |  |
| (Note 1)                           |               |                     |   |                        |                            |  |
| (=,,,,,                            |               | To                  | otal A. (Ordin                            | arv shares)            |                            |  |
|                                    |               |                     |   | nce shares)            |                            |  |
|                                    |               |                     |   | Other class)           |                            |  |
| Total funds raised dur             | ing the month | from exercise o     |   | /                      |                            |  |
| options (State currence            |               | . 110111 CACICISE O | -   |                        |                            |  |
| `                                  | • -           |                     |   |                        |                            |  |

| Description of warrants (Date of expiry - dd/mm/yyyy)  1.   | Currency of Nominal va<br>nominal close o<br>value preceding n | of during the | Nominal value<br>at close of the<br>month    | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|--|---------------|--|--|--|
|   | <del>.</del><br>-  |               |  |  |  |
| ( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date |  |               |  |  |  |
| (if applicable) (dd/mm/yyyy)  2.  | ( / / )  |               |  |  |  |
| ( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price                   |  |               |  |  |  |
| EGM approval date (if applicable) (dd/mm/yyyy) 3.   | ( / / )  |               |  |  |  |
|   | -<br>  |               |  |  |  |
| ( / / ) Stock code (if listed) Class of shares issuable (Note 1)                                      |  |               |  |  |  |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.                                  | ( / / )  |               |  |  |  |
| <del>T.</del>   | -<br>-   |               |  |  |  |
| ( / / ) Stock code (if listed) Class of shares issuable (Note 1)                                      |  |               |  |  |  |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy)                                     | ( / / )  |               |  |  |  |
|   |  | (Prefere      | nary shares)<br>ence shares)<br>Other class) |  | -<br>-   |

| Convertibles (i.e. Convertible i                     | nto Shares of the I            | ssuer which are to                 | be Listed)                 |                              |  |  |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|--|
| Class and description 1.                             | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|  | <u> </u>                       |                                    |                            |                              |  |  |
|  | _                              |                                    |                            |                              |  |  |
| Stock code (if listed) Class of shares               |                                |                                    |                            |                              |  |  |
| issuable (Note 1)                                    |                                |                                    |                            |                              |  |  |
| Subscription price EGM approval date (if applicable) |                                |                                    |                            |                              |  |  |
| (dd/mm/yyyy))  | ( / / )                        |                                    |                            |                              |  |  |
| 2.   |                                |                                    |                            |                              |  |  |
|  |                                |                                    |                            |                              |  |  |
| Stock and (if listed)                                |                                |                                    |                            |                              |  |  |
| Stock code (if listed)<br>Class of shares            |                                |                                    |                            |                              |  |  |
| issuable (Note 1)                                    |                                |                                    |                            |                              |  |  |
| Subscription price EGM approval date                 |                                |                                    |                            |                              |  |  |
| (if applicable)<br>(dd/mm/yyyy)                      | ( / / )                        |                                    |                            |                              |  |  |
| 3.   | ( / / )                        |                                    |                            |                              |  |  |
|  |                                |                                    |                            |                              |  |  |
|  |                                |                                    |                            |                              |  |  |
| Stock code (if listed)                               |                                |                                    |                            |                              |  |  |
| Class of shares issuable ( <i>Note 1</i> )           |                                |                                    |                            |                              |  |  |
| Subscription price                                   |                                |                                    |                            |                              |  |  |
| EGM approval date (if applicable)                    |                                |                                    |                            |                              |  |  |
| (dd/mm/yyyy)   | ( / / )                        |                                    |                            |                              |  |  |
| 4.   | <u> </u>                       |                                    |                            |                              |  |  |
|  |                                |                                    |                            |                              |  |  |
|  | <del></del>                    |                                    |                            |                              |  |  |
| Stock code (if listed)<br>Class of shares            |                                |                                    |                            |                              |  |  |
| issuable (Note 1)                                    |                                |                                    |                            |                              |  |  |
| Subscription price EGM approval date                 |                                |                                    |                            |                              |  |  |
| (if applicable)                                      |                                |                                    |                            |                              |  |  |
| (dd/mm/yyyy)   | ( / / )                        |                                    | Total C. (Ordir            | nary shares)                 |  |  |
|  |                                |                                    | (Prefere                   | ence shares)                 |  | -<br>-   |
|  |                                |                                    | (0                         | Other class)                 |  | =  |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1   |  |   |
|   |  |   |
|   | ]  |   |
| ( / / )   | ]  |   |
| shares (Note 1)   |  |   |
|   |  |   |
| 2.  |  |   |
|   |  |   |
|   | 1  |   |
|   |  |   |
| shares (Note 1)   |  |   |
|   |  | -   |
| 3.  |  |   |
|   |  |   |
|   |  |   |
| ( / / )   |  |   |
| shares (Note 1)   |  |   |
|   |  |   |
| Total D. (Ordinary shares)  |  |   |
| (Preference shares)   |  |   |
| (Other class)   |  |   |
|   |  |   |

| of issuer issued shares of during the month issuer which pursuant thereto may be issued pursuant thereto as at   | Oth | ner Movements in Iss | ued Share C | Capital        |   |       |   | XX               |   |
|--|-----|----------------------|-------------|----------------|---|-------|---|------------------|---|
| Class of shares issuable   |     | Type of Issue        |             |                |   |       |   | during the month | issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the |
| Class of shares issuable   Class of shares iss |     | 1350 01 15500        |             |                |   |       |   |                  |   |
| At price : currency  |     |                      |             |                |   |       | _ |                  |   |
| Class of shares issuable (Note 1)  2. Open offer At price: State currency    Ssua and allotment ( / / ) date: (dd/mm/yyyy)  EGM approval date: ( / / )  Class of shares issuable ( / / )  (dd/mm/yyyy)  EGM approval date: ( / / )  EGM approval date: ( / / )  Class of shares issuable ( / / )  date: (dd/mm/yyyy)  EGM approval date: ( / / )  Class of shares issuable ( / / )  EGM approval date: ( / / )  Class of shares issuable ( / / )  EGM approval date: ( / / )   | 1.  | Rights issue         | At price :  |                |   | ( / / | ) |                  |   |
| 2. Open offer  At price: State currency  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)  Class of shares issuable (Note I)  3. Placing  At price: State currency  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)  Class of shares issuable (// / )  (dd/mm/yyyy)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (// )  Issue and allotment date: (// )  |     |                      |             |                | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |                  |   |
| 2. Open offer  At price: State currency  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)  Class of shares issuable (Note I)  3. Placing  At price: State currency  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)  Class of shares issuable (// / )  (dd/mm/yyyy)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (// )  Issue and allotment date: (// )  |     |                      |             |                |   |       |   |                  |   |
| 2. Open oner  At price: currency  date: (dd/mm/yyyy)  EGM approval date: (/ / / )  (dd/mm/yyyy)  3. Placing  At price: State   |     |                      |             |                |   |       |   |                  |   |
| Class of shares issuable (Note 1)  3. Placing  At price: State currency  Issue and allotment ( / / )  EGM approval date: ( / / )  ( dd/mm/yyyy)  EGM approval date: ( / / )  Class of shares issuable ( / / )  EGM approval date: ( / / )  Issue and allotment ( / / )  EGM approval date: ( / / )   | 2.  | Open offer           | At price :  |                |   | ( / / | ) |                  |   |
| 3. Placing  At price: State currency  Issue and allotment ( / / )  EGM approval date: (dd/mm/yyyy)  Class of shares issuable ( / / )  (Note 1)  Class of shares issuable ( / / )  Issue and allotment ( / / )  EGM approval date: (dd/mm/yyyy)  EGM approval date: ( / / )   |     |                      |             |                |   | ( / / | ) |                  |   |
| 3. Placing  At price: State currency  Issue and allotment ( / / )  EGM approval date: (dd/mm/yyyy)  Class of shares issuable ( / / )  (Note 1)  Class of shares issuable ( / / )  Issue and allotment ( / / )  EGM approval date: (dd/mm/yyyy)  EGM approval date: ( / / )   |     |                      |             |                |   |       |   |                  |   |
| Class of shares issuable (///)  (Note 1)  Issue and allotment (///) date: (dd/mm/yyyy)  EGM approval date: (///)   |     |                      |             |                |   |       | _ |                  |   |
| Class of shares issuable   | 3.  | Placing              | At price :  | State currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |                  |   |
| 4. Bonus issue  Issue and allotment ( / / ) date : (dd/mm/yyyy)  EGM approval date:  |     |                      |             |                |   | ( / / | ) |                  |   |
| 4. Bonus issue  Issue and allotment ( / / ) date : (dd/mm/yyyy)  EGM approval date:  |     |                      |             |                |   |       |   |                  |   |
| 4. Bonus issue date : (dd/mm/yyyy)  EGM approval date: ( / / )   |     |                      |             |                |   |       | _ |                  |   |
| Bow approvar auto.   | 4.  | Bonus issue          |             |                |   | ( / / | ) |                  |   |
|  |     |                      |             |                | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |                  |   |
|  |     |                      |             |                |   |       |   |                  |   |
|  |     |                      |             |                |   |       |   |                  |   |

|    | Two of Laws           |                  |   |     |     | No. of new shares<br>of issuer issued<br>during the month<br>pursuant thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|-----------------------|------------------|---|-----|-----|---|---|
|    | Type of Issue         |                  |   |     |     |   | month   |
|    |                       |                  | Class of shares issuable (Note 1)             |     |     |   |   |
| 5. | Scrip dividend A      | State currency — | Issue and allotment date : (dd/mm/yyyy)       | ( / | / ) |   |   |
|    |                       |                  | EGM approval date: (dd/mm/yyyy)               | ( / | / ) |   |   |
|    |                       |                  |   |     |     |   |   |
|    |                       |                  | Class of shares repurchased ( <i>Note 1</i> ) |     |     |   |   |
| 6. | Repurchase of shares  |                  | Cancellation date : (dd/mm/yyyy)              | ( / | / ) |   |   |
|    |                       |                  | EGM approval date: (dd/mm/yyyy)               | ( / | / ) |   |   |
|    |                       |                  |   |     |     |   |   |
|    |                       |                  | Class of shares redeemed (Note 1)             |     |     |   |   |
| 7. | Redemption of shares  |                  | Redemption date : (dd/mm/yyyy)                | ( / | / ) |   |   |
|    |                       |                  | EGM approval date: (dd/mm/yyyy)               | ( / | / ) |   |   |
|    |                       |                  |   |     |     | _   |   |
|    |                       |                  | Class of shares issuable (Note 1)             |     |     |   |   |
| 8. | Consideration issue A | State currency — | Issue and allotment date : (dd/mm/yyyy)       | ( / | / ) |   |   |
|    |                       |                  | EGM approval date: (dd/mm/yyyy)               | ( / | / ) |   |   |
|    |                       |                  |   |     |     | _   |   |

| Type of Issue   |   | No. of new shares<br>of issuer issued<br>during the month<br>pursuant thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---|---|---|
|   | Class of shares issuable(Note 1)                          |   |   |
| 9. Capital reorganisation                             | Issue and allotment date: (dd/mm/yyyy)                    |   |   |
|   | AGM approval date: ( / / / (dd/mm/yyyy)                   | )   |   |
|   |   |   | -   |
|   | Class of shares issuable(Note 1)                          |   |   |
| 10. Other (Please specify) At price: State currency   | - Issue and allotment ( / / ) date : (dd/mm/yyyy)         |   |   |
|   | EGM approval date: ( / / ) (dd/mm/yyyy)                   |   | _   |
|   | Total E. (Ordinary shar<br>(Preference shar<br>(Other cla | res)  |   |
|   |   |   |   |
| Total increase / (decrease) in ordinary shares during | g the month (i.e. Total of A to E):                       | (1)   |   |
|   |   | (2)   |   |
| Total increase / (decrease) in preference shares duri | ng the month (i.e. Total of A to E):                      |   |   |

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

| Remarks (if any):   |
|---|
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
| Submitted by: Wong Cheuk Lam  |
| Title: Company Secretary (Director, Secretary or other duly authorised officer) |
|   |

## Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.