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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)

**PLACING OF EXISTING SHARES AND
SUBSCRIPTION FOR NEW SHARES**

AND

RESUMPTION OF TRADING

Placing Agent

Morgan Stanley

On 20 November 2012, the Vendor and the Company entered into the Placing and Subscription Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to act as agent for the Vendor (to the exclusion of all others) to place (or failing which itself to purchase) a total of 160,000,000 existing Share at a price of HK\$16.95 per Share owned by the Vendor to not less than six independent placees. The Shares to be placed by the Placing Agent represent approximately 7.75% of the existing issued share capital of the Company and approximately 7.19% of the Company's issued share capital as enlarged by the Subscription (assuming that there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Subscription save for the issue of the Subscription Shares). Pursuant to the Placing and Subscription Agreement, the Vendor has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue to the Vendor 160,000,000 New Shares equivalent to the number of the Placing Shares, at the Subscription Price.

The net proceeds from the Subscription are estimated to be approximately HK\$2.7 billion, net of professional fees and out-of-pocket expenses. The Company intends to use the net proceeds from the Subscription principally for acquisition of more downstream city gas distribution businesses in the PRC.

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 20 November 2012 pending the publication of this announcement. Application has been made for the resumption of trading in the Shares on the Stock Exchange from 9:00 a.m. on 21 November 2012.

PLACING UNDER THE PLACING AND SUBSCRIPTION AGREEMENT DATED 20 NOVEMBER 2012

Vendor

The Vendor, CRH (Gas) Limited, is a company incorporated in the British Virgin Islands with limited liability and is a wholly owned subsidiary of China Resources (Holdings) Company Limited. China Resources (Holdings) Company Limited is a company incorporated in Hong Kong with limited liability which is indirectly controlled by China Resources National Corporation. As at the date of the Placing and Subscription Agreement, the Vendor beneficially owns 1,407,828,991 Shares, representing approximately 68.21% of the existing issued share capital of the Company (which comprises 2,064,010,871 Shares).

Placing Agent

The Placing Agent has agreed to act as agent for the Vendor (to the exclusion of all others) to place (or failing which itself to purchase) a total of 160,000,000 existing Shares at a price of HK\$16.95 per Share owned by the Vendor to not less than six independent places.

The Placing Agent (a) is independent of and not connected with the Company and its connected persons; and (b) is independent of and not acting in concert with the Vendor, its associates and its concert parties. In so far as the Placing Agent is “dealing in securities”, as defined in Schedule 5 of the SFO, it shall be doing so through its agent Morgan Stanley Asia Limited and only in circumstances such that none of the sub-provisos (I), (II), (III), (IV) and (V) in sub-paragraph (iv) to the definition of “dealing in securities” in Part 2 of Schedule 5 of the SFO are applicable.

Total Number of Placing Shares

160,000,000 Shares, representing approximately 7.75% of the existing issued share capital of the Company, and approximately 7.19% of the issued share capital of the Company as enlarged by the Subscription (assuming that there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Subscription save for the issue of the Subscription Shares).

Placing Price

The Placing Price of HK\$16.95 per Share was arrived at after arm’s length negotiations between the Company and the Placing Agent by reference to the market condition and the recent closing prices per Share. The Directors consider that the terms of the Placing are fair and reasonable based on the current market conditions and are in the interests of the Company and the Shareholders of the Company as a whole.

The Placing Price represents:

- (i) a discount of approximately 8.18% to the closing price of HK\$18.46 per Share as quoted on the Stock Exchange on 19 November 2012, being the last trading day prior to the suspension in trading of the Shares on the Stock Exchange pending release of this announcement; and
- (ii) a discount of approximately 4.24% to the average closing price of approximately HK\$17.70 per Share as quoted on the Stock Exchange for the last five consecutive trading days of the Shares up to and including 19 November 2012.

The Vendor and the placees will each bear their own share of the stamp duty, Stock Exchange trading fee, Securities and Futures Commission transaction levy in connection with the Placing. The net Placing Price, after deducting all professional fees, underwriting commission and other out-of-pocket expenses incurred by the Vendor, which are ultimately to be borne by the Company, is estimated at approximately HK\$16.88 per Placing Share.

Rights

The Placing Shares will be sold free from any liens, charges and encumbrances, and together with all rights attaching to them as at the relevant transaction date, and the Placing Shares rank pari passu in all respects with existing Shares. The placees, or the Placing Agent if they elect to take up any Placing Shares, will receive all dividends and distributions declared, made or paid on or after the relevant transaction date.

Independence of placees

The Placing Shares will be placed to not less than six placees which are professional, institutional or other investors approved, selected and/or procured by or on behalf of the Placing Agent as contemplated by the Placing and Subscription Agreement, who and whose respective ultimate beneficial owners (a) are independent of and not connected with the Company and its connected persons; and (b) are independent of and not acting in concert with the Vendor, its associates and its concert parties.

Completion of the Placing

Completion of the Placing is expected to take place on or before 23 November 2012, or such other time or date as may be agreed by the Vendor and the Placing Agent.

Condition of the Placing

The Placing is unconditional, save that upon the occurrence of certain termination events below, the Placing will not proceed to completion unless otherwise waived by the Placing Agent.

Lock-up

The Vendor has undertaken to the Placing Agent that (with the exception of the sale of the Placing Shares pursuant to the Placing and Subscription Agreement) for a period of 90 days from the date of completion of the Placing it will not, and will

procure that none of its nominees and companies controlled by it and trusts associated with it (whether individually or together and whether directly or indirectly) (i) offer, lend, pledge, issue, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares (including the New Shares) or any interests therein beneficially owned or held by the Vendor or any securities convertible into or exercisable or exchangeable for or substantially similar to any such Shares or interests or (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of such Shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of Shares or such other securities, in cash or otherwise or (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above, unless with the prior written consent of the Placing Agent.

The Company has undertaken to the Placing Agent, and the Vendor has undertaken to the Placing Agent to procure, that for a period of 90 days from the date of completion of the Placing except:

- (i) for the New Shares to be allotted and issued to the Vendor; and
- (ii) pursuant to (a) the terms of any employee share option scheme of the Company or (b) any outstanding subscription warrants or (c) bonus or scrip dividend or similar arrangements which provide for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with its bye-laws or (d) conversion of outstanding convertible bonds,

the Company will not:

- (A) allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any Shares or interest in Shares;
- (B) agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described in (A) above; or
- (C) announce any intention to enter into or effect any such transaction described in (A) or (B) above, without first having obtained the written consent of the Placing Agent.

SUBSCRIPTION UNDER THE PLACING AND SUBSCRIPTION AGREEMENT

Subscriber

The Vendor

Issuer

The Company

Number of New Shares

160,000,000 New Shares in aggregate, representing approximately 7.75% of the existing issued share capital of the Company and approximately 7.19% of the issued share capital of the Company as enlarged by the Subscription (assuming that there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Subscription save for the issue of the Subscription Shares). The number of New Shares is equivalent to the number of the Placing Shares. The aggregate nominal value of the New Shares is HK\$16,000,000.

Subscription Price

The Subscription Price is to be equivalent to the Placing Price. The Company will bear the expenses incurred by the Vendor in relation to the Placing and the Subscription. The net Subscription Price after deduction of such expenses is estimated to be approximately HK\$16.88 per New Share.

General Mandate to issue New Shares

The New Shares will be issued under the General Mandate granted to the Directors pursuant to a resolution passed by the shareholders of the Company at the annual general meeting of the Company held on 31 May 2012, pursuant to which the Company has been authorized to allot, issue or otherwise deal with up to 412,802,174 new Shares, being 20% of the then issued share capital of the Company as at the date of passing such resolution. Up to the date of this announcement, the Company has not issued any Shares pursuant to the General Mandate. Based on the above, no separate Shareholders' approval is required for the Subscription.

Ranking

The New Shares, when fully paid, will rank pari passu in all respects with the Shares in issue as at the date of issue of the New Shares. The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares.

Conditions

The Subscription by the Vendor of the New Shares is conditional upon:

- (i) completion of the Placing having occurred pursuant to the terms of the Placing and Subscription Agreement; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such New Shares (and such listing and permission not subsequently revoked prior to the delivery of definitive share certificate(s) representing the New Shares).

Completion of the Subscription

Completion of the Subscription shall take place on the second Business Day after the date upon which the last of the conditions to be satisfied shall have been so satisfied provided that it shall take place on a date no later than a date falling 14 days after the date of the Placing and Subscription Agreement or such other time and/or date as the Vendor and the Company may agree in writing. In the event that the conditions are not fulfilled within 14 days following the date of the Placing and Subscription Agreement (or such later date as may be agreed between the Vendor and the Company), the obligations and liabilities of the Vendor and the Company under the Subscription shall be null and void and neither the Company nor the Vendor shall have any claim against the other for costs, damages, compensation or otherwise provided that the Company shall reimburse the Vendor any legal fees and out-of-pocket expenses which the Vendor shall be obliged to pay in connection with the Subscription and the Placing.

If the Subscription is not completed within 14 days after the date of the Placing and Subscription Agreement, it will constitute a connected transaction of the Company and the Company has to comply with the requirements of the Listing Rules, including obtaining approval from the independent Shareholders of the Company. An appropriate announcement will be made by the Company in compliance with the Listing Rules, if required and necessary.

EFFECT OF THE PLACING AND THE SUBSCRIPTION

Set out below is the shareholding structure of the Company (i) as at the date of this announcement, (ii) immediately after completion of the Placing but before the Subscription (on the basis that all Placing Shares are sold); and (iii) immediately after completion of the Placing and the Subscription, on the assumption that (a) there will be no other change to the share capital of the Company between the date of this announcement and the completion of the Subscription save for the issue of the Subscription Shares; and (b) the placees do not and will not hold any shares other than the Placing Shares:

Connected persons	At present		Immediately after Completion of the Placing but before Subscription		Immediately after Completion of the Placing and Subscription	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
CRH (Gas) Limited (<i>Note 1</i>)	1,407,828,991	68.21	1,247,828,991	60.46	1,407,828,991	63.30
Commotra Company Limited (<i>Note 1</i>)	6,040,000	0.29	6,040,000	0.29	6,040,000	0.27
Directors	<u>614,000</u>	<u>0.03</u>	<u>614,000</u>	<u>0.03</u>	<u>614,000</u>	<u>0.03</u>
<i>Sub-total of the shareholding of the connected persons</i>	1,414,482,991	68.53	1,254,482,991	60.78	1,414,482,991	63.60
Public						
Placees	N/A	N/A	160,000,000	7.75	160,000,000	7.19
Public	649,527,880	31.47	649,527,880	31.47	649,527,880	29.21
<i>Sub-total of the shareholding of the public</i>	<u>649,527,880</u>	<u>31.47</u>	<u>809,527,880</u>	<u>39.22</u>	<u>809,527,880</u>	<u>36.40</u>
Total	<u>2,064,010,871</u>	<u>100.00</u>	<u>2,064,010,871</u>	<u>100.00</u>	<u>2,224,010,871</u>	<u>100.00</u>

Notes:

1. CRH (Gas) Limited and Commotra Company Limited directly holds 1,407,828,991 and 6,040,000 Shares respectively in the Company and each of them is a wholly-owned subsidiary of China Resources (Holdings) Company Limited. China Resources (Holdings) Company Limited is a wholly-owned subsidiary of CRC Bluesky Limited. CRC Bluesky Limited is a wholly-owned subsidiary of China Resources Co., Limited which in turn is wholly-owned by China Resources National Corporation.

TERMINATION OF THE PLACING AND SUBSCRIPTION AGREEMENT

Notwithstanding anything contained in the Placing and Subscription Agreement, if at any time prior to 8:00 a.m. (Hong Kong time) on the date of completion of the Placing:

- (a) there develops, occurs or comes into force:
 - (i) any new law or regulation or any change or development involving a prospective change in existing laws or regulations in Hong Kong, the PRC, the United States or the United Kingdom which in the opinion of the Placing Agent has or is likely to have a material adverse effect on the financial position of the Group as a whole; or
 - (ii) any significant change (whether or not permanent) in local, national or international monetary, economic, financial, political or military conditions which in the opinion of the Placing Agent is or would be materially adverse to the success of the Placing; or
 - (iii) any significant change (whether or not permanent) in local, national or international securities market conditions or currency exchange rates or foreign exchange rates or foreign exchange controls which in the opinion of the Placing Agent is or would be materially adverse to the success of the Placing; or makes it impracticable or inadvisable or inexpedient to proceed therewith; or
 - (iv) a general moratorium on commercial banking activities in Hong Kong, the PRC, London or New York declared by the relevant authorities or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong, the PRC, the United Kingdom or the United States; or
 - (v) a change or development involving a prospective change in taxation adversely affecting the Company, the Group taken as a whole, the Placing Shares or the transfer thereof; or
 - (vi) any outbreak or escalation of hostilities or act of terrorism involving Hong Kong, the PRC, the United Kingdom or the United States or the declaration by Hong Kong, the United Kingdom or the United States of a national emergency or war; or

(vii) any suspension of dealings in the Shares for any period whatsoever (other than as a result of or in contemplation of the Placing and the Subscription); or

(viii) any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange, the London Stock Exchange, the New York Stock Exchange or Nasdaq due to exceptional financial circumstances or otherwise at any time prior to the date of completion of the Placing; or

- (b) any breach of any of the representations, warranties and undertakings by the Company and/or the Vendor set out in the Placing and Subscription Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing and Subscription Agreement and prior to the date of completion of the Placing which if it had occurred or arisen before the date of the Placing and Subscription Agreement would have rendered any of such representations, warranties and undertakings untrue or incorrect in any respect and any such breach or failure is material or (in the opinion of the Placing Agent) is or would materially and adversely affect the financial position or business of the Group or is or would be materially adverse to the success of the Placing, or there has been (in the opinion of the Placing Agent) a material breach of, or failure to perform, any other provision of the Placing and Subscription Agreement on the part of the Vendor and/or the Company; or
- (c) there is any such adverse change, or development involving a prospective change, in the general affairs, condition, results of operations or prospects, management, business, stockholders' equity or in the financial or trading position of the Group as a whole which in the opinion of the Placing Agent is materially adverse to the success of the Placing;

then and in any such case, the Placing Agent may terminate the Placing and Subscription Agreement without liability to the Vendor and the Company by giving notice in writing to the Vendor and the Company, which notice may be given at any time prior to 8:00 a.m. (Hong Kong time) on the date of completion of the Placing.

REASONS FOR THE PLACING AND THE SUBSCRIPTION AND USE OF PROCEEDS

The Company is a limited liability company incorporated in Bermuda and its shares have been listed on the Stock Exchange since 7 November 1994. The Group is principally engaged in downstream city gas distribution in the PRC. Its current operations cover 18 provinces and over 100 cities including municipalities, provincial capitals and major cities such as Shanghai, Chongqing, Zhengzhou, Chengdu, Nanjing, Wuhan, Kunming, Jinan, Fuzhou, Nanchang, Wuxi, Suzhou, Xiamen, etc.

The Directors (including the independent non-executive Directors) consider that the Placing and the Subscription will strengthen the capital base of the Company. The Company estimates that the net proceeds of the Subscription will amount to approximately HK\$2.7 billion. The Company intends to use the net proceeds from the Subscription principally for acquisition of more downstream city gas distribution businesses in the PRC.

Save as disclosed in the table below, the Company has not undertaken any equity fund raising exercise over the period of twelve months prior to the date of this announcement:

Date of announcement

and next day disclosure returns	Value of the Shares issued	Intended and actual purpose of the issues
19 October 2011, 17 January 2012, 20 January 2012, 27 January 2012, 30 January 2012, 3 February 2012, 9 February 2012, 13 February 2012, 17 February 2012, 23 February 2012, and 27 February 2012	Approximately HK\$788.33 million	Issue of an aggregate of 71,741,153 consideration Shares to shareholders of Zhengzhou China Resources Gas Co., Ltd. (“ZZ Gas”) who have elected the share alternative under the voluntary unconditional offer (details are stated in the composite document dated 23 November 2011). These Shares are issued as consideration for paying the relevant shareholders of ZZ Gas in order to achieve the privatization of ZZ Gas by the Group.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Placing and the Subscription are fair and reasonable and believe that the Placing and the Subscription are in the best interests of the Company and the Shareholders as a whole.

The Directors (including the independent non-executive Directors) are further of the view that the lock up period for the Company as set out above is fair and reasonable on the grounds that: (i) the lock up period is only for 90 days which is in line with the market practice and as a result of the arm's length commercial negotiation between the Company, the Vendor and the Placing Agent; and (ii) it can ensure an orderly market of the Shares.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 20 November 2012 pending the publication of this announcement. Application has been made for the resumption of trading in the Shares on the Stock Exchange from 9:00 a.m. on 21 November 2012.

DEFINITIONS

“associates”	has the meaning ascribed to it under the Listing Rules
“Business Day”	any day (excluding a Saturday) on which banks are generally open for business in Hong Kong
“Company”	China Resources Gas Group Limited (華潤燃氣控股有限公司), a company incorporated in Bermuda with limited liability whose issued Shares are listed on the Stock Exchange (Stock code: 1193)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 31 May 2012 to the Directors to allot, issue and deal with Shares up to a limit of 20% of the issued share capital of the Company at the date of passing such resolution;
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong Dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Shares”	an aggregate of 160,000,000 new Shares to be issued by the Company and subscribed by the Vendor under the Placing and Subscription Agreement
“Placing”	the placing of the Placing Shares by the Placing Agent as agent (to the exclusion of all others) and for and on behalf of the Vendor pursuant to the Placing and Subscription Agreement
“Placing Agent”	Morgan Stanley & Co. International plc
“Placing and Subscription Agreement”	the placing and subscription agreement entered into on 20 November 2012 between the Vendor, the Company and the Placing Agent in relation to the Placing and the Subscription
“Placing Price”	HK\$16.95 per Placing Share
“Placing Shares”	an aggregate of the 160,000,000 Shares currently owned by the Vendor and to be placed under the Placing
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	person(s) whose name(s) appear on the register of members as registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription for the New Shares by the Vendor pursuant to the Placing and Subscription Agreement
“Subscription Price”	an amount equal to the Placing Price

“Vendor”

CRH (Gas) Limited, a company incorporated in the British Virgin Islands with limited liability, holding approximately 68.21% of the issued share capital of the Company as at the date of the Placing and Subscription Agreement

%

per cent.

By Order of the Board of Directors of
CHINA RESOURCES GAS GROUP LIMITED

Wang Chuandong

Chairman

Hong Kong, 20 November 2012

As at the date of this announcement, the directors of the Company are Mr. Wang Chuandong, Mr. Shi Shanbo and Mr. Ong Thiam Kin, being Executive Directors; Mr. Du Wenmin, Mr. Wei Bin, Mr. Huang Daoguo and Mr. Chen Ying, being Non-executive Directors; and Mr. Wong Tak Shing, Mr. Luk Chi Cheong and Ms. Yu Jian, being Independent Non-executive Directors.