

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of both companies.



華潤電力控股有限公司
China Resources Power Holdings Company Limited
(Incorporated in Hong Kong with limited liability
under the Companies Ordinance)
(Stock Code: 836)



華潤燃氣控股有限公司
China Resources Gas Group Limited
(Incorporated in Bermuda with limited liability)
(Stock code: 1193)

JOINT ANNOUNCEMENT

MAJOR AND CONNECTED TRANSACTION

**PROPOSED MERGER OF
CHINA RESOURCES POWER HOLDINGS COMPANY LIMITED
AND
CHINA RESOURCES GAS GROUP LIMITED
TO FORM ONE ENERGY GROUP UNDER
CHINA RESOURCES (HOLDINGS) COMPANY LIMITED
THROUGH THE ACQUISITION OF
CHINA RESOURCES GAS GROUP LIMITED
TO BE IMPLEMENTED BY WAY OF A SCHEME OF ARRANGEMENT**

POLL RESULT OF THE EGM

NON-SATISFACTION OF CONDITION PRECEDENT OF THE SCHEME

Financial adviser to China Resources (Holdings) Company Limited



**Financial adviser to China Resources
Power Holdings Company Limited**

Morgan Stanley

**Financial adviser to China Resources
Gas Group Limited**



The Proposed Merger was not approved by the requisite majority of CR Power Independent Shareholders as a major and connected transaction at the EGM.

As such approval is a condition precedent of the Scheme, the Proposed Merger and the Scheme will not proceed.

Pursuant to Rule 31.1 of the Takeovers Code, except with the consent of the Executive, neither CR Power nor any person who acted in concert with it in the course of the Proposed Merger, nor any person who is subsequently acting in concert with any of them, may within 12 months from the date of this announcement either announce an offer or possible offer for CR Gas (including a partial offer which could result in CR Power holding shares carrying 30% or more of the voting rights of CR Gas), or acquire any voting rights of CR Gas if CR Power or persons acting in concert with it would thereby become obliged under Rule 26 of the Takeovers Code to make an offer.

Reference is made to the joint announcement dated 10th May, 2013 issued by China Resources Power Holdings Company Limited (“**CR Power**”) and China Resources Gas Group Limited (“**CR Gas**”) and the circular dated 4th July, 2013 issued by CR Power (the “**Circular**”) in relation to the Proposed Merger. Unless otherwise defined herein, terms defined in the Circular shall have the same meanings when used in this announcement.

RESULTS OF THE EGM

The CR Power Board announces that the ordinary resolution in respect of the Proposed Merger and the transactions contemplated thereunder and the allotment and issue of the Consideration Shares to the Scheme Shareholders under a Specific Mandate set out in the notice of EGM in the Circular (the “**Ordinary Resolution**”) was not passed by the CR Power Independent Shareholders by way of poll at the EGM held on 22nd July, 2013.

As at the date of the EGM, there were 4,782,548,523 CR Power Shares in issue. CR Holdings and its associates holding 3,025,001,999 CR Power Shares, representing approximately 63.25% of the total issued CR Power Shares as at the date of the EGM, abstained from voting on the Ordinary Resolution at the EGM as required.

There were no CR Power Shares entitling any CR Power Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. Saved as disclosed above, there were no CR Power Shares the holders of which were required to abstain from voting at the EGM under the Listing Rules. Accordingly, the number

of CR Power Shares entitling the CR Power Independent Shareholders to attend and vote at the EGM for or against the Ordinary Resolution, is 1,757,546,524, representing approximately 36.75% of the total issued CR Power Shares as at the date of the EGM.

No person has indicated in the Circular that he/she/it intends to abstain from voting or vote against the Ordinary Resolution at the EGM.

Computershare Hong Kong Investor Services Limited, the share registrar of CR Power, acted as the scrutineer for the purpose of the vote-taking at the EGM.

The poll results in respect of the Ordinary Resolution at the EGM are as follows:

Ordinary Resolution <i>Note</i>	Number of votes cast (% of votes cast)	
	For	Against
To approve (i) the Scheme and the Proposed Merger; and (ii) the allotment and issue of the Consideration Shares	372,081,827 (35.85%)	665,876,865 (64.15%)

Note: Please refer to the notice of the EGM contained in the Circular for the full version of the Ordinary Resolution

As the number of votes which were cast in favour of the Ordinary Resolution did not amount to more than 50% of all the votes cast in respect of the Ordinary Resolution, the Ordinary Resolution was not passed by the CR Power Independent Shareholders by way of poll at the EGM.

NON-SATISFACTION OF CONDITION PRECEDENT AND WITHDRAWAL OF PROPOSED MERGER

As set out in the Circular, the Scheme is conditional upon, amongst other things, the CR Power Independent Shareholders having approved by way of poll at the EGM of the Proposed Merger and the transactions contemplated thereunder and the allotment and issue of the Consideration Shares to the Scheme Shareholders under a Specific Mandate.

As the Ordinary Resolution was not passed at the EGM, the said condition of the Scheme was not satisfied. Accordingly, the Proposed Merger and the Scheme will not proceed.

Pursuant to Rule 31.1 of the Takeovers Code, except with the consent of the Executive, neither CR Power nor any person who acted in concert with it in the course of the Proposed Merger, nor any person who is subsequently acting in concert with any of them, may within 12 months from the date of this announcement either announce an offer or possible offer for CR Gas (including a partial offer which could result in CR Power holding shares carrying 30% or more of the voting rights of CR Gas), or acquire any voting rights of CR Gas if CR Power or persons acting in concert with it would thereby become obliged under Rule 26 of the Takeovers Code to make an offer.

Although the Proposed Merger will not proceed, the CR Power Board and the CR Gas Board wish to express their gratitude to the shareholders for their continuous support, and to express their commitment to shareholders to continue to create value for shareholders and will continue to follow each of their respective existing business strategies.

By order of the board
**China Resources Power Holdings
Company Limited**
Zhou Junqing
Chairman

By order of the board
China Resources Gas Group Limited
Wang Chuandong
Chairman

Hong Kong, 22nd July, 2013

As at the date of this announcement, the executive directors of China Resources Power Holdings Company Limited are Ms. ZHOU Junqing, Mr. WANG Yu Jun, Mr. ZHANG Shen Wen and Ms. WANG Xiao Bin; the non-executive directors are Mr. DU Wenmin, Mr. WEI Bin, Mr. HUANG Daoguo and Mr. CHEN Ying; and the independent non-executive directors are Mr. Anthony H. ADAMS, Mr. CHEN Ji Min, Mr. MA Chiu-Cheung, Andrew, Ms. Elsie LEUNG Oi-sie and Dr. Raymond K.F. CH' IEN.

As at the date of this announcement, the executive directors of China Resources Gas Group Limited are Mr. Wang Chuandong, Mr. Shi Shanbo and Mr. Ong Thiam Kin; the non-executive directors are Mr. Du Wenmin, Mr. Wei Bin, Mr. Huang Daoguo and Mr. Chen Ying; and the independent non-executive directors are Mr. Wong Tak Shing, Ms. Yu Jian, Mr. Yu Hon To, David and Mr. Qin Chaokui.

The directors of China Resources Power Holdings Company Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to China Resources Gas Group Limited) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by China Resources Gas Group Limited) 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 statements in this announcement misleading.

The directors of China Resources Gas Group Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to China Resources Gas Group Limited and confirm, having made all reasonable enquiries, that to the best of their knowledge opinions expressed in this announcement by China Resources Gas Group Limited 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 statements in this announcement misleading.