

香港中央結算有限公司
(香港交易及結算所有限公司全資附屬公司)

HONG KONG SECURITIES CLEARING COMPANY LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

通告 CIRCULAR

Subject: Suchuang Gas Corporation Limited (Stock Code: 1430)
- Proposed take-private by way of a Scheme of Arrangement

Enquiry: Hotline at 2979 7111 / E-mail: clearingps@hkex.com.hk

Pursuant to the document dated 4 May 2022 (“Scheme Document”) regarding the proposed take-private of Suchuang Gas Corporation Limited (the “Company”) by China Resources Gas (Hong Kong) Investment Limited (“Offeror”) under the Scheme of Arrangement (the “take-private”), the Scheme Shares will be cancelled in exchange for either:

Cash Alternative – Cash of HKD2.50 for every Scheme Share; or
Share Alternative – 1 New Changjiangwei Limited (“HoldCo”) Share for every Scheme Share

The Scheme Shareholders may elect the Cash Alternative or the Share Alternative as the form of Cancellation Consideration in respect of their entire holdings of Scheme Shares held as at the Effective Date (but not, for the avoidance of doubt, a combination of the two). Scheme Shareholders who do not make any election or whose elections are invalid will receive the Cash Alternative.

Capitalized terms used herein shall have the same meanings as those defined in the Scheme Document unless the context requires otherwise.

CCASS Participants (“Participants”) are advised to note the following information and arrangement.

I. Relevant information in relation to the proposed take-private

The following key dates are extracted from the expected timetable set out in the Scheme Document:

- Latest time for lodging transfer of Shares in order to qualify for entitlements under the Scheme 4:30 p.m. on 16 June 2022

- Scheme Record Date 17 June 2022
- Effective Date 12 July 2022
- Expected withdrawal of the listing of Shares on the Stock Exchange becoming effective 9:00 a.m. on 14 July 2022
- Latest time to despatch cheques for cash entitlements and share certificates for share entitlement under the Scheme on or before 21 July 2022

II. Arrangement of HKSCC for the proposed take-private

In order to be qualified for the entitlements under the Scheme of Arrangement through CCASS, the latest time for accepting Shares deposited to the CCASS Depository by Participants is 12:00 noon on 16 June 2022. If participants do not want to receive the entitlements through CCASS, the latest time for accepting Shares withdrawn from the CCASS Depository is 2:00 p.m. on 16 June 2022. The latest time for lodging transfers of the Shares at the Share Registrar is 4:30 p.m. on 16 June 2022.

No action would be required if Participants elect Cash Alternative only for their entire holdings.

Participants who elect Share Alternative or combination of both alternatives should (i) sign and return a prescribed Election Form for Share Alternative and Denomination Request (Appendix 1) (the “Form”) to HKSCC at 1/F, One and Two Exchange Square, 8 Connaught Place, Central, Hong Kong and (ii) submit Denomination Request through Client Connect (procedure as set out in the circular dated 20 Dec 2019 under reference. [CD/CDCO/CCASS/033/2019](#)) by **5:00 p.m. on 24 Jun 2022** (the “Stipulated Deadline”). Failure to submit the Form in original and/or the Form has not been fully completed or has been completed incorrectly, the relevant Participants will receive Cash Alternative for their entire holdings.

Each Participant should return ONE Form and ONE Denomination Request only to HKSCC.

Participants’ holding in the Company’s Shares will be removed from CCASS **at the day-end of 13 July 2022**, subject to the Scheme of Arrangement becoming effective.

III. Entitlement Statement

As the Latest time for lodging transfer of Shares in order to qualify for entitlements under the Scheme is 16 June 2022, CCASS will generate preliminary receivables for Cash Alternative to the relevant Participants based on their holdings in the Company’s shares as at 16 June 2022 day-end and will be reflected on the Participants’ entitlement statements of 13 July 2022; and

Upon receipt of the confirmation of the quantity of share election from the Share Registrar, HKSCC will adjust the relevant receivables for Cash Alternative in respect of the Shares elected to receive Share Alternative as indicated in the Forms submitted by the relevant Participants. Such adjustment will be reflected on the Participants' entitlement statement. A supplemental advice showing the receivables for Scrip Alternative will be issued to relevant Participants. Participants will be informed of the advice collection arrangement through broadcast message via CCASS terminal.

IV. **Share Certificates of HoldCo**

Upon the Scheme of Arrangement becoming effective, the share certificates of HoldCo will be issued in the name of "HKSCC Nominees Limited" in respect of the Share Alternative elected by HKSCC on behalf of the relevant Participants. HoldCo is not listed on any stock exchange and will not be admitted into CCASS as Eligible Securities. As such, HKSCC **will not** provide any nominee services to Participants in respect of the HoldCo Shares. Participants should withdraw their HoldCo share certificates from CCASS after distribution. Separate broadcast message will be issued when the HoldCo share certificates are ready for withdrawal.

Participants are also advised to remind their clients to immediately re-register the HoldCo share certificates into their own names in order to receive issuer's announcements, circulars and/or future entitlement distribution, if any.

The registered agent for the HoldCo Shares is Conyers Trust Company (BVI) Limited ("Conyers"). Participants may contact Conyers at +852 2842 9516 or 29/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong for information regarding the share-registration process.

V. **Action to be taken by the Account Holders**¹

In accordance with the Scheme document's requirement, the company requires Account Holder i.e. your client(s) to file Account Holder Form (countersigned by CCASS Participant) and KYC Documents (the requirement is described in the Scheme Document dated 4 May 2022) to the Share Registrar directly for election of Share Alternative. Failure to fulfil this requirement will invalidate the election for share alternative.

As each investor should only be able to elect one form of the Cancellation Consideration, Account Holders whose all or some Scheme Shares are deposited in CCASS should note the measure as set out in the section (the "Single Consideration Election Measure") of the scheme document. The purpose of such measure is to identify the Beneficial Owners who are electing for the Share Alternative and to eliminate such investors who have elected for both the Cash Alternative and Share Alternative from receiving the Share Alternative.

Please note the requirement to file Account Holder Form and KYC Documents is not requested by HKSCC and HKSCC Nominees Limited. If you / your client(s) have any questions concerning such requirement and the procedures required in connection with the Single Consideration Election Measure and the requirement of KYC Documents as set out in the Scheme Document, please call the hotline of the Share Registrar, Tricor Investor Services Limited, at +852 2980 1333 between 9:00 a.m. and 4:30 p.m. on Monday to Friday, excluding public holidays in Hong Kong.

¹ a person who (a) is interested in Scheme Share(s) with all or some of the Scheme Share(s) being deposited in CCASS and registered under the name of HKSCC Nominees and (b) has maintained an account (or accounts) with CCASS Participant(s) to hold such Scheme Share(s) or is interested in such Scheme Share(s) as a CCASS Investor Participant.



Save as otherwise provided in the Scheme Document or in the Account Holder Form, an Account Holder who holds all or part of the Scheme Shares which such Account Holder is interested in through CCASS and wishes to elect for the Share Alternative in respect of all the Scheme Shares which such Account Holder hold or is (or, if the Account Holder is a nominee or custodian, a Beneficial Owner is) interested in as at 17 June 2022 (the "Confirmation Date") must, in respect of such Scheme Shares held through CCASS:

1. submit his/her/its election instruction to the CCASS Participant(s) through which he/she/it holds his/her/its Scheme Shares on or before such time as notified by his/her/its CCASS Participant(s) (the "Relevant CCASS Participants") for the purpose of electing the Share Alternative; and
2. complete, sign and return, no later than 4:30 p.m. on 28 June 2022 (the "Form Cut-off Time"), both (i) a copy of the Account Holder Form and KYC Documents to the Company's Share Registrar by email to is-suchuang_election@hk.tricorglobal.com, with the Relevant CCASS Participants being copied in the same email; and (ii) the original of the Account Holder Form and KYC Documents to the Company's Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

The Account Holder Form can be downloaded from the website of the Company at <http://www.suchuanggas.com/> or HKEX website at <https://www.hkexnews.hk> and you may complete a print-out version of the Account Holder Form (or any Continuation Pages) for submission to the Company's Share Registrar. The requirement of KYC Documents can be referred to the Scheme Document dated 4 May 2022 for details.

For details about the proposed take-private, Participants are encouraged to read the Company's Scheme Document which is available on HKEX website (<https://www.hkexnews.hk>).

Wil Tang
Vice President
Depository and Nominee Services

This circular has been issued in the English language with a separate Chinese language translation. If there is any conflict in the circulars between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.

Election Form For Share Alternative and Denomination Request

Date: _____

If you wish to receive **ONLY** the Cash Alternative under the Scheme of Arrangement, **DO NOT** complete this form.

This form (in original) should be completed and returned to HKSCC by hand no later than 5:00 p.m. on 24 June 2022

(BY HAND)

Depository and Nominee Services
Hong Kong Securities Clearing Company Limited ("HKSCC")
1/F, One and Two Exchange Square
8 Connaught Place, Hong Kong

Dear Sirs,

**Re: Suchuang Gas Corporation Limited (the "Company") (Stock Code: 1430)
Proposed take-private by way of a Scheme of Arrangement – Share Alternative: 1 New Share in Changjiangwei Limited ("HoldCo") for every Scheme Share**

We wish to receive the Share Alternative in respect of _____ Shares of the Company held in our account as at the Latest time for lodging transfer of Shares i.e. 16 June 2022.

Pursuant to the Company's Scheme Document dated 4 May 2022, we authorize HKSCC to arrange with the share registrar of the Company to issue the captioned certificates of HoldCo Shares in accordance with the denomination details submitted in Client Connect:-

Denomination details for **Changjiangwei Limited Shares in Client Connect**

Total Number of HoldCo Share Certificate(s)	Total Quantity of HoldCo Shares *

We understand and acknowledge that:

- (1) if HKSCC does not receive this form in original by the Stipulated Deadline, we will be deemed to have elected Cash Alternative for our entire holdings.
- (2) if the Share Alternative elected in respect of PART of our shareholding of the Company as at the Latest time for lodging transfer of Shares in order to qualify for entitlements under the Scheme, the remaining balance of our shareholdings will be deemed to have elected Cash Alternative.
- (3) our shareholding of the Company in respect of the Share Alternative will be kept in CCASS as at the Latest time for lodging transfer of Shares in order to qualify for entitlements under the Scheme. Otherwise, we will be deemed to have elected Cash Alternative for our entire holdings.
- (4) if HKSCC has not received the Denomination details through Client Connect, one share certificate of HoldCo Shares will be issued.
- (5) HoldCo Shares is a non-eligible security in CCASS, we will arrange to withdraw the HoldCo Shares certificates from our stock account in CCASS immediately after distribution.
- (6) our request and instructions will only be effected or accepted by HKSCC subject to the General Rules of CCASS and the CCASS Operational Procedures as are in force from time to time.

Authorized Signature of CCASS Participant
(with company chop, ONLY applicable if it forms part of your signing instruction)

Participant ID : _____
Participant Name : _____
Contact Person : _____
Contact Tel. No. : _____

Note: * The no. should be the same as the sum of "Total Quantity of HoldCo shares" in Client Connect's Denomination Request