

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
(For Investor Participants only)

Enquiry: Hotline at 2979 7888

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.

Investor 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 Investor Participants is 12:00 noon on 16 June 2022. If Investor Participants do not want to receive the entitlements through CCASS, the latest time for accepting Shares withdrawn from the CCASS Depository is 2:00 p.m. on 16 June 2022.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 Investor Participants elect Cash Alternative.

Investor Participants who elect Share Alternative should sign and return a prescribed Election Form for Share Alternative (For Investor Participants Only) (Appendix 1) (the “Form”) to HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong not later than **5:00 p.m. on 24 June 2022** (the “Stipulated Deadline”). Failure to submit the said Form in original and/or the Form has not been fully completed or has been completed incorrectly, the relevant Investor Participants will receive Cash Alternative.

Each Investor Participant should return ONE Form only to HKSCC.

Investor 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. Investor Participant Activity Statement

Investor Participants may refer to their Investor Participant Activity Statements for the payment of Cash Alternative on the payable date, tentatively on 21 July 2022. HoldCo Shares will be credited to relevant Investor Participants’ stock accounts after receipt of the confirmation of the quantity of share election and share certificates from the share registrar. Separate advices will be issued to the relevant Investor Participants who have validly elected to receive Share Alternative.

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 Investor 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 Investor Participants in respect of the HoldCo Shares. Investor Participants should withdraw their HoldCo share certificates from CCASS after distribution. HKSCC will inform the Investor Participants when the HoldCo share certificates are ready for withdrawal.

Investor Participants are also advised 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”). Investor 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 Holders¹

In accordance with the Scheme document’s requirement, the company requires Account Holder i.e. you / your company to file Account Holder Form 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 company 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 CCASS on or before CCASS deadline 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 to is-suchuang_election@hk.tricorglobal.com 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, Investor 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
(For Investor Participants Only)

Date: _____

If you wish to receive 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 & Two Exchange Square,
8 Connaught Place,
Central, 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**

I / We wish to receive the Share Alternative in respect of my / our entire holdings of the Company held in my / our account as at the Latest time for lodging transfer of Shares i.e. 16 June 2022. I / We authorize HKSCC to arrange with the share registrar of the Company to issue one certificate of HoldCo Shares in respect of the Share Alternative.

I/We understand and acknowledge that:

- (1) if HKSCC does not receive this form in original by the Stipulated Deadline, I/we will be deemed to have elected Cash Alternative for my/our entire holdings.
- (2) HoldCo Shares is a non-eligible security in CCASS, I/we will arrange to withdraw the HoldCo Shares certificates from my/our stock account in CCASS immediately after distribution.
- (3) my/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. Otherwise, I/we will be deemed to have elected Cash Alternative for my/our entire holdings.
- (4) my/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 Investor Participant
(with company chop, ONLY applicable if it forms part of your signing instruction)

Name of Investor Participant : _____
Participant ID : _____
Contact Tel. No. : _____