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ZHENGZHOU GAS COMPANY LIMITED*

鄭州燃氣股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 3928)

PROPOSED CHANGE OF AUDITOR

The Board announces that EY will retire as auditor of the Group with effect from the close of the AGM. On 30 March 2010, the Board resolved to propose the appointment of Deloitte as the new auditor of the Group to fill the vacancy following the retirement of EY and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

The board of directors (the “**Board**”) of Zhengzhou Gas Company Limited (the “**Company**”) announces that Ernst & Young, Certified Public Accountants (“**EY**”) will retire as auditor of the Company and its subsidiaries (collectively, the “**Group**”) with effect from the close of the forthcoming annual general meeting of the Company to be convened in due course (the “**AGM**”).

On 30 March 2010, the Board resolved to propose the appointment of Deloitte Touche Tohmatsu (“**Deloitte**”) as the new auditor of the Group to fill the vacancy following the retirement of EY and to hold office until the next annual general meeting of the Company, subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the AGM.

Reference is made to the joint announcements made by the Company and CR Gas (stock code: 1193) dated 25 November 2009 and 11 December 2009 (the “**Joint Announcements**”). Capitalized terms and expressions used in this announcement should have the same meaning as those defined in the Joint Announcements unless otherwise defined.

Since the controlling shareholding of the Company is expected to be acquired by the Joint Venture controlled by CR Gas Investment, a wholly-owned subsidiary of CR Gas, as mentioned in the Joint Announcements, the Board resolved to propose the appointment of Deloitte as auditor of the Group at the AGM, who is also the auditor of CR Gas and its subsidiaries, in order to maintain the efficiency of audit process.

Further announcement will be made to provide further information relating to the change of auditors, including whether there are any matters that need to be brought to the attention of the Shareholders in connection with the change of auditors, after the approval of the Shareholders at the AGM is obtained.

By order of the Board
Zhengzhou Gas Company Limited*
Yan Guoqi
Chairman

Zhengzhou, Henan Province, the PRC
30 March 2010

As at the date of this announcement, the members of the Board include three executive directors, namely, Mr. Yan Guoqi (閆國起), Mr. Li Jinlu (李金陸) and Mr. Li Hongwei (李紅衛), four non-executive directors, Mr. Song Jinhui (宋金會), Mr. Zhang Wushan (張武山), Mr. Ding Ping (丁平) and Mr. Liu Jianwen (劉劍文), and four independent non-executive directors, namely Mr. Yu Jinsong (余勁松), Mr. Zhang Jianqing (張建清), Ms. Wang Xiuli (王秀麗) and Mr. Wang Ping (王平).

* *for identification purpose only*