



# 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: 8099)

### Class Meeting of the Holders of Domestic Shares Form of Proxy

Form of proxy for the Class Meeting (“Meeting”) of ZHENGZHOU GAS COMPANY LIMITED\* (the “Company”) to be held at Samost Hotel, Zhengzhou, Henan, the PRC on Monday, 7 November, 2005 at 10:00 a.m.

I/We <sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_  
being the holders(s) of <sup>(note 2)</sup> \_\_\_\_\_  
shares of RMB0.10 each in the capital of the Company, HEREBY APPOINT <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or <sup>(note 4)</sup> failing him, the Chairman of the Meeting as my/our proxy in respect of <sup>(note 5)</sup> \_\_\_\_\_ Domestic Shares in the capital of the Company held by me/us to attend and vote for me/us and on my/our behalf at the Meeting (and at any adjournment thereof), for the purpose of considering and, if thought fit, passing the Resolution set out in the Notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolution as hereunder indicated.

	AS SPECIAL RESOLUTION	FOR <sup>(note 6)</sup>	AGAINST <sup>(note 6)</sup>	ABSTAIN <sup>(note 6)</sup>
(i)	to approve the proposed listing of the H Shares (the “H Shares”) of the Company on the Main Board (the “Main Board”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Main Board Migration”) and subject to the completion of the Main Board Migration, the proposed voluntary withdrawal of the listing of the H Shares from the Growth Enterprise Market of the Stock Exchange (the “Voluntary Withdrawal”) and authorise the directors of the Company (“Directors”) to do all acts or things which in their opinion may be necessary, desirable or expedient in connection with the Main Board Migration and the Voluntary Withdrawal;			
(ii)	to approve the proposed issue of not more than 375,450,000 additional new H Shares (including the H Shares to be issued pursuant to the exercise of the over-allotment option, if any) after the completion of the Main Board Migration (the “New Issue”) and authorise the Directors to do all acts or things which in their opinion may be necessary, desirable or expedient in connection with the New Issue;			
(iii)	to approve the proposed use of the proceeds from the New Issue, namely, for the reconstruction and expansion of urban pipeline networks in Zhengzhou, the development of the vehicular gas business including construction of vehicular gas refueling stations and ancillary facilities and general working capital and authorise the Directors to make such adjustments to the proposed use of proceeds within the scope as permitted under the applicable laws and regulations as they may consider appropriate; and			
(iv)	to approve the adoption of the amended articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company immediately after the completion of the Main Board Migration and authorise the Directors to make further amendments to the same in accordance with the relevant laws and regulations of the People's Republic of China, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities.			

Signature(s) <sup>(note 9)</sup> \_\_\_\_\_

Dated this: \_\_\_\_\_ day of \_\_\_\_\_, 2005.

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of joint holders needs to sign (but see note 8 below).
2. Please insert the number of all the Domestic Shares in the Company registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint in writing one or more proxies to attend and vote on his behalf. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. If any proxy other than the Chairman is preferred, please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. Please indicate clearly the number of the Domestic Shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the Domestic Shares in the Company registered in your name(s).
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “ABSTAINED”.** Any abstained vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of the Domestic Shares in respect of which the proxy is so appointed, please state the exact number of the Domestic Shares in lieu of tick in the relevant box. Failure to tick or state the exact number of the Domestic Shares in any box will entitle your proxy to cast his votes at his discretion.
7. To be valid, this form of proxy and, if such proxy form is signed by a person under a power of attorney or other authority on your behalf, a notorially certified copy of such power of attorney or other authority, must be deposited at the Company's registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the People's Republic of China not less than 24 hours before the time for holding the Meeting or any adjournment thereof or 24 hours before the time appointed for taking the poll.
8. Where there are joint holders of any Domestic Shares of the Company, any one of such persons may vote at the Meeting either personally, or by proxy, in respect of such Domestic Shares of the Company as if he were solely entitled thereof, and if more than one of such joint holders be present at the Meeting personally or by proxy that one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote.
9. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
10. Completion and deposit of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

\* For identification purposes only