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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: 8099)

NOTICE OF CLASS MEETING OF THE HOLDERS OF THE DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that a class meeting of holders of the Domestic Shares of ZHENGZHOU GAS COMPANY LIMITED* (the "Company") will be held at Samost Hotel, Zhengzhou, Henan Province, the People's Republic of China (the "PRC") on Monday, 21 November 2005 at 10:00 a.m. or immediately after the conclusion or adjournment of the extraordinary general meeting for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

"THAT

- (i) 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") be hereby approved, and the directors of the Company (the "Directors") be authorised 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) 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") be hereby approved and the Directors be authorised to do all acts or things which in their opinion may be necessary, desirable or expedient in connection with the New Issue;
- (iii) 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 refuelling stations and ancillary facilities and general working capital, be hereby approved, and the Directors be authorised 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

* *For identification purposes only*

- (iv) the amended articles of association of the Company (a copy of which is produced to this meeting marked “A” and initialled by the chairman of this meeting for the purposes of identification) be hereby adopted as the 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 the Directors be authorised 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.

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

Zhengzhou, the PRC

21 September 2005

Registered address in the PRC:
352 Longhai Road West
Zhengzhou City
Henan Province
PRC

Principal place of business in Hong Kong:
Suite 1101, 11th Floor
9 Queen’s Road Central
Hong Kong

Notes:

- (i) Any shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his or her behalf. A proxy needs not be a member of the Company. A form of proxy for use at the meeting is hereby enclosed. In the case of joint holders of a share, any one of such joint holders may sign the form of proxy. If more than one of such joint holders attend the meeting either in person or by proxy, the vote of the joint holder whose name appears first in the register of members of the Company shall be accepted to the exclusion of the other joint holder(s).
- (ii) In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the Company’s registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC, not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
- (iii) The register of holders of the Domestic Shares will be closed from 22 October 2005 to 21 November 2005 (both days inclusive).
- (iv) Holders of the Domestic Shares whose names appear in the register of holders of the Domestic Shares on 21 November 2005 are entitled to attend and vote at the meeting.
- (v) Holders of the Domestic Shares who intend to attend the meeting shall complete and deposit or post or fax (fax no: (86) 371-6889 0488) the enclosed reply slip to the Company’s registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC on or before 1 November 2005.

(vi) Pursuant to Article 77 of the Company's Articles of Association, a poll may be demanded by the following persons:

- (1) chairman of the meeting;
- (2) at least two shareholders entitled to vote in person or by proxy; or
- (3) one or more shareholders representing in aggregate 10% or more of all Shares carrying the right to vote at the meeting present in person or by proxy.

This announcement, for which the directors of the Company ("Directors") collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and is not misleading; there are no other matters the omission of which would make any statement in this announcement misleading; and all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

As at the date of this notice, the members of the Board comprise (i) the executive Directors, namely Mr. Yan Guoqi (閔國起) (Chairman), Mr. Song Jinhui (宋金會) and Ms. Niu Minghua (牛鳴華); (ii) the non-executive Directors, namely Mr. Chang Zongxian (常宗賢), Mr. Wang Yuheng (王玉珩), Mr. Zhang Wushan (張武山), Mr. Li Keqing (李克清), Mr. Zhang Chaoyi (張超義), and Mr. Li Zhenguo (李振國); and (iii) the independent non-executive Directors, namely Mr. Zhang Yichun (張亦春), Mr. Liu Jianwen (劉劍文), and Ms. Yu Shulian (余恕蓮).

This announcement will remain on the GEM website at www.hkgem.com for at least 7 days from the day of its posting.