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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)

ACQUISITION OF SHARES OF THE COMPANY BY AN INVESTOR

The Company has been informed by Emirates, an investment company based in United Arab Emirates, that it acquired 100,000,000 H shares of the Company from existing holders of the Company's H shares on 30 September 2005, representing approximately 18.16% of the total number of H shares in issue or approximately 7.99% of the total issued share capital of the Company, at an average price of HK\$0.65 per share. Emirates did not hold any interests in the Company before the Acquisition.

Potential investors and shareholders of the Company are advised to exercise caution when dealing in the shares of the Company.

Zhengzhou Gas Company Limited (the “Company”) has been informed by Emirates International Investment Co. LLC (“Emirates”) that it acquired 100,000,000 H shares of the Company from existing holders of the Company's H shares (the “Acquisition”) on 30 September 2005, representing approximately 18.16% of the total number of H shares in issue or approximately 7.99% of the total issued share capital of the Company, at an average price of HK\$0.65 per share. Emirates did not hold any interests of the Company before the Acquisition.

Emirates is an investment company based in United Arab Emirates. To the best of the Company's knowledge, information and belief after making reasonable enquiries, Emirates is independent of and not connected with any directors, chief executive, substantial shareholders or management shareholders of the Company or any of its subsidiaries or any associate of any of them (as defined in the Rules Governing the Listing of the Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited) and there has been no change in the percentage of the public float of the Company following the Acquisition. It is also expected that there will be no change in the business of the Company and its subsidiaries nor composition of the Company's board of directors following the Acquisition.

Potential investors and shareholders of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Zhengzhou, the PRC

4 October, 2005

As at the date of this announcement, the members of the Board include (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); (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, for which the directors of the Company 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 of the Company, 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.

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

* For identification purposes only