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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)**

### **RESULTS OF THE EGM, FIXING OF REMUNERATION OF DIRECTORS AND SUPERVISORS AND RESIGNATION AND APPOINTMENT OF MEMBER OF THE AUDIT COMMITTEE**

The Board announces that all the resolutions as set out in the notice of EGM (including the special resolution to approve the amendments to the articles of association of the Company) were duly passed by show of hands at the EGM held on 17 October 2005.

Under the authorization by the Shareholders at the EGM, the Board has fixed the remuneration of each of the re-elected Directors, newly appointed Directors, re-elected Supervisors and newly appointed Supervisors with reference to his duties and responsibilities with the Company and the market rate for the position.

The Board announces that Mr. Zhang Chaoyi (張超義先生) has retired as a non-executive Director and resigned as a member of the Audit Committee with effect from 17 October 2005.

The Board further announces that Mr. Zhang Wushan (張武山先生) has been appointed as a member of the Audit Committee with effect from 17 October 2005.

### **RESULTS OF THE EGM**

Reference is made to the notice of extraordinary general meeting (the "Notice of EGM") and the circular (the "Circular") dated 25 August 2005 of Zhengzhou Gas Company Limited (the "Company"). Unless otherwise defined herein, terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that all the resolutions as set out in the Notice of EGM (including the special resolution in relation to the amendments to the Articles) were duly passed by the show of hands of the Shareholders at the EGM held on 17 October 2005.

## FIXING OF THE REMUNERATION OF DIRECTORS AND SUPERVISORS

Under the authorization by the Shareholders at the EGM, the Board has fixed the remuneration of each of the re-elected Directors, newly appointed Directors, re-elected Supervisors and newly appointed Supervisors with reference to their respective duties and responsibilities with the Company and the market rate for such positions as follows:

Name of Director/Supervisor	Annual Director's/Supervisor's Remuneration (RMB)
<i>Executive Directors:</i>	
Mr. Yang Guoqi 閔國起先生 (Chairman)	100,000
Mr. Song Jinhui 宋金會先生	100,000
Mr. Li Yantong 李燕同先生	85,000
Mr. Li Jinliu 李金陸先生	85,000
<i>Non-executive Directors:</i>	
Mr. Zhang Wushan 張武山先生	Nil
Mr. Yang Degu 楊德固先生	85,000
Ms. Bao Hongwei 鮑紅偉女士	85,000
<i>Independent non-executive Directors:</i>	
Mr. Zhang Yichun 張亦春先生	50,000
Mr. Liu Jianwen 劉劍文先生	50,000
Ms. Yu Shulian 余恕蓮女士	50,000
<i>Supervisors:</i>	
Mr. Chang Zongxian 常宗賢先生	Nil
Ms. Niu Minghua 牛鳴華女士	60,000
Mr. Li Zizheng 李自正先生	Nil
Mr. Ding Ping 丁平先生	60,000
Ms. Zhou Weihua 周衛華女士	40,000
Mr. Yang Guirong 楊桂榮先生	50,000
Mr. Cai Yuming 蔡玉明先生	50,000

### Length of service

Each of the re-elected or newly appointed Directors and Supervisors will enter into a service agreement with the Company with effect from the date of EGM for a term of three years.

## RESIGNATION AND APPOINTMENT OF MEMBER OF THE AUDIT COMMITTEE

The Board announces that Mr. Zhang Chaoyi (張超義先生) (“Mr. Zhang”) has, pursuant to the provisions of the Articles retired as a non-executive Director and has resigned as a member of the audit committee of the Company (the “Audit Committee”) due to the retirement of his directorship with effect from 17 October 2005. Mr. Zhang has confirmed that he has no disagreement with the Board and the Audit Committee and there are no matters in respect of his retirement and resignation which need to be brought to the attention to the shareholders of the Company.

The Board further announces that Mr. Zhang Wushan (張武山先生) has been appointed as a member of the Audit Committee with effect from 17 October 2005.

Mr. Zhang, aged 50 is a non-executive Director and a senior engineer. He was head of the storage and distribution station and the measuring department and chief engineer of Zhengzhou Municipal Natural Gas Corporation from 1987 to 1997, and chief economist and deputy general manager of Zhengzhou Municipal Gas Company Limited and deputy general manager of Zhengzhou Gas Group Co, Ltd. since 1998 and currently a director of Zhengzhou Gas Group and the chairman of Zhengzhou Gas Estate Development Company Limited (鄭州燃氣房地產開發有限公司), a subsidiary of Zhengzhou Gas Group. Mr. Zhang has been appointed as non-executive Director since December 2000.

## **DIRECTORS**

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), Mr. Li Yantong (李燕同), Mr. Li Jinliu (李金陸); (ii)the non-executive Directors, namely, Mr. Zhang Wushan (張武山), Mr. Yang Degu (楊德固), Ms. Bao Hongwei (鮑紅偉) ; (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).

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

Zhengzhou, the PRC

17 October, 2005

*This announcement, for which the 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.*

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