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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS OF THE HOLDERS OF THE H SHARES AND THE DOMESTIC SHARES HELD ON 21 NOVEMBER 2005

The Board is pleased to announce that the special resolutions as set out in the notices of the EGM and Class Meetings of the holders of the H Shares and the Domestic Shares were duly passed at the EGM and Class Meetings held on 21 November 2005 by poll.

References are made to the circular of the Zhengzhou Gas Company Limited (the “**Company**”) dated 21 September 2005 (the “**Circular**”) in relation to (i) the proposed migration of the listing of the H Shares from GEM to the Main Board; (ii) the proposed voluntary withdrawal of the listing of the H Shares on GEM; (iii) the proposed issue of additional new H Shares after completion of the migration of the listing of the H Shares from GEM to the Main Board; (iv) the proposed use of proceeds resulting from the New Issue; and (v) the adoption of the amended articles of association of the Company.

Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Circular.

The EGM and the Class Meetings of the holders of the H Shares and the Domestic Shares were held at Samost Hotel, Zhengzhou, Henan Province, the PRC on Monday, 21 November 2005.

As at the date of the EGM and the Class Meetings, (i) the issued share capital of the Company comprised 550,660,000 H Shares and 700,840,000 Domestic Shares; and (ii) Shareholders holding a total of 1,251,500,000 Shares, were entitled to attend and vote for or against the special resolution at the EGM; (iii) 550,660,000 H Shares and 700,840,000 Domestic Shares were entitled to attend and vote for or against the special resolution at the Class Meetings of the H Shares and the Domestic Shares respectively. There were no Shares entitling the holders to attend and vote only against the resolutions at the EGM and the Class Meetings of the H Shares and the Domestic Shares.

Set out below is the result of the poll in respect of the special resolution put to vote at each of the EGM and the Class Meetings of the holders of the H Shares and the Domestic Shares:

(i) Results of the EGM

	Special Resolution	No. of votes (%) For	No. of votes (%) Against
(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 (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 (the “ 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;	853,450,000 (100%)	0 (0%)
(ii)	to approve the proposed issue of no 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 refuelling 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.		

(ii) Results of the Class Meeting of the holders of the H Shares

	Special Resolution	No. of votes (%) For	No. of votes (%) Against
(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 (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 (the “ 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;	32,010,000 (100%)	0 (0%)
(ii)	to approve the proposed issue of no 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 refuelling 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.		

(iii) Results of the Class Meetings of the holders of the Domestic Shares

	Special Resolution	No. of votes (%) For	No. of votes (%) Against
(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 (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 (the “ 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;	700,840,000 (100%)	0 (0%)
(ii)	to approve the proposed issue of no 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 refuelling 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.		

On the basis of the results of the votes set out above, all of the resolutions set out above were duly passed as special resolutions.

The Company's registrar of the H Shares in Hong Kong, namely, Computershare Hong Kong Investor Services Limited, was appointed the scrutineer at the EGM and the Class Meetings for the purpose of vote-taking.

Shareholders and potential investors should be aware that the implementation of the proposed Main Board Migration, the Voluntary Withdrawal, the New Issue, the adoption of the Amended Articles and the proposed use of proceeds from the New Issue are subject to, among other things, the market sentiments, the granting of relevant approvals by the CSRC and the Stock Exchange, together with other conditions and regulatory requirements to be fulfilled by the Company, and thus may or may not become effective. Consequently, the Main Board Migration, the Voluntary Withdrawal and the New Issue may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the H Shares.

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

Zhengzhou, the PRC
21 November, 2005

As at the date of this announcement, the members of the Board comprise (i) the executive Directors: Mr. Yan Guoqi (閔國起), Mr. Song Jinhui (宋金會), Mr. Li Yantong (李燕同) and Mr. Li Jinliu (李金陸); (ii) the non-executive Directors: Mr. Zhang Wushan (張武山), Mr. Yang Degu (楊德固) and Ms. Bao Hongwei (鮑紅偉); (iii) the independent non-executive Directors: 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 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: (1) the information contained in this announcement is accurate and complete in all material respects and is not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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.

* for identification purposes only

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