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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 BOARD MEETING

The board of directors (the "Board") of Zhengzhou Gas Company Limited (the "Company") hereby announces that a meeting of the Board will be held at Samost Hotel, Zhengzhou, Henan, PRC on Monday, 13 March 2006 at 9:00 a.m. for the following purposes:

1. to approve the report of the chairman of the Board for the year ended 31 December 2005;
2. to consider the report of the general manager of the Company for the year ended 31 December 2005;
3. to consider the profit appropriation proposal and the payment of a final dividend, if any, of the Company for the year ended 31 December 2005;
4. to consider the closure of the register of members of the Company (if necessary);
5. to consider the reappointment and remuneration of the auditors of the Company, subject to the approval of the shareholders of the Company;
6. to consider the 2006 business plan and 2006 financial budget report of the Company;
7. to consider and approve the audited financial statements of the Company for the year ended 31 December 2005, the report of directors of the Company and Corporate Governance Report of the Company for the year ended 31 December 2005;
8. to approve the publication of the final results announcement of the Company for the year ended 31 December 2005 on the GEM website;
9. to consider the time, venue and agenda of the forthcoming annual general meeting of the Company; and

10. to consider and approve other matters, if any.

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

Zhengzhou, PRC, 1 March 2006

As at the date of this announcement, the directors of the Company (the “Directors”) include (i) the executive Directors, namely, Mr. Yan Guoqi (閆國起), Mr. Song Jinhui (宋金會), Mr. Li Yantong (李燕同) and Mr. Li Jinliu (李金陸); (ii) the non-executive Directors, namely, Mr. Zhang Wushan (張武山), Mr. Yang Degu (楊德固) and Ms. Bao Hongwei (鮑紅偉); 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, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; (3) 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 with the domain name of www.hkgem.com on the “Latest Company Announcements” page for 7 days from the date of its posting.

* For identification purpose only