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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting 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 Thursday, 18 May 2006 at 9:00 a.m., for the following purposes:

1. to consider and approve the audited financial statements of the Company and the report of the board of directors (the "Board") and the auditors of the Company for the year ended 31 December 2005;
2. to consider and approve the report of the supervisors of the Company for the year ended 31 December 2005;
3. to consider and approve a final dividend of RMB0.0138 per share for the year ended 31 December 2005. The proposed dividend will be payable on 14 June 2006 to shareholders whose names appear in the register of members of the Company on 18 May 2006;
4. to consider and approve the authorization of the board of directors to fix the remunerations of independent directors, directors and supervisors of the Company;
5. to consider and approve the reappointment of Ernst & Young as the auditors of the Company for the year 2006 and to authorise the Board to fix their remuneration;
6. to consider and approve the annual budget and final accounts of the Company; and
7. to consider and approve the business directions and investment plans of the Company.

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

Zhengzhou, the PRC
13 March 2006

Principal place of business in Hong Kong:

Room 908, Hutchison House
10 Harcourt Road, Central
Hong Kong

Registered Office in the PRC:

352 Longhai Road West
Zhengzhou, Henan Province
PRC 450006

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 registrar of the H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of holders of the H Shares) and the Company's registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC (in respect of the Domestic Shares), 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 members of the Company will be closed from 19 April 2006 to 18 May 2006 (both days inclusive). All properly completed H Shares transfer forms accompanied by the relevant share certificates must be lodged with the registrar of the H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on 18 April 2006, for registration.
- (iv) Holders of the Domestic Shares and the H Shares whose names appear in the register of members on 18 May 2006 are entitled to attend and vote at the meeting.
- (v) Holders of the Domestic Shares and the H 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 29 April 2006.
- (vi) Holders of the H Shares or their proxies shall produce their identity documents when attending the meeting.
- (vii) Pursuant to Article 77 of the 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.

As at the date of this notice, 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) and Mr. Li Jinlu (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 notice, 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.

This notice 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*