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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 meeting room, 7/F., 352 Longhai Road West, Zhengzhou, Henan, the PRC on 11 May, 2006 (Thursday) at 3:00 p.m. for the following purposes:

- (1) To consider and approve the first quarterly unaudited results of the Company and its subsidiaries for the three months ended 31 March, 2006 and to approve the announcement in respect of the first quarterly results to be published on the website of The Growth Enterprises Market (the “GEM”) of the Stock Exchange; and
- (2) To consider the payment of a dividend, if any;
- (3) To consider the closure of the Register of Members, if necessary; and
- (4) To transact any other business.

DIRECTORS

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), 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 of
Zhengzhou Gas Company Limited
Yan Guoqi
Chairman

Zhengzhou, the PRC, 27 April, 2006

This announcement, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with 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 aspects and 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from its date of publication.

** for identification purpose only*