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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**

### **Appointment of an Independent Non-executive Director and a Supervisor**

The Board of the Company announces the proposed appointment of Mr. Wang Ping as an INED and Mr. Chen Kun as a Supervisor.

#### **APPOINTMENT OF DIRECTOR**

The board of directors (the “Board”) of Zhengzhou Gas Company Limited (the “Company”) announces that it has proposed the appointment of Mr. Wang Ping (王平先生) (“Mr. Wang”), as an independent non-executive director of the Company (the “INED”). An ordinary resolution will be proposed at an extraordinary general meeting (the “EGM”) to appoint Mr. Wang as an INED.

Mr. Wang Ping, aged 46, holds a graduate certificate in commercial corporate management from Henan University of Television Broadcast. Mr. Wang has excellent experience in corporate management and finance. He has been an assistant manager of Henan Zhouhou District Price Bargaining Company (河南省周口地區議價公司), a manager of general business department of Henan Foreign Trade of Commodity Company (河南外貿商品公司), a deputy general manager of Henan Imports and Exports Company of China National Cereals, Oils and Foodstuffs Corporation (中糧河南進出口公司) and is currently a deputy general manager of Henan Zhengzhou Rongyuan Shopping Plaza Company Limited (河南鄭州融元購物廣場有限公司). Mr. Wang is ordinarily resident in Hong Kong.

Mr. Wang has not held any directorship in any other listed company in the last three years.

#### **Length of service**

Mr. Wang will enter into a service agreement with the Company with effect from the date of appointment for a term of three years.

#### **Director’s emoluments**

Mr. Wang will receive an annual director’s fee of HKD70,000 which was determined with reference to the market rate and expected responsibilities of similar position and is subject to the approval of the shareholders of the Company at the EGM.

## **Relationships**

Mr. Wang has no relationship with any director or the senior management of the Company, or with any management shareholder, substantial shareholder or controlling shareholder of the Company.

## **Interests in Shares**

So far as the directors of the Company (the “Directors”) are aware as at the date of this announcement, Mr. Wang does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”).

## **Matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of the Rule 17.50(2)(h) to (v) of the Rules Governing the Listing of the Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”) and there are no other matters concerning Mr. Wang that need to be brought to the attention of the shareholders of the Company.

## **APPOINTMENT OF SUPERVISOR**

The Board further announces that the supervisory committee of the Company has proposed the appointment of Mr. Chen Kun (陳鯤先生) (“Mr. Chen”), as a supervisor of the Company (the “Supervisor”). An ordinary resolution will be proposed at the EGM to appoint Mr. Chen as a Supervisor.

Mr. Chen Kun, aged 42, is an engineer holding a doctor in engineering. He has been an engineer of Henan Research Institute of Metallurgical Planning and Design (河南冶金規劃設計研究院), and Institute of Urban Utilities Design of Chung Nan City (中南市政設計院). Mr. Chen joined Zhengzhou Gas Group Company Limited (“Zhengzhou Gas Group”, the controlling shareholder of the Company which has interests of approximately 43.18% in the registered capital of the Company), on 20 May, 2003 and is currently a deputy general manager of Zhengzhou Gas Group.

Mr. Chen has not held any directorship in any other listed company in the last three years.

## **Length of service**

Mr. Chen will enter into a service agreement with the Company with effect from the date of appointment for a term of three years.

## **Supervisor’s emoluments**

Mr. Chen will not receive any supervisor’s fee.

## **Relationships**

Other than his role in Zhengzhou Gas Group, the controlling shareholder of the Company, Mr. Chen has no relationship with any director or the senior management of the Company, or with any management shareholder, substantial shareholder or controlling shareholder of the Company.

## Interests in Shares

So far as the Directors are aware as at the date of this announcement, Mr. Chen does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

## Matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the shareholders of the Company.

A circular containing, among other things, details of the INED and the Supervisor to be appointed, a notice of EGM, a proxy form and a reply slip for the EGM will be dispatched to the shareholders of the Company within 21 days from the publication of this announcement.

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

Zhengzhou, the PRC

21 September, 2006

*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) 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 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 announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting.*

\* For identification purposes only