



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 THE EGM

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“Extraordinary General Meeting”) of ZHENGZHOU GAS COMPANY LIMITED (the “Company”) will be held at Samost Hotel, Zhengzhou City, Henan Province, the People’s Republic of China on 22 November 2006 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following ordinary resolutions of the Company:

ORDINARY RESOLUTION 1

“THAT:

- (a) the conditional sales and purchase agreement entered into between the Company and Zhengzhou Gas Group LPG Company Limited (the “LPG Company”) dated 8 September 2006 (the “LPG Assets Purchase Agreement”), pursuant to which the Company has agreed to acquire a parcel of land and certain gas storage structures erected on the land for the purposes of storage and distribution of LPG from the LPG Company and all the transactions as contemplated therein be and are hereby approved, confirmed and ratified;
- (b) the sale and purchase agreement entered into between the Company and Zhengzhou Gas Group Company Limited (the “Zhengzhou Gas Group”) dated 26 July 2006 (the “Land Purchase Agreement 1”), pursuant to which the Company has agreed to acquire from Zhengzhou Gas Group a parcel of land at the junction of Juyuan Road East and Hongtu Street South, Zhengzhou City where a Company’s gas station is erected thereon and all the transactions as contemplated therein be and are hereby approved, confirmed and ratified;
- (c) the sale and purchase agreement entered into between the Company and Zhengzhou Gas Group dated 8 September 2006 (the “Land Purchase Agreement 2”), pursuant to which the Company has agreed to acquire from Zhengzhou Gas Group two parcels of land, one located at the junction of Fengqing Road and Guihua Road, Jinshui District, Zhengzhou City and the other one located at the junction of Ruhe Road North and Huashan Road West, Zhongyuan District, Zhengzhou City where the Company’s gas stations are erected thereon and all the transactions as contemplated therein be and are hereby approved, confirmed and ratified;
- (d) the Directors be and are hereby authorised to take all steps necessary or expedient to implement and/or give effect to the LPG Assets Purchase Agreement, Land Purchase Agreement 1 and Land Purchase Agreement 2.

* For identification purposes only.

ORDINARY RESOLUTION 2

“THAT:

- (a) the appointment of Mr. Wang Ping (王平) as an independent non-executive director of the Company be and is hereby approved; and
- (b) the board of Directors be and is hereby authorised to fix the remuneration of the independent non-executive director.

ORDINARY RESOLUTION 3

“THAT:

- (a) the appointment of Mr. Chen Kun (陳鯤) as a supervisor of the Company be and is hereby approved.

As at the date of this notice, the members of the Board comprises (i) the executive Directors, namely Mr. Yan Guoqi (閆國起) (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).

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

Zhengzhou, PRC, 3 October 2006

Registered office:
352 Longhai Road West
Zhengzhou City
Henan Province
PRC 450006

Principal place of business in Hong Kong:
Room 908, 9th Floor
Hutchison House
10 Harcourt Road, Central
Hong Kong

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 shareholder 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 shareholders 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 Company's share registrar for H shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, 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 holders of H shares of the Company in Hong Kong will be closed from 23 October 2006 to 22 November 2006 (both days inclusive), during which no transfer of shares will be registered. All properly completed transfer forms accompanied by the relevant share certificate must be lodged with the Company's share registrar for H shares in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on 20 October 2006, for registration.
- (iv) Holders of H shares whose names appear in the register of holders of H shares of the Company on 22 November 2006 are entitled to attend and vote at the meeting.
- (v) Holders of H shares of the Company who intend to attend the meeting shall complete and deposit or post or fax the enclosed reply slip to the Company's share registrar of H shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (fax no.: (852) 3107 0091) or the Company's legal address at 352 Longhai Road West, Zhengzhou, Henan Province, the PRC (fax no.: 86-371-68890488) on or before 2 November 2006.
- (vi) Holders of H shares of the Company or their proxies shall produce their identity documents when attending the meeting.

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 "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the day of its posting.