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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)

RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that all the resolutions set out in the Notice of EGM were duly passed at the EGM held on 22 November 2006.

Reference is made to the announcement of Zhengzhou Gas Company Limited (the "Company") dated 8 September 2006 in respect of the acquisition of LPG Assets and Land Assets (the "Announcement") and the circular of the Company dated 3 October 2006 (the "Circular"). Unless otherwise defined herein, terms used herein shall have the same meanings as those defined in the Announcement and the Circular.

RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 22 November 2006, all the resolutions set out in the notice of the EGM dated 3 October 2006 (the "Notice of EGM") were duly passed by the Shareholders or Independent Shareholders (as the case may be) by way of poll. Details of the poll results are set out below.

Ordinary Resolution 1	No. of Votes (%) For	No. of Votes (%) Against	Total Votes
To approve, confirm and ratify the LPG Assets Purchase Agreement, the Land Purchase Agreement 1 and the Land Purchase Agreement 2 and to authorize the Directors 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.	257,824,902 (100%)	0 (0%)	257,824,902
Ordinary Resolution 2			
To approve the appointment of Mr. Wang Ping (王平) as an independent non-executive director of the Company and authorize the Board to fix the remuneration of Wang Ping.	798,240,000 (100%)	0 (0%)	798,240,000
Ordinary Resolution 3			
To approve the appointment of Chen Kun (陳鯤) as a supervisor of the Company.	798,240,000 (100%)	0 (0%)	798,240,000

As at the date of the EGM, the issued share capital of the Company is 1,251,500,000 Shares of RMB0.10 each, out of which, 700,840,000 are Domestic Shares held by PRC legal person and 550,660,000 are H Shares held by the public. Zhengzhou Gas Group, the controlling shareholder of the Company holding 540,415,098 Shares of the Company, representing approximately 43.18% of the issued share capital of the Company and its associate should abstain from voting on the ordinary resolution 1 in respect of the acquisition of LPG Assets and Land Assets set out in the Notice of EGM (the “Ordinary Resolution 1”). As a result, only the Independent Shareholders holding total 711,084,902 Shares are entitled to vote on the Ordinary Resolution 1. There is no restriction on Shareholders to cast vote on the remaining resolutions set out in the Notice of EGM. Therefore Shareholders holding total 1,251,500,000 Shares are entitled to vote on the remaining resolutions set out in the Notice of EGM. There is no Shares entitling the holders to attend and vote only against the resolutions at the EGM.

On the basis of the results of the votes set out above, all of the resolutions set out above were duly passed as ordinary resolutions.

The Company's registrar of the H Shares in Hong Kong, namely, Computershare Hong Kong Investor Services Limited, was appointed the scrutineer at the EGM for the purpose of vote-taking.

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

Zhengzhou, the PRC
22 November, 2006

As at the date of this announcement, the members of the Board comprise (i) the executive Directors: 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: Mr. Zhang Wushan (張武山), Mr. Yang Degu (楊德固) and Ms. Bao Hongwei (鮑紅偉); (iii) the independent non-executive Directors: 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.

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* For identification purposes only