



ZHENGZHOU GAS COMPANY LIMITED*

鄭州燃氣股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8099)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of ZHENGZHOU GAS COMPANY LIMITED (the “Company”) will be held at Samost Hotel, Zhengzhou City, Henan Province, the People’s Republic of China (the “PRC”) on 18 May 2007 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement entered into between the Company and Zhengzhou Gas Group Company Limited (the “Zhengzhou Gas Group”) dated 20 March 2007 (the Property Purchase Agreement”), pursuant to which the Company has agreed to acquire from Zhengzhou Gas Group the land use rights of two parcels of lands, one located at the junction of Dongming Road West and Zhengbian Road South, Guancheng District, Zhengzhou City and the other one located at the junction of Xisanhuan Road West and Laozhengmi Road West, Zhongyuan District, Zhengzhou City and certain buildings erected thereon (“Property Assets”) and all the transactions as contemplated under the Property Purchase Agreement be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “Directors”) be and are hereby authorised to take all steps necessary or expedient to implement and/or give effect to all the transactions as contemplated under the Property Purchase Agreement.”

SPECIAL RESOLUTION 1

- (a) **“THAT** conditional upon (1) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in, on the main board (the “Main Board”) of the Stock Exchange the existing 550,660,000 H shares of RMB0.10 each in the registered share capital of the Company (the “H Shares”) by way of introduction (the “Proposed Introduction”); (2) the China Securities Regulatory Commission and other PRC authorities granting the relevant approvals in connection with the Proposed Introduction and the proposed withdrawal of listing of the H Shares on the Growth Enterprise Market of the Stock Exchange (“GEM”) (the “Proposed Withdrawal”); (3) the passing of the ordinary resolution by independent shareholders of the Company in relation to the Property Purchase Agreement as set out in the ordinary resolution in this notice and the granting of the relevant land use rights certificates and building ownership certificates associated with the Property Assets; (4) the passing of special resolutions by the shareholders of the Company (the “Shareholders”) at the EGM and the holders of domestic shares of the Company (the “Domestic Shares”) and H Shares at the respective class meetings to approve the Proposed

Withdrawal, the Proposed Introduction, the proposed reduction of minimum notice period in respect of the Proposed Withdrawal and the proposed adoption of the amended articles of association of the Company (the “Amended Articles”) (as more specifically referred to in special resolution no. 2 set out in this notice); (5) the Stock Exchange granting a waiver from strict compliance with Rule 9.19(3) of the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) in respect of the reduction of the minimum notice period to at least five clear business days from the date on which the Shareholders and holders of Domestic Shares and H Shares shall have approved the Proposed Withdrawal at the EGM and class meetings respectively; (6) the publication by the Company of a notice in respect of the Proposed Withdrawal as required by the GEM Listing Rules after obtaining the approvals of the Shareholders at the EGM and the respective class meetings of the holders of Domestic Shares and H Shares for the Proposed Withdrawal; (7) the obtaining of all other relevant consents (if any) which are required in connection with the implementation of the Proposed Withdrawal and the Proposed Introduction and the fulfillment of all conditions which may be attached to such consents, the Proposed Withdrawal, the Proposed Introduction, the proposed reduction of minimum notice period in respect of the Proposed Withdrawal and the proposed adoption of the Amended Articles be and are hereby approved and confirmed; the Directors be and are hereby authorized to designate the date and time from which the cessation of the listing of the H Shares on GEM shall take effect; and any Director or the company secretary of the Company be and is hereby authorized generally to do all such acts for and on behalf of the Company as he may deem necessary, desirable or expedient to effect and implement the foregoing; and the notice period required under Rule 9.19(3) of the GEM Listing Rules in connection with the Proposed Withdrawal be and is hereby approved to be reduced to at least five clear business days from the date on which the Shareholders, holders of Domestic Shares and H Shares shall have approved the Proposed Withdrawal at the EGM and class meetings respectively.”

SPECIAL RESOLUTION 2

- (a) “**THAT** conditional upon the listing of the H Shares on the Main Board, the Amended Articles (a copy of which is produced to this meeting marked “A” and initialed by the chairman of this meeting for the purposes of identification) be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company which will become effective from the date on which dealings in the H Shares on the Main Board commence and the Amended Articles are approved by the Ministry of Commerce of the PRC (whichever is later), and any Director be and is hereby authorized to make further amendments to the same in accordance with the relevant laws and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities; and any Director or the company secretary of the Company be and is hereby authorised to do all such acts for and on behalf of the Company as be may deem necessary, desirable or expedient to give effect to the adoption of the Amended Articles.”

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

Zhengzhou, PRC, 2 April 2007

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. A form of proxy for use at the meeting is hereby enclosed. In the case of joint holders of a Domestic Share or H 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 relevant register of members 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 Hong Kong H Share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the cases of holders of H Shares) or the registered address of the Company at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC (in the cases of holders of 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 holders of the Domestic Shares and H Shares in Hong Kong will be closed from 18 April 2007 to 18 May 2007 (both days inclusive), during which no transfer of shares will be registered. For holders of H Shares, properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong H Share registrar, 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 17 April 2007, for registration.
- (iv) Shareholders whose names appear in the relevant register of members on 18 May 2007 are entitled to attend and vote at the meeting.
- (v) Shareholders who intend to attend the meeting shall complete and deposit or post or fax the enclosed reply slip to the Company's registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC (fax no.: 86-371-68890488) on or before 28 April 2007.
- (vi) Shareholders or their proxies shall produce their identity documents when attending the meeting.