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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)

**NOTICE OF LISTING BY WAY OF INTRODUCTION OF
THE ENTIRE ISSUED H SHARES OF RMB0.10 EACH OF THE COMPANY
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

Stock code on Main Board: 3928

Stock code on GEM: 8099

Sponsor



SBI Crosby Limited

Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the listing document of the Company dated 2 April 2007 (the "**Listing Document**").

An application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the 550,660,000 H Shares in issue on the Main Board. Immediately prior to the listing of the H Shares on the Main Board, the listing of the H Shares on GEM will be withdrawn. The last day for dealings in the H Shares on GEM is expected to be on the day immediately prior to the Listing Date.

The H Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 29 October 2002, the date on which dealings in the H Shares on GEM commenced. Subject to the Listing Committee granting approval for the listing of, and permission to deal in, on the Main Board the H Shares and the continual compliance with the stock admission requirements of HKSCC, the H Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the H Shares on the Main Board commence. All necessary arrangements have been made with HKSCC for the H Shares to continue to be accepted as eligible securities of CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Dealings in the H Shares on the Main Board are expected to commence at 9:30 a.m. on 29 June 2007.

The listing of the H Shares on the Main Board is by way of introduction and there are no H Shares being issued or sold pursuant to such listing.

Copies of the Listing Document issued in accordance with the Listing Rules will be available for inspection at Room 908, 9th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong during normal business hours for a period of 14 days from 2 April 2007, for information purposes only, and at the EGM.

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

Zhengzhou, PRC, 2 April 2007

** for identification purpose only*

As at the date of this announcement, 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 Jinliu (李金陸) and Mr. Li Yantong (李燕同); (ii) the non-executive Directors, namely Mr. Yang Degu (楊德固), Mr. Zhang Wushan (張武山), Ms. Bao Hongwei (鮑紅偉), and (iii) the independent non-executive Directors, namely Mr. Zhang Yichun (張亦春), Ms. Yu Shulian (余恕蓮), Mr. Liu Jianwen (劉劍文) and Mr. Wong Ping (王平).

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: (1) the information contained in this announcement is accurate and complete in all material respects and is 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 at “www.hkgem.com” for at least 7 days from its date of publication.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).