



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)

Extraordinary General Meeting Form of Proxy

Form of proxy for the Extraordinary General Meeting (the "Meeting") of ZHENGZHOU GAS COMPANY LIMITED (the "Company") to 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.

I/We ^(Note 1) _____
of _____
being the registered holders(s) of ^(Note 2) _____ shares of RMB0.10 each in the capital of
the Company, HEREBY APPOINT ^(Note 3) _____
of _____
or ^(Note 4) failing him, the Chairman of the Meeting as my/our proxy in respect of ^(Note 5) _____
H Shares/Domestic Shares in the capital of the Company held by me/us to attend and vote for me/us and on my/our behalf at the Meeting (and at any adjournment thereof), for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

AS ORDINARY RESOLUTION		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
1.	to approve, confirm and ratify 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 Guancheng Road West and Zhengbian Road South, Zhengzhou City and the other one located at the junction of Xisanhuan Road West and Laozhengmi Road West, Guancheng District, Zhengzhou City and certain buildings erected thereon and all the transactions as contemplated under the Property Purchase Agreement; and to authorize the directors of the Company (the "Directors") to take all steps necessary or expedient to implement and/or give effect to all the transactions as contemplated under the Property Purchase Agreement.			
AS SPECIAL RESOLUTIONS				
1.	to approve the proposed withdrawal of listing of the H shares (the "H Shares") of the Company on the Growth Enterprise Market ("GEM") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Proposed Withdrawal"), the proposed listing of the H Shares on the main board (the "Main Board") of the Stock Exchange by way of 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"); to authorize the Directors 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 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 to approve the reduction of the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on GEM in connection with the Proposed Withdrawal to at least five clear business days from the date on which the shareholders of the Company and holders of domestic shares (the "Domestic Shares") of the Company and H Shares shall have approved the Proposed Withdrawal at the extraordinary general meeting and class meetings respectively.			
2.	to adopt the Amended Articles 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); to authorize any Director 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 to authorize any Director or the company secretary of the Company to do all such acts for and on behalf of the Company as he may deem necessary, desirable or expedient to give effect to the adoption of the Amended Articles.			

Signature(s) ^(Note 9) _____

Dated this _____ day of _____, 2007.

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of joint holders needs to sign (but see note 8 below).
2. Please insert the number of all the H Shares or Domestic Shares registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint in writing one or more proxies to attend and vote on his behalf. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. If any proxy other than the Chairman is preferred, please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
5. Please indicate clearly the number of H Shares or Domestic Shares registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the H Shares or Domestic Shares registered in your name(s).
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAIN"**. Any abstained vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of H Shares or Domestic Shares in respect of which the proxy is so appointed, please state the exact number of H Shares or Domestic Shares in lieu of a tick in the relevant box. Failure to tick or state the exact number of H Shares or Domestic Shares in any box will entitle your proxy to cast his votes at his discretion.
7. To be valid, this form of proxy 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 such power of attorney or other authority must 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 respect of holders of H Shares) or the Company's registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, PRC (in respect of holders of Domestic Shares) not less than 24 hours before the time fixed for the Meeting or any adjournment thereof or 24 hours before the time appointed for taking of the poll.
8. Where there are joint holders of any H Shares or Domestic Shares, any one of such persons may vote at the Meeting either personally, or by proxy, in respect of such H Shares or Domestic Shares as if he were solely entitled thereto, and if more than one of such joint holders be present at the Meeting personally or by proxy that one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote.
9. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
10. Completion and deposit of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.