

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS OF HOLDERS OF H SHARES AND DOMESTIC SHARES HELD ON 18 MAY 2007

The Company is pleased to announce that the special resolutions approving (i) the Proposed Withdrawal; (ii) the Proposed Introduction; (iii) the proposed reduction of minimum notice period in respect of the Proposed Withdrawal; and (iv) the proposed adoption of the Amended Articles were duly passed by way of poll at each of the EGM and Class Meetings held on 18 May 2007. The Company is also pleased to announce that the ordinary resolution approving the proposed acquisition of the Property Assets under the Property Purchase Agreement was duly passed by the Independent Shareholders at the EGM held on 18 May 2007 by way of poll.

References are made to the circular of the Zhengzhou Gas Company Limited (the “**Company**”) dated 2 April 2007 (the “**Circular**”) in relation to (i) the Proposed Withdrawal; (ii) the Proposed Introduction; (iii) the proposed reduction of minimum notice period in respect of the Proposed Withdrawal; (iv) the proposed adoption of the Amended Articles; and (v) the proposed acquisition of the Property Assets under the Property Purchase Agreement, and the notices convening the EGM and the Class Meetings to consider, and if thought fit, approve the same (the “**Notices**”, and individually, the “**Notice**”).

Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Circular.

The EGM and the Class Meetings were held at Samost Hotel, Zhengzhou, Henan Province, the PRC on Friday, 18 May 2007.

As at the date of the EGM, the registered share capital of the Company comprised 550,660,000 H Shares and 700,840,000 Domestic Shares. Zhengzhou Gas Group, the controlling shareholder of the Company holding 540,415,098 Shares, representing approximately 43.18% of the entire registered share capital of the Company, and its associates should abstain from voting on the ordinary resolution approving the proposed acquisition of the Property Assets under the Property Purchase Agreement as set out in the relevant Notice convening the EGM (the “**Ordinary Resolution 1**”). As a result, only the Independent Shareholders holding a total of 711,084,902 Shares were entitled to vote on the Ordinary Resolution 1. There was no restriction on Shareholders to cast vote on the remaining resolutions (other than Ordinary Resolution 1) set out in the relevant Notice convening the EGM.

As at the date of the Class Meetings, the holders of 550,660,000 H Shares and 700,840,000 Domestic Shares were entitled to attend and vote for or against the special resolutions as set out in the relevant Notices convening the Class Meetings at the respective Class Meetings.

There were no Shares entitling the holders to attend and vote only against the resolutions proposed at each of the EGM and the Class Meetings.

Set out below are the poll results in respect of the resolutions put to vote at each of the EGM and respective Class Meetings:

(i) Results of the EGM

AS ORDINARY RESOLUTION		Number of votes (%) For	Number of votes (%) Against
1.	To approve, confirm and ratify 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 and all the transactions as contemplated under the Property Purchase Agreement; and to authorize 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.	322,784,902 (100%)	0 (0%)
AS SPECIAL RESOLUTIONS			
1.	To approve and confirm 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; 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; to authorize generally 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 effect and implement the foregoing; and to approve the reduction of the notice period required under Rule 9.19(3) of the GEM Listing Rules in connection with the Proposed Withdrawal 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.	863,200,000 (100%)	0 (0%)

AS SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against
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 Main Board Listing Rules 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.	863,200,000 (100%)	0 (0%)

(ii) Results of the Class Meeting of the holders of the H Shares

AS SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against
1.	To approve and confirm 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; to authorize the directors of the Company (the “Directors”) to designate the date and time from which the cessation of the listing of the H Shares on GEM shall take effect; to authorize generally 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 effect and implement the foregoing; and to approve the reduction of the notice period required under Rule 9.19(3) of the GEM Listing Rules in connection with the Proposed Withdrawal 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.	118,463,105 (100%)	0 (0%)

AS SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against
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 Main Board Listing Rules 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.	118,463,105 (100%)	0 (0%)

(iii) Results of the Class Meeting of holders of the Domestic Shares

AS SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against
1.	To approve and confirm 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; to authorize the directors of the Company (the “Directors”) to designate the date and time from which the cessation of the listing of the H Shares on GEM shall take effect; to authorize generally 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 effect and implement the foregoing; and to approve the reduction of the notice period required under Rule 9.19(3) of the GEM Listing Rules in connection with the Proposed Withdrawal 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.	700,840,000 (100%)	0 (0%)

AS SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against
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 Main Board Listing Rules 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.	700,840,000 (100%)	0 (0%)

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

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

The Directors would like to draw the attention of the Shareholders that the Group must obtain the relevant land use rights certificates and building ownership certificates associated with the Property Assets mentioned in the Ordinary Resolution 1 passed at the EGM before the Effective Date (i.e. 29 June 2007) and the relevant approvals by the CSRC and other PRC authorities, as appropriate, in connection with the Proposed Withdrawal and the Proposed Introduction. If the Company is not able to obtain the above-mentioned land use rights and building ownership certificates and/or approvals, the Company's application for the Proposed Withdrawal and the Proposed Introduction may not proceed. Further details on the Group's properties are contained in the Listing Document issued by the Company on 2 April 2007.

As the Proposed Introduction and the Proposed Withdrawal are subject to a number of conditions which may or may not be fulfilled, the Proposed Introduction and the Proposed Withdrawal may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

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

Zhengzhou, the PRC
18 May 2007

* *for identification purposes only*

As at the date of this announcement, the members of the Board comprise (i) the executive Directors: Mr. Yan Guoqi (閔國起), Mr. Song Jinhui (宋金會), Mr. Li Jinliu (李金陸) and Mr. Li Yantong (李燕同); (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), Ms. Yu Shulian (余恕蓮) 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 for at least 7 days from its date of publication.