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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)

Stock code on GEM: 8099

NOTICE OF VOLUNTARY WITHDRAWAL OF LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

PROPOSED LISTING OF H SHARES ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Notice is hereby given that, subject to the Proposed Withdrawal and the Proposed Introduction becoming unconditional, the last day of dealings in the H Shares on GEM will be 28 June 2007 and the listing of the H Shares on GEM will be withdrawn with effect from 9:30 a.m. on 29 June 2007. It is expected that dealings in the H Shares on the Main Board (stock code: 3928) will commence at 9:30 a.m. on 29 June 2007.

The Proposed Withdrawal and the Proposed Introduction will have no effect on the existing share certificates in respect of the H Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates of the Company. The Directors propose no change to be made to the board lot size, trading currency of the H Shares and the registrars of the H Shares in connection with the Proposed Withdrawal and the Proposed Introduction. H Shares will continue to be traded in board lots of 10,000 H Shares each following the Proposed Introduction.

There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Introduction. Shareholders and potential investors should be aware that implementation of the Proposed Withdrawal and the Proposed Introduction are subject to the conditions set out below being fulfilled and thus may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the listing document of the Company (the "Listing Document") dated 2 April 2007 in relation to, amongst other things, the Proposed Withdrawal and the Proposed Introduction.

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The implementation of the Proposed Withdrawal and the Proposed Introduction is conditional upon, among other things, the Listing Committee granting approval for the listing of, and permission to deal in, the existing 550,660,000 H Shares in issue on the Main Board.

The listing of the H Shares on the Main Board pursuant to the Proposed Introduction will be treated as a new listing. As a result, the closing price on the last day of dealings in the H Shares on GEM will not be disclosed as the previous closing price of the H Shares on the date of commencement of dealings in the H Shares on the Main Board. However, it will be disclosed as a note on teletext for reference purposes only.

Shareholders will be informed by way of public announcement in the event of any changes in the last day of dealings in the H Shares on GEM and/or the date of commencement of dealings in the H Shares on the Main Board.

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

Zhengzhou, PRC, 18 June 2007

As at the date of this announcement, the members of the Board include (i) the executive Directors, namely, Mr. Yan Guoqi (閔國起)(Chairman), Mr. Song Jinhui (宋金會), Mr. Li Jinlu (李金陸) and Mr. Li Yantong (李燕同); (ii) the non-executive Directors, namely, Mr. Zhang Wushan (張武山), Mr. Yang Degu (楊德固) and Ms. Bao Hongwei (鮑紅偉); and (iii) the independent non-executive Directors, namely, 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, 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.

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

This announcement will remain on the GEM website at www.hkgem.com for at least 7 days from the day of its posting.

** For identification purposes only*