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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: 3928)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Zhengzhou Gas Company Limited* (the “**Company**”) will be held at meeting room, 2/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the People’s Republic of China (the “**PRC**”) on Thursday, 3 June 2010 at 9:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions.

AS ORDINARY RESOLUTIONS

“THAT

1. the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2009 be approved;
2. the audited financial statements of the Company and the report of the auditor of the Company for the year ended 31 December 2009 be approved;
3. the report of the supervisors of the Company for the year ended 31 December 2009 be approved;
4. a final dividend of RMB0.1626 per ordinary share of the Company for the year ended 31 December 2009 be approved. The proposed final dividend will be payable on 25 June 2010 to shareholders of the Company whose names appear in the register of members of the Company on 5 May 2010;
5. a transfer of 10% totalling approximately RMB20,433,000 of the Company’s profit after tax for the year ended 31 December 2009 to the general surplus reserve be approved;
6. the authorization of the Board to fix the remunerations of directors and supervisors of the Company be approved; and

7. the appointment of Deloitte Touche Tohmatsu as the auditor of the Company and its subsidiaries for the year 2010 and the authorization of the Board to fix their remuneration be approved.”

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

Zhengzhou, the PRC, 19 April 2010

Notes:

- (A) The Company’s register of H Shares members will be closed from 5 May 2010 to 3 June 2010 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the register of members on 5 May 2010 will be entitled to attend and vote at the AGM. In order to qualify to attend and vote at the AGM, all instruments of transfer must be delivered to the Registrar of H Shares of the Company no later than 4:30 p.m. on 4 May 2010.

The address of the Hong Kong Branch Share Registrar and Transfer Office of H Shares is:

Computershare Hong Kong Investor Services Limited,
Shops 1712-1716,
17th Floor, Hopewell Centre,
183 Queen’s Road East
Wanchai
Hong Kong

- (B) Holders of H Shares and Domestic Shares who intend to attend the AGM must return the completed and signed reply slip to the Office for the Secretary to the Board (for holders of Domestic Shares) or to the Company’s Hong Kong H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) at least twenty days before the AGM, being 14 May 2010 by hand, by post or by facsimile.

Details of the Office for the Secretary to the Board is as follows:

352 Longhai Road West
Zhengzhou City
Henan Province
People’s Republic of China
Postal Code: 450006
Fax: 86-371-68890488

Details of the Hong Kong Branch Share Registrar of H Shares is as follows:

Computershare Hong Kong Investor Services Limited,
17M Floor, Hopewell Centre,
183 Queen’s Road East
Wanchai
Hong Kong

- (C) Holders of H Shares who has the right to attend and vote at the AGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf at the AGM.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing. In the event that such instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign or other documents of authorization shall be notarized.

- (E) To be valid, the form of proxy (and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited to the Branch Share Registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 24 hours before the specified time for the holding of the AGM.
- (F) Holders of Domestic Shares who has the right to attend and vote at the AGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf. Notes (C) and (D) are also applicable for holders of Domestic Shares, but to be valid, the relevant proxy forms or other authorization documents must be delivered to the Office for the Secretary to the Board at the address set out in Note (B) above 24 hours before the specified time for the holding of the AGM.
- (G) If a proxy is appointed to attend the AGM on behalf of a shareholder, the proxy must produce his document and the authorization instrument with the date of issue and duly signed by the proxy or the legal representative. In the case of appointing a legal representative, such legal representative must produce his own identification document and the relevant identification document to identify his identity as the legal representative. If a shareholder appoints a company other than its legal representative to attend the AGM, such representative must produce his own identification document and the authorization instrument bearing the company chop of the legal person shareholder duly authorized by its legal representative.
- (H) The AGM is expected to last for half a day and shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
- (I) Pursuant to Rule 13.39(4) of the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions to be considered at the AGM will be taken by way of poll.

As at the date of this notice, the Board of Directors of the Company comprises three executive Directors, namely Mr. Yan Guoqi, Mr. Li Jinlu and Mr. Li Hongwei, four non-executive Directors, namely Mr. Song Jinhui, Mr. Zhang Wushan, Mr. Ding Ping and Mr. Liu Jianwen and four independent non-executive Directors, namely Mr. Yu Jingsong, Mr. Zhang Jianqing, Ms. Wang Xiuli and Mr. Wong Ping.

* *for identification purposes only*