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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)

CLOSURE OF REGISTER OF MEMBERS

Reference is made to the notice of annual general meeting of Zhengzhou Gas Company Limited (the "Company") dated 19 April 2010 (the "AGM Notice"). Pursuant to the AGM Notice, the register of members of the Company will be closed from Wednesday, 5 May 2010 to Thursday, 3 June 2010 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed 2009 final dividend and to determine the identity of the shareholders who are entitled to attend and vote at the forthcoming annual general meeting of the Company for the holders of the H Shares, all transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 4 May 2010.

The proposed 2009 final dividend of RMB0.1626 (HKD0.1849) per ordinary share of the Company will be paid in Reminbi (for holders of domestic shares of the Company) or Hong Kong dollars (for holders of H shares of the Company) on 25 June 2010 to those members registered in the Company's register of members as at 5 May 2010 ("Record Date") subject to the approval of the Company's shareholders at the annual general meeting to be held on 3 June 2010.

Pursuant to the Corporate Income Tax Law and the Regulations on the Implementation of the PRC Corporate Income Tax Law, both implemented in 2008, a withholding tax at the rate of 10% is applicable to dividends payable to shareholders of the Company who are non-resident enterprises. In accordance with the relevant tax rules and regulations of the PRC, the Company has an obligation to withhold for payment the withholding tax from the payment of the RMB0.1626 (HKD0.1849) per share 2009 final dividend to non-resident enterprises (including HKSCC (Nominees) Limited) whose names are registered on the H shares register of members on the Record Date. The term "non-resident enterprises" when used in this announcement shall have the meaning as defined under the relevant tax

rules and regulations of the PRC. No tax at the rate of 10% will be withheld in respect of dividends to natural persons whose names are registered on the H shares register of members of the Company on the Record Date.

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

Zhengzhou, the PRC, 19 April 2010

As at the date of this announcement, 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*